CENTURION CORPORATION LIMITED
勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)
(Co. Reg. No.: 198401088W)
(SGX Stock Code: OU8)
(SEHK Stock Code: 6090)

OVERSEAS REGULATORY ANNOUNCEMENT

UPDATE OF THE INFORMATION MEMORANDUM IN RELATION TO THE S$750,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the following pages for the document which has been published by Centurion Corporation Limited on the website of the Singapore Exchange Securities Trading Limited on 7 November 2022.

By Order of the Board
Centurion Corporation Limited
Kong Chee Min
Chief Executive Officer

Hong Kong, 7 November 2022

As at the date of this announcement, the Board comprises Mr. Loh Kim Kang David, Mr. Wong Kok Hoe and Mr. Teo Peng Kwang as executive Directors; Mr. Han Seng Juan as non-executive Director; and Mr. Gn Hiang Meng, Mr. Chandra Mohan s/o Rethnam, Mr. Owi Kek Hean, Ms. Tan Poh Hong and Mr. Lee Wei Loon as independent non-executive Directors.

* *For identification purpose only*

CENTURION CORPORATION LIMITED
(Incorporated in the Republic of Singapore with limited liability)
(Co. Reg. No.: 198401088W)

UPDATE OF THE INFORMATION MEMORANDUM IN RELATION TO THE S$750,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME

The Board of Directors (the “**Board**”) of Centurion Corporation Limited (the “**Company**”) refers to its S$750,000,000 multicurrency debt issuance programme (the “**Programme**”) and is pleased to announce that the Company has today issued an updated information memorandum dated 7 November 2022 (the “**Information Memorandum**”).

DBS Bank Ltd. is the sole arranger and dealer of the Programme.

Under the Programme, the Company may from time to time issue Securities in series or tranches. Each series or tranche of Securities may be issued in Singapore dollars or any other currency, in various amounts and tenors. Such series or tranche of Notes may bear interest at fixed, floating, variable or hybrid rates or such other rates as may be agreed between the Company and the relevant dealer(s) or may not bear interest whereas such series or tranche of Perpetual Securities may bear distribution at fixed or floating rates or may not bear distribution. The Securities will be offered by the Company pursuant to exemptions invoked under Sections 274 and/or 275 of the Securities and Futures Act 2001 of Singapore.

The Notes and coupons relating thereto of all series constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Company. Senior Perpetual Securities and the coupons relating to them will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Company. Subordinated Perpetual Securities and the coupons relating to them will constitute direct, unconditional, subordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with any Parity Obligations (as defined in the terms and conditions of the Perpetual Securities) of the Company.

The net proceeds arising from the issue of the Securities under the Programme (after deducting issue expenses) will be used for general corporate purposes, including refinancing of borrowings, financing investments and general working capital of the Company or its subsidiaries or such other purposes as may be specified in the relevant pricing supplement.

Approval in-principle has been received from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in connection with the Programme and application will be made to the SGX-ST for permission to deal in, and for the listing and quotation of any Securities to be issued pursuant to the Programme which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Securities have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. Approval in-principle from, admission to the Official List of, and the listing and quotation of any Securities on, the SGX-ST are not to be taken as an indication of the merits of the Company, its subsidiaries, its associated companies (if any), the Programme, or such Securities.

Terms defined in the Information Memorandum shall have the same meaning in this announcement unless otherwise defined herein.

By Order of the Board of
Centurion Corporation Limited

Kong Chee Min
Chief Executive Officer
7 November 2022

IMPORTANT NOTICE

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO U.S. PERSONS

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached information memorandum. You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached information memorandum. In accessing the attached information memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

Confirmation of Your Representation: In order to be eligible to view the attached information memorandum or make an investment decision with respect to the securities, investors must not be (i) a U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**")) or (ii) located within the United States. The attached information memorandum is being sent at your request and by accepting the e-mail and accessing the attached information memorandum, you shall be deemed to have represented to us (1) that you are not located in the United States or a U.S. person, as defined in Regulation S under the Securities Act, nor are you acting on behalf of a U.S. person, the e-mail address that you gave us and to which this e-mail has been delivered is not located in the U.S. and, to the extent that you purchase the securities described in the attached information memorandum, you will be doing so pursuant to Regulation S under the Securities Act, and (2) that you consent to delivery of the attached information memorandum and any amendments or supplements thereto by electronic transmission. By accepting this e-mail and accessing the attached information memorandum, if you are an investor in Singapore, you (A) represent and warrant that you are either an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore (the "**SFA**")) pursuant to Section 274 of the SFA, a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or a person to whom an offer is being made pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore, and (B) agree to be bound by the limitations and restrictions described therein. Any reference to the SFA is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

The attached information memorandum has been made available to you in electronic form. You are reminded that documents or information transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of Centurion Corporation Limited, DBS Bank Ltd. or any person who controls any of them nor any of their respective directors, officers, employees, agents, representatives or affiliates accepts any liability or responsibility whatsoever in respect of any discrepancies between the information memorandum distributed to you in electronic format and the hard copy version.

Restrictions: The attached information memorandum is being furnished in connection with an offering of securities exempt from registration under the Securities Act solely for the purpose of enabling a prospective investor to consider the subscription for or purchase of the securities described therein.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE U.S. OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE U.S. OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

Except with respect to eligible investors in jurisdictions where such offer is permitted by law, nothing in this electronic transmission constitutes an offer or an invitation by or on behalf of Centurion Corporation Limited or DBS Bank Ltd. to subscribe for or purchase any of the securities described therein, and access has been limited so that it shall not constitute in the United States or elsewhere a general solicitation or general advertising (as those terms are used in Regulation D under the Securities Act) or directed selling efforts (as defined in Regulation S under the Securities Act).

The attached information memorandum or any materials relating to the offering of securities do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering of securities be made by a licensed broker or dealer and the dealers or any affiliate of the dealers is a licensed broker or dealer in that jurisdiction, the offering of securities shall be deemed to be made by the dealers or such affiliate on behalf of Centurion Corporation Limited in such jurisdiction. The attached information memorandum may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

You are reminded that you have accessed the attached information memorandum on the basis that you are a person into whose possession the attached information memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located, and you may not nor are you authorised to deliver this information memorandum, electronically or otherwise, to any other person. **If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to subscribe for or purchase any of the securities described therein.**

Actions that You May Not Take: If you receive the attached information memorandum by e-mail, you should not reply by e-mail, and you may not purchase any securities by doing so. Any reply e-mail communications, including those you generate by using the "Reply" function on your e-mail software, will be ignored or rejected.

YOU ARE NOT AUTHORISED TO AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED INFORMATION MEMORANDUM, ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH INFORMATION MEMORANDUM IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS ELECTRONIC COMMUNICATION AND THE ATTACHED INFORMATION MEMORANDUM IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

You are responsible for protecting against viruses and other destructive items. If you receive the attached information memorandum by e-mail, your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

CENTURION CORPORATION LIMITED

INFORMATION MEMORANDUM
DATED 7 NOVEMBER 2022

CENTURION CORPORATION LIMITED

(Incorporated in the Republic of Singapore on 31 March 1984)
(UEN/Company Registration No. 198401088W)

S$750,000,000 Multicurrency Debt Issuance Programme (the "Programme")

This Information Memorandum has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Information Memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of notes (the "**Notes**") and perpetual securities (the "**Perpetual Securities**" and, together with the Notes, the "**Securities**") to be issued from time to time by Centurion Corporation Limited (the "**Issuer**") pursuant to the Programme may not be circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore (the "**SFA**")), pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or to any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Securities pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Any reference to the "**SFA**" is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Approval in-principle has been received from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in connection with the Programme and application will be made to the SGX-ST for permission to deal in, and for the listing and quotation of any Securities to be issued pursuant to the Programme which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Securities have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. Approval in-principle from, admission to the Official List of, and the listing and quotation of any Securities on, the SGX-ST are not to be taken as an indication of the merits of the Issuer, its subsidiaries, its associated companies (if any), the Programme or such Securities.

Arranger

DBS

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APPENDICES

NOTICE TO INVESTORS

DBS Bank Ltd. (the "**Arranger**") has been authorised by the Issuer to arrange the Programme described herein. Under the Programme, the Issuer may, subject to compliance with all relevant laws, regulations and directives, from time to time issue Securities denominated in Singapore dollars and/or any other currencies.

This Information Memorandum contains information with regard to the Issuer, its subsidiaries and associated companies (if any), the Programme and the Securities. The Issuer confirms that this Information Memorandum contains all information which is material in the context of the Programme or the issue and offering of the Securities, that the information contained in this Information Memorandum is true and accurate in all material respects, that the opinions, expectations and intentions expressed in this Information Memorandum have been carefully considered, are based on all relevant considerations and facts existing at the date of this Information Memorandum and are fairly, reasonably and honestly held by the directors of the Issuer, and that there are no other facts the omission of which in the context of the Programme or the issue and offering of the Securities would make any such information, expressions of opinion, expectation or intention misleading in any material respect.

Notes may be issued in series having one or more issue dates and the same maturity date, and on identical terms (including as to listing) except (in the case of Notes other than variable rate notes (as described under the section "Summary of the Programme" in this Information Memorandum)) for the issue dates, issue prices and/or the dates of the first payment of interest, or (in the case of variable rate notes) for the issue prices and rates of interest. Each series may be issued in one or more tranches on the same or different issue dates. The Notes will be issued in bearer form or registered form and may be listed on a stock exchange. The Notes will initially be represented by either a Temporary Global Security (as defined herein) in bearer form or a Permanent Global Security (as defined herein) in bearer form or a registered Global Certificate (as defined herein) which will be deposited on the relevant issue date with, or registered in the name of, or in the name of a nominee of, either CDP (as defined herein) or a common depositary for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking S.A. ("**Clearstream, Luxembourg**") or otherwise delivered as agreed between the Issuer and the relevant Dealer(s) (as defined herein). Subject to compliance with all relevant laws, regulations and directives, the Notes may have maturities of such tenor as may be agreed between the Issuer and the relevant Dealer(s) and may be subject to redemption or purchase in whole or in part. The Notes may bear interest at a fixed, floating, variable or hybrid rate or may not bear interest or may be such other notes as may be agreed between the Issuer and the relevant Dealer(s). The Notes will be repayable at par, at a specified amount above or below par or at an amount determined by reference to a formula, in each case with terms as specified in the Pricing Supplement (as defined herein) issued in relation to each series or tranche of Notes. Details applicable to each series or tranche of Notes will be specified in the applicable Conditions (as defined herein) of the Notes as amended and/or supplemented by the applicable Pricing Supplement which is to be read in conjunction with this Information Memorandum.

Perpetual Securities may be issued in series having one or more issue dates, and on identical terms (including as to listing) except for the issue dates, issue prices and/or the dates of the first payment of distribution. Each series may be issued in one or more tranches on the same or different issue dates. The Perpetual Securities will be issued in bearer form or registered form and may be listed on a stock exchange. The Perpetual Securities will initially be represented by either a Temporary Global Security in bearer form or a Permanent Global Security in bearer form or a registered Global Certificate which will be deposited on the relevant issue date with or registered in the name of, or in the name of a nominee of, either CDP or a common depositary for Euroclear and Clearstream, Luxembourg or otherwise delivered as agreed between the Issuer and the relevant Dealer(s). Subject to compliance with all relevant laws, regulations and directives, the Perpetual Securities may be subject to redemption or purchase in whole or in part. The Perpetual

Securities may confer a right to receive distributions at a fixed or floating rate. Details applicable to each series or tranche of Perpetual Securities will be specified in the applicable Conditions of the Perpetual Securities as amended or supplemented by the applicable Pricing Supplement which is to be read in conjunction with this Information Memorandum.

The maximum aggregate principal amount of the Securities to be issued, when added to the aggregate principal amount of all Securities outstanding (as defined in the Trust Deed referred to herein) shall be S$750,000,000 (or its equivalent in any other currencies) or such higher amount as may be increased pursuant to the terms and upon the conditions set out in the Programme Agreement (as defined herein). On 29 October 2014, the maximum aggregate principal amount of all Notes which may be issued from time to time pursuant to the Programme and which remain outstanding was increased from S$300,000,000 to S$500,000,000. On 29 March 2018, the maximum aggregate principal amount of all Securities which may be issued from time to time pursuant to the Programme and which remain outstanding was increased from S$500,000,000 to S$750,000,000.

No person has been authorised to give any information or to make any representation other than those contained in this Information Memorandum in connection with the Programme and the issue, offer or sale of the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Issuer, the Arranger or any of the Dealers. The delivery or dissemination of this Information Memorandum at any time after the date of this Information Memorandum does not imply that the information contained in this Information Memorandum or any part of this Information Memorandum is correct at any time after such date. Save as expressly stated in this Information Memorandum, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Issuer or any of its subsidiaries or associated companies (if any). Neither this Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the Programme and the issue of the Securities may be used for the purpose of, or in connection with, and does not constitute an offer of, or solicitation or invitation by or on behalf of the Issuer, the Arranger or any of the Dealers to subscribe for or purchase, any of the Securities in any jurisdiction or under any circumstances in which such offer, solicitation or invitation is unlawful, or not authorised or to any person to whom it is unlawful to make such offer, solicitation or invitation. The distribution and publication of this Information Memorandum (or any part thereof) or any such other document or information (or any part thereof) and the offer of the Securities in certain jurisdictions may be prohibited or restricted by law. Persons who distribute or publish this Information Memorandum (or any part thereof) or any such other document or information (or any part thereof) or into whose possession this Information Memorandum (or any part thereof) or any such other document or information (or any part thereof) comes are required to inform themselves about and to observe any such prohibitions and restrictions and all applicable laws, orders, rules and regulations.

The Securities have not been, and will not be, registered under the Securities Act (as defined herein) or with any securities regulatory authority of any state or other jurisdiction of the United States and the Securities may include Bearer Securities (as defined herein) that are subject to U.S. tax law requirements and restrictions. Subject to certain exceptions, the Securities may not be offered, sold, or in the case of Bearer Securities, delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder).

Neither this Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the Programme shall be deemed to constitute an offer of, or solicitation or invitation by or on behalf of the Issuer, the Arranger or any of the Dealers to subscribe for or purchase, any of the Securities.

This Information Memorandum and any other documents or materials in relation to the issue, offering or sale of the Securities have been prepared solely for the purpose of the initial sale by the relevant Dealer(s) of the Securities from time to time to be issued pursuant to the Programme. This Information Memorandum and such other documents or materials are made available to the recipients thereof solely on the basis that they are persons falling within the ambit of Section 274 and/or Section 275 of the SFA and may not be relied upon by any person other than persons to whom the Securities are sold or with whom they are placed by the relevant Dealer(s) as aforesaid or for any other purpose. Recipients of this Information Memorandum shall not reissue, circulate or distribute this Information Memorandum or any part thereof in any manner whatsoever.

Neither the issue nor delivery of this Information Memorandum (or any part thereof) nor the issue, offering, purchase, subscription for or sale of the Securities shall, under any circumstances, constitute a representation, or give rise to any implication, that there has been no change in the business, financial position, prospects, results of operations or general affairs of the Issuer or any of its subsidiaries and/or associated companies (if any) or in the information herein since the date hereof or the date on which this Information Memorandum has been most recently amended or supplemented.

The Arranger and the Dealers have not separately verified the information contained in this Information Memorandum. None of the Arranger, any of the Dealers or any of their respective officers, employees or agents is making any representation or warranty expressed or implied as to the merits of the Securities or the subscription for, purchase or acquisition thereof, or the creditworthiness, financial condition or otherwise of the Issuer or its subsidiaries or associated companies (if any). Further, none of the Arranger or any of the Dealers makes any representation or warranty as to the Issuer, its subsidiaries or associated companies (if any) or as to the accuracy, reliability or completeness of the information set out herein (including the legal and regulatory requirements pertaining to Sections 274, 275 and 276 or any other provisions of the SFA) and in the documents which are incorporated by reference in, and form part of, this Information Memorandum.

Neither this Information Memorandum nor any other document or information (or any part thereof) delivered or supplied under or in relation to the Programme or the issue of the Securities is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Arranger or any of the Dealers that any recipient of this Information Memorandum or such other document or information (or any part thereof) should subscribe for or purchase any of the Securities. A prospective purchaser shall make its own assessment of the foregoing and other relevant matters including the financial condition and affairs and the creditworthiness of the Issuer and its subsidiaries and/or associated companies (if any), and obtain its own independent legal or other advice thereon, and its investment shall be deemed to be based on its own independent investigation of the financial condition and affairs and its appraisal of the creditworthiness of the Issuer and its subsidiaries and/or associated companies (if any). Accordingly, notwithstanding anything herein, none of the Arranger, the Dealers or any of their respective officers, employees or agents shall be held responsible for any loss or damage suffered or incurred by the recipients of this Information Memorandum or such other document or information (or any part thereof) as a result of or arising from anything expressly or implicitly contained in or referred to in this Information Memorandum or such other document or information (or any part thereof) and the same shall not constitute a ground for rescission of any purchase, subscription or acquisition of any of the Securities by a recipient of this Information Memorandum or such other document or information (or any part thereof).

To the fullest extent permitted by law, none of the Arranger or any of the Dealers accepts any responsibility for the contents of this Information Memorandum or for any other statement, made or purported to be made by the Arranger or any of the Dealers or on its behalf in connection with the Issuer, the Group (as defined herein), the Programme or the issue and offering of the Securities. The Arranger and each Dealer accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this Information Memorandum or any such statement.

In connection with the issue of any Series of Securities, one or more Dealers named as stabilising manager(s) (the "**Stabilising Manager(s)**") (or persons acting on behalf of any Stabilising Manager) in the relevant Pricing Supplement may over-allot Securities or effect transactions with a view to supporting the market price of the Securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager) will undertake any stabilisation action. Any stabilisation action may begin at any time, on or after the date on which adequate public disclosure of the terms of the offer of the relevant Series of Securities is made and, if begun, may be ended or discontinued at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Series of Securities and 60 days after the date of the allotment of the relevant Series of Securities. Any stabilisation action will be conducted in accordance with the law.

The following documents published or issued from time to time after the date hereof shall be deemed to be incorporated by reference in, and to form part of, this Information Memorandum: (1) any annual reports, audited consolidated accounts and/or publicly announced unaudited financial statements of the Issuer and its subsidiaries and associated companies (if any), and (2) any supplement or amendment to this Information Memorandum issued by the Issuer (including each relevant Pricing Supplement). This Information Memorandum is to be read in conjunction with all such documents which are incorporated by reference herein and, with respect to any series or tranche of Securities, any Pricing Supplement in respect of such series or tranche. Any statement contained in this Information Memorandum or in a document deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Information Memorandum to the extent that a statement contained in this Information Memorandum or in such subsequent document that is also deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Information Memorandum. Copies of all documents deemed incorporated by reference herein are available for inspection at the specified office of the Issuing and Paying Agent (as defined herein). Copies of the documents listed in (1) above which are deemed to be incorporated by reference in this Information Memorandum may be obtained at the SGX-ST's website at www.sgx.com.

Any subscription for, purchase or acquisition of the Securities is in all respects conditional on the satisfaction of certain conditions set out in the Programme Agreement and the issue of the Securities by the Issuer pursuant to the Programme Agreement. Any offer, invitation to offer or agreement made in connection with the subscription for, purchase or acquisition of the Securities or pursuant to this Information Memorandum shall (without any liability or responsibility on the part of the Issuer, the Arranger or any of the Dealers) lapse and cease to have any effect if (for any other reason whatsoever) the Securities are not issued by the Issuer pursuant to the Programme Agreement.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

The distribution of this Information Memorandum and the offering of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Information Memorandum comes are required by the Issuer, the Arranger and the Dealers to inform themselves about and to observe any such restrictions. The attention of recipients of this Information Memorandum is drawn to the restrictions on resale of the Securities and distribution of this Information Memorandum set out under the section "Subscription, Purchase and Distribution" on pages 207 to 213 of this Information Memorandum.

Any person(s) who is/are invited to purchase or subscribe for the Securities or to whom this Information Memorandum is sent shall not make any offer or sale, directly or indirectly, of any Securities or distribute or cause to be distributed any document or other material in connection therewith in any country or jurisdiction except in such manner and in such circumstances as will result in compliance with any applicable laws and regulations.

It is recommended that persons proposing to subscribe for, purchase or otherwise acquire any of the Securities consult their own legal, financial, tax and other advisers before subscribing for, purchasing or acquiring the Securities.

Prospective investors should pay attention to the risk factors set out in the section "Risk Factors" in this Information Memorandum.

Prospective subscribers or purchasers of the Securities are advised to consult their own tax advisers concerning the tax consequences of the acquisition, ownership or disposal of the Securities.

Notification under Section 309B(1)(c) of the SFA: Unless otherwise stated in the Pricing Supplement in respect of any Securities, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Securities issued or to be issued under the Programme shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

MiFID II PRODUCT GOVERNANCE/TARGET MARKET – The applicable Pricing Supplement in respect of any Securities may include a legend titled "MiFID II Product Governance" which will outline the target market assessment in respect of the Securities and which channels for distribution of the Securities are appropriate. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "**MiFID II**") is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Securities is a manufacturer in respect of such Securities, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MiFIR PRODUCT GOVERNANCE/TARGET MARKET – The applicable Pricing Supplement in respect of any Securities may include a legend titled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Securities and which channels for distribution of the Securities are appropriate. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Securities is a manufacturer in respect of such Securities, but otherwise neither the Arranger nor any of the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MIFIR Product Governance Rules.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – If the applicable Pricing Supplement in respect of any Securities includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (a) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (b) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (c) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – If the applicable Pricing Supplement in respect of any Securities includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (b) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (c) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Presentation of Financial Information and other Information

Non-FRS/Non-SFRS(I)/Non-IFRS Financial Measures

Earnings before interest, taxes, depreciation and amortisation ("**EBITDA**") and the financial ratios (the "**Non-Accounting Measures**") presented in this Information Memorandum are supplemental measures of the performance and liquidity of the Issuer and the Group that are not required by, or presented in accordance with, Singapore Financial Reporting Standard ("**FRS**"), Singapore Financial Reporting Standard (International) ("**SFRS(I)**") or International Financial Reporting Standards ("**IFRS**"). EBITDA in this Information Memorandum represents the Issuer's and the Group's earnings before interest, taxes, depreciation and amortisation. The Non-Accounting Measures are not measurements of financial performance or liquidity under FRS, SFRS(I) or IFRS and should not be considered as alternatives to net income, operating income or any other performance measures derived in accordance with FRS, SFRS(I) or IFRS or as alternatives to cash flow from operating activities as a measure of liquidity. In addition, the Non-Accounting Measures are not standardised terms, hence a direct comparison between companies using such terms may not be possible.

The Issuer believes that EBITDA facilitates comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and booked depreciation and amortisation of assets (affecting relative depreciation and amortisation of expense). EBITDA has been presented because it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-FRS/non-SFRS(I)/non-IFRS financial measures when reporting their results. Finally, EBITDA is presented as a supplemental measure of the Issuer's and the Group's ability to service debt. Nevertheless, EBITDA has its limitations as an analytical tool, and should not be considered in isolation from, or as a substitute for analysis of, the financial condition or results of operations of the Issuer and the Group, as reported under FRS or SFRS(I). Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of the Issuer and the Group's business.

FORWARD-LOOKING STATEMENTS

All statements contained in this Information Memorandum that are not statements of historical fact constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “expect”, “believe”, “plan”, “intend”, “estimate”, “anticipate”, “may”, “will”, “would” and “could” or similar words. However, these words are not the exclusive means of identifying forward- looking statements. All statements regarding the expected financial position, business strategy, plans and prospects of the Issuer and/or the Group (including statements as to the Issuer’s and/or the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Information Memorandum regarding matters that are not historical facts and including any financial forecasts, profit projections, statements as to the expansion plans of the Issuer and/or the Group, expected growth in the Issuer and/or the Group and other related matters), if any, are forward-looking statements and accordingly, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Issuer and/or the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, among others:

- changes in general political, social and economic conditions;
- changes in the tax and regulatory regimes;
- changes in currency exchange and interest rates;
- demographic changes;
- changes in competitive conditions; and
- other factors beyond the control of the Issuer and/or the Group.

Some of these factors are discussed in greater detail in this Information Memorandum under, in particular, but not limited to, the section “Risk Factors” in this Information Memorandum.

Given the risks and uncertainties that may cause the actual future results, performance or achievements of the Issuer and/or the Group to be materially different from the results, performance or achievements expected, expressed or implied by the financial forecasts, profit projections and other forward-looking statements in this Information Memorandum, undue reliance must not be placed on those forecasts, projections and statements. The Issuer, the Arranger and the Dealers do not represent or warrant that the actual future results, performance or achievements of the Issuer and/or the Group will be as discussed in those statements.

Neither the delivery of this Information Memorandum nor the issue of any Securities by the Issuer shall under any circumstances constitute a continuing representation or create any suggestion or implication that there has been no change in the prospects, results of operations or general affairs of the Issuer, the Group or any statement of fact or information contained in this Information Memorandum since the date of this Information Memorandum or the date on which this Information Memorandum has been most recently amended or supplemented.

Further, the Issuer, the Arranger and the Dealers disclaim any responsibility, and undertake no obligation, to update or revise any forward-looking statements contained herein to reflect any changes in the expectations with respect thereto after the date of this Information Memorandum or to reflect any change in events, conditions or circumstances on which any such statements are based.

DEFINITIONS

The following definitions have, where appropriate, been used in this Information Memorandum:

"**1H**"	:	The half year ended 30 June.
"**Agency Agreement**"	:	The Agency Agreement dated 6 September 2013 between (1) the Issuer, as issuer, (2) the Issuing and Paying Agent, as issuing and paying agent, (3) the Agent Bank, as agent bank, and (4) the Trustee, as trustee, as amended and restated by an amendment and restatement agency agreement dated 29 March 2018 made between (1) the Issuer, as issuer, (2) the Issuing and Paying Agent, as issuing and paying agent, (3) the Agent Bank, as agent bank, (4) the Registrar, as registrar and transfer agent and (5) the Trustee, as trustee, and as further amended, varied or supplemented from time to time.
"**Agent Bank**"	:	DBS Bank Ltd.
"**Agents**"	:	The Issuing and Paying Agent, the Agent Bank, the Registrar, the other Paying Agents, the other Transfer Agents or any of them and shall include such other agent or agents as may be appointed from time to time under the Agency Agreement.
"**Arranger**"	:	DBS Bank Ltd.
"**Bearer Securities**"	:	Securities in bearer form.
"**Business Day**"	:	In respect of each Security, (a) a day (other than a Saturday or Sunday) on which Euroclear, Clearstream, Luxembourg and the Depository, as applicable, are operating, (b) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in the country of the Issuing and Paying Agent's specified office and (c) (if a payment is to be made on that day) (i) (in the case of Securities denominated in Singapore dollars) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in Singapore, (ii) (in the case of Securities denominated in Euros) a day (other than a Saturday or Sunday) on which the TARGET System is open for settlement in Euros and (iii) (in the case of Securities denominated in a currency other than Singapore dollars and Euros) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in Singapore and the principal financial centre for that currency.
"**CDP**" or the "**Depository**"	:	The Central Depository (Pte) Limited.
"**CCL**", "**Centurion**" or "**Company**"	:	Centurion Corporation Limited.

"**Certificate**"	:	A registered certificate representing one or more Registered Securities of the same Series, being substantially in the form set out in Part II of Schedule 1 to the Trust Deed or, as the case may be, Part II of Schedule 5 to the Trust Deed and, save as provided in the Conditions of the Notes or, as the case may be, the Conditions of the Perpetual Securities comprising the entire holding by a holder of Registered Securities of that Series.
"**Clearstream, Luxembourg**"	:	Clearstream Banking, S.A., and includes a reference to its successors and assignors.
"**Companies Act**"	:	Companies Act 1967 of Singapore, as amended or modified from time to time.
"**Conditions**"	:	(a) In relation to the Notes of any Series, the terms and conditions applicable thereto, which shall be substantially in the form set out in Part III of Schedule 1 to the Trust Deed, as modified, with respect to any Notes represented by a Global Security or a Global Certificate, by the provisions of such Global Security or, as the case may be, Global Certificate, shall incorporate any additional provisions forming part of such terms and conditions set out in the Pricing Supplement(s) relating to the Notes of such Series and shall be endorsed on the Definitive Securities or, as the case may be, Certificates, subject to amendment and completion as referred to in the first paragraph appearing after the heading "Terms and Conditions of the Notes" as set out in Part III of Schedule 1 to the Trust Deed, and any reference to a particularly numbered Condition shall be construed accordingly; and (b) In relation to the Perpetual Securities of any Series, the terms and conditions applicable thereto, which shall be substantially in the form set out in Part III of Schedule 5 to the Trust Deed, as modified, with respect to any Perpetual Securities represented by a Global Security or a Global Certificate, by the provisions of such Global Security or, as the case may be, Global Certificate, shall incorporate any additional provisions forming part of such terms and conditions set out in the Pricing Supplement(s) relating to the Perpetual Securities of such Series and shall be endorsed on the Definitive Securities or, as the case may be, Certificates, subject to amendment and completion as referred to in the first paragraph appearing after the heading "Terms and Conditions of the Perpetual Securities" as set out in Part III of Schedule 5 to the Trust Deed, and any reference to a particularly numbered Condition shall be construed accordingly.

“**Couponholders**”	:	The holders of the Coupons.
“**Coupons**”	:	The bearer coupons appertaining to an interest or distribution bearing Bearer Security.
“**Dealers**”	:	Persons appointed as dealers under the Programme.
“**Definitive Security**”	:	A definitive Bearer Security being substantially in the form set out in (in the case of Notes) Part I of Schedule 1 and (in the case of Perpetual Securities) Part I of Schedule 5 to the Trust Deed and having, where appropriate, Coupons and/or a Talon attached on issue.
“**Directors**”	:	The directors (including alternate directors, if any) of the Issuer as at the date of this Information Memorandum.
“**Euro**”	:	The lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time.
“**Euroclear**”	:	Euroclear Bank SA/NV, and includes a reference to its successors and assignors.
“**FRS**”	:	Singapore Financial Reporting Standard.
“**Fund**”	:	Centurion US Student Housing Fund.
“**FY**”	:	Financial year ended or ending 31 December.
“**Global Certificate**”	:	A global Certificate representing Registered Securities of one or more Tranches of the same Series that are registered in the name of, or in the name of a nominee of, (i) CDP, (ii) a common depositary for Euroclear and/or Clearstream, Luxembourg and/or (iii) any other clearing system.
“**Global Security**”	:	A global Security representing Bearer Securities of one or more Tranches of the same Series, being a Temporary Global Security and/or, as the context may require, a Permanent Global Security, in each case without Coupons or Talons.
“**Group**”	:	The Issuer and its subsidiaries.
“**IFRS**”	:	International Financial Reporting Standards.
“**Issuer**”	:	Centurion Corporation Limited.
“**Issuing and Paying Agent**”	:	DBS Bank Ltd.

"**ITA**"	:	Income Tax Act 1947 of Singapore, as amended or modified from time to time.
"**IRAS**"	:	The Inland Revenue Authority of Singapore.
"**JTC**"	:	Jurong Town Corporation.
"**JTKSM**"	:	Jabatan Tenaga Kerja Semenanjung Malaysia or Department of Labour Peninsular Malaysia.
"**km**"	:	Kilometres.
"**KRW**"	:	Korean Won, the lawful currency of the Republic of Korea.
"**Latest Practicable Date**" or "**LPD**"	:	28 October 2022.
"**MAS**"	:	The Monetary Authority of Singapore.
"**MYR**"	:	Malaysian Ringgit, the lawful currency of Malaysia.
"**Noteholders**"	:	The holders of the Notes.
"**Notes**"	:	The notes issued or to be issued by the Issuer under the Programme and constituted by the Trust Deed (and shall, where the context so admits, include the Global Securities, the Definitive Securities and any related Coupons and Talons, the Global Certificates and the Certificates relating thereto).
"**OCs**"	:	Onboard Centres.
"**PBD**"	:	Purpose-built dormitory.
"**PBSA**"	:	Purpose-built student accommodation.
"**PBWA**"	:	Purpose-built workers accommodation.
"**Permanent Global Security**"	:	A Global Security representing Bearer Securities of one or more Tranches of the same Series, either on issue or upon exchange of interests in a Temporary Global Security, being substantially in the form set out in Schedule 3 or, as the case may be, Schedule 7 to the Trust Deed.
"**Perpetual Securities**"	:	The perpetual securities issued or to be issued by the Issuer under the Programme and constituted by the Trust Deed (and shall, where the context so admits, include the Global Securities, the Definitive Securities and any related Coupons and Talons, the Global Certificates and the Certificates relating thereto).

"**Perpetual Securityholders**"	:	The holders of the Perpetual Securities.
"**PKNS**"	:	Perbadanan Kemajuan Negeri Selangor, also known as Selangor State Development Corporation.
"**Pricing Supplement**"	:	In relation to any Tranche or Series, a pricing supplement supplemental to this Information Memorandum, specifying the relevant issue details in relation to such Tranche or, as the case may be, Series substantially in the form of Appendix 2 or, as the case may be, Appendix 3 to the Programme Agreement.
"**Programme**"	:	The S$750,000,000 Multicurrency Debt Issuance Programme of the Issuer.
"**Programme Agreement**"	:	The Programme Agreement dated 6 September 2013 made between (1) the Issuer, as issuer, (2) the Arranger, as arranger, and (3) DBS Bank Ltd., as dealer, as amended and restated by an amendment and restatement programme agreement dated 29 March 2018 made between the same parties and as amended, varied or supplemented from time to time.
"**QBDs**"	:	Quick Build Dormitories.
"**Registered Securities**"	:	Securities in registered form.
"**Registrar**"	:	DBS Bank Ltd.
"**Securities**"	:	The Notes and the Perpetual Securities.
"**Securities Act**"	:	Securities Act of 1933 of the United States, as amended or modified from time to time.
"**Securities and Futures Act**" or "**SFA**"	:	Securities and Futures Act 2001 of Singapore, as amended or modified from time to time.
"**Securityholders**"	:	The Noteholders and the Perpetual Securityholders.
"**SEHK**"	:	The Stock Exchange of Hong Kong Limited.
"**Senior Perpetual Securities**"	:	Perpetual Securities which are expressed to rank as senior obligations of the Issuer.

"Series"	:	(1) (in relation to Securities other than variable rate notes) a Tranche, together with any further Tranche or Tranches, which are (a) expressed to be consolidated and forming a single series and (b) identical in all respects (including as to listing) except for their respective issue dates, issue prices and/or dates of the first payment of (in the case of Notes) interest or (in the case of Perpetual Securities) distribution and (2) (in relation to variable rate notes) Notes which are identical in all respects (including as to listing) except for their respective issue prices and rates of interest.
"SFRS(I)"	:	Singapore Financial Reporting Standards (International).
"SGX-ST"	:	Singapore Exchange Securities Trading Limited.
"Shares"	:	Ordinary shares in the capital of the Issuer.
"SIBOR"	:	Singapore Interbank Offered Rate.
"SLA"	:	Singapore Land Authority.
"sqm"	:	Square metres.
"Subordinated Perpetual Securities"	:	Perpetual Securities which are expressed to rank as subordinated obligations of the Issuer.
"subsidiary"	:	Any company which is for the time being a subsidiary (within the meaning of Section 5 of the Companies Act 1967 of Singapore, as amended or modified from time to time).
"Talons"	:	Talons for further Coupons or, as the context may require, a specific number of them and includes any replacement Talons issued pursuant to the Conditions.
"TARGET System"	:	The Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET 2) System which was launched on 19 November 2007 or any successor thereto.
"Temporary Global Security"	:	A Global Security representing Bearer Securities of one or more Tranches of the same Series on issue, being substantially in the form set out in Schedule 2 to the Trust Deed or, as the case may be, Schedule 6 to the Trust Deed.
"Tranche"	:	Securities which are identical in all respects (including as to listing).

"**Trust Deed**"	:	The Trust Deed dated 6 September 2013 made between (1) the Issuer, as issuer, and (2) the Trustee, as trustee, as amended, varied and supplemented by a supplemental trust deed dated 29 October 2014, as amended and restated by an amendment and restatement trust deed dated 29 March 2018, as amended, varied and supplemented by a second supplemental trust deed dated 4 January 2019, each made between the same parties, and as further amended, varied or supplemented from time to time.
"**Trustee**"	:	DBS Trustee Limited.
"**United States**" or "**U.S.**"	:	United States of America.
"**URA**"	:	Urban Redevelopment Authority.
"**A$**" or "**AUD**"	:	Australian dollars, the lawful currency of Australia.
"**S$**" or "**$**" and "**cents**"	:	Singapore dollars and cents respectively, the lawful currency of Singapore.
"**US$**" or "**US dollars**"	:	United States dollars, the lawful currency of the United States of America.
"**£**" or "**GBP**"	:	Pound Sterling, the lawful currency of the United Kingdom.
"**%**"	:	Per cent.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations. Any reference to a time of day in this Information Memorandum shall be a reference to Singapore time unless otherwise stated. Any reference in this Information Memorandum to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the SFA or any statutory modification thereof and used in this Information Memorandum shall, where applicable, have the meaning ascribed to it under the Companies Act or, as the case may be, the SFA.

CORPORATE INFORMATION

Board of Directors	:	Mr Loh Kim Kang David Mr Han Seng Juan Mr Wong Kok Hoe Mr Teo Peng Kwang Mr Gn Hiang Meng Mr Chandra Mohan s/o Rethnam Mr Owi Kek Hean Ms Tan Poh Hong Mr Lee Wei Loon
Company Secretaries	:	Ms Hazel Chia Luang Chew Ms Juliana Tan Beng Hwee Ms Cheung Yuet Fan
Registered Office	:	45 Ubi Road 1 #05-01 Singapore 408696
Independent Auditors to the Issuer	:	PricewaterhouseCoopers LLP 7 Straits View, Marina One East Tower, Level 12 Singapore 018936
Arranger and Dealer of the Programme	:	DBS Bank Ltd. 12 Marina Boulevard, Level 42 Marina Bay Financial Centre Tower 3 Singapore 018982
Legal Advisers to the Arranger and the Trustee, Issuing and Paying Agent, Agent Bank and Registrar	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Legal Advisers to the Issuer	:	Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542
Issuing and Paying Agent, Agent Bank, and Registrar	:	DBS Bank Ltd. 10 Toh Guan Road #04-11 (Level 4B) DBS Asia Gateway Singapore 608838
Trustee for the Securityholders	:	DBS Trustee Limited 12 Marina Boulevard, Level 44 Marina Bay Financial Centre Tower 3 Singapore 018982

SUMMARY OF THE PROGRAMME

The following summary is derived from, and should be read in conjunction with, the full text of this Information Memorandum (and any relevant supplement to this Information Memorandum), the Trust Deed, the Agency Agreement and the relevant Pricing Supplement.

Issuer	:	Centurion Corporation Limited.
Arranger	:	DBS Bank Ltd.
Dealers	:	DBS Bank Ltd. and/or such other Dealers as may be appointed by the Issuer in accordance with the Programme Agreement.
Trustee	:	DBS Trustee Limited.
Issuing and Paying Agent and Agent Bank	:	DBS Bank Ltd.
Description	:	S$750,000,000 Multicurrency Debt Issuance Programme.
Programme Size	:	The maximum aggregate principal amount of the Securities outstanding at any time shall be S$750,000,000 (or its equivalent in other currencies) or such higher amount as may be increased pursuant to the Programme Agreement.
Purpose	:	Net proceeds arising from the issue of the Securities under the Programme (after deducting issue expenses) will be used for general corporate purposes, including refinancing of borrowings, and financing investments and general working capital of the Issuer or its subsidiaries or such purposes as may be specified in the relevant Pricing Supplement.
Non-disposal Covenant	:	The Issuer has covenanted with the Trustee in the Trust Deed that so long as any of the Securities remains outstanding, it will not, and will ensure that none of its Principal Subsidiaries (as defined in Condition 10 of the Notes) will, (whether by a single transaction or a number of related or unrelated transactions and whether at one time or over a period of time) sell, transfer, lease out, lend or otherwise dispose of (whether outright, by a sale-and-repurchase or sale-and-leaseback arrangement, or otherwise) all or substantially all of its assets nor of any part of its assets which, either alone or when aggregated with all other disposals required to be taken into account under Clause 16.29 of the Trust Deed, is substantial in relation to its assets, or those of itself and its subsidiaries, taken as a whole or the disposal of which (either alone or when so aggregated) could have a material adverse effect on the Issuer. The following disposals shall not be taken into account under Clause 16.29 of the Trust Deed: (i) disposals in the ordinary course of business on arm's length basis and on normal commercial terms;

(ii) any disposal of assets which are obsolete, excess or no longer required for the purpose of its business on an arm's length basis and on normal commercial terms;

(iii) any payment of cash consideration for the acquisition of any asset on commercial terms and on an arm's length basis;

(iv) any exchange of assets on an arm's length basis and on normal commercial terms for other assets which are comparable or superior as to value and quality;

(v) any transfer of assets to any real estate investment trust or business trust, property fund or any other entity in which any member of the Group would at all times own beneficially (whether directly and/or indirectly) in aggregate at least 25 per cent. of the interest, units in or, as the case may be, shares in the issued share capital of such real estate investment trust or business trust, property fund or entity, provided that such transfers are conducted on an arm's length basis and on normal commercial terms; and

(vi) any disposal approved by the Trustee or by the Securityholders by way of an Extraordinary Resolution.

NOTES

Currency	:	Subject to compliance with all relevant laws, regulations and directives, Notes may be issued in Singapore dollars or any other currency agreed between the Issuer and the relevant Dealer(s).
Method of Issue	:	Notes may be issued from time to time under the Programme on a syndicated or non-syndicated basis. Each Series may be issued in one or more Tranches, on the same or different issue dates. The minimum issue size for each Series shall be agreed between the Issuer and the relevant Dealer(s). The specific terms of each Series or Tranche will be specified in the relevant Pricing Supplement.
Issue Price	:	Notes may be issued at par or at a discount, or premium, to par.
Tenor	:	Subject to compliance with all relevant laws, regulations and directives, Notes may have maturities of such tenor as may be agreed between the Issuer and the relevant Dealer(s).

Mandatory Redemption	:	Unless previously redeemed or purchased and cancelled, each Note will be redeemed at its redemption amount on the maturity date shown on its face.
Interest Basis	:	Notes may bear interest at fixed, floating, variable or hybrid rates or such other rates as may be agreed between the Issuer and the relevant Dealer(s) or may not bear interest.
Fixed Rate Notes	:	Fixed Rate Notes will bear a fixed rate of interest which will be payable in arrear on specified dates and at maturity.
Floating Rate Notes	:	Floating Rate Notes will bear interest to be determined separately for each Series (in the case of Notes which are denominated in Singapore dollars) by reference to S$ SIBOR or S$ SWAP RATE, (in the case of Notes which are denominated in US dollars) by reference to LIBOR or (in any other case) such other benchmark as may be agreed between the Issuer and the relevant Dealer(s), as adjusted for any applicable margin. Interest periods in relation to the Floating Rate Notes will be agreed between the Issuer and the relevant Dealer(s) prior to their issue. Floating Rate Notes which are denominated in other currencies will bear interest to be determined separately for each Series by reference to such other benchmark as may be agreed between the Issuer and the relevant Dealer(s).
Variable Rate Notes	:	Variable Rate Notes will bear interest at a variable rate determined in accordance with the Conditions of the Notes. Interest periods in relation to the Variable Rate Notes will be agreed between the Issuer and the relevant Dealer(s) prior to their issue.
Hybrid Notes	:	Hybrid Notes will bear interest, during the fixed rate period to be agreed between the Issuer and the relevant Dealer(s), at a fixed rate of interest which will be payable in arrear on specified dates and, during the floating rate period to be agreed between the Issuer and the relevant Dealer(s), at the rate of interest to be determined by reference to (in the case of Notes which are denominated in Singapore dollars) S$ SIBOR or S$ SWAP RATE, (in the case of Notes which are denominated in US dollars) LIBOR or (in any other case) such other benchmark as may be agreed between the Issuer and the relevant Dealer(s), as adjusted for any applicable margin (provided that if the Hybrid Notes are denominated in a currency other than Singapore dollars or US dollars, such Hybrid Notes will bear interest to be determined separately by reference to such benchmark as may be agreed between the Issuer and the relevant Dealer(s)), in each case payable at the end of each interest period to be agreed between the Issuer and the relevant Dealer(s).

Zero Coupon Notes	:	Zero Coupon Notes may be issued at their nominal amount or at a discount to it and will not bear interest other than in the case of late payment.
Form and Denomination of Notes	:	The Notes will be issued in bearer form or registered form and in such denominations as may be agreed between the Issuer and the relevant Dealer(s). Each Tranche or Series of bearer Notes may initially be represented by a Temporary Global Security or a Permanent Global Security. Each Temporary Global Security may be deposited on the relevant issue date with CDP, a common depositary for Euroclear and Clearstream, Luxembourg and/or any other agreed clearing system and will be exchangeable, upon request as described therein, either for a Permanent Global Security or definitive Notes (as indicated in the applicable Pricing Supplement). Each Permanent Global Security may be exchanged, unless otherwise specified in the applicable Pricing Supplement, upon request as described therein, in whole (but not in part) for Definitive Notes upon the terms therein. Each Tranche or Series of registered Notes will initially be represented by a Global Certificate. Each Global Certificate may be registered in the name of, or in the name of a nominee of, CDP, a common depositary for Euroclear and Clearstream, Luxembourg and/or any other agreed clearing system. Each Global Certificate may be exchanged, upon request as described therein, in whole (but not in part) for Certificates upon the terms therein. Save as provided in the Conditions of the Notes, a Certificate shall be issued in respect of each Noteholder's entire holding of registered Notes of one Series.
Custody of the Notes	:	Notes which are to be listed on the SGX-ST may be cleared through CDP. Notes which are to be cleared through CDP are required to be kept with CDP as authorised depository. Notes which are cleared through Euroclear and/or Clearstream, Luxembourg are required to be kept with a common depositary on behalf of Euroclear and Clearstream, Luxembourg.
Status of the Notes	:	The Notes and Coupons of all Series will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.
Optional Redemption and Purchase	:	If so provided on the face of the Note and the relevant Pricing Supplement, Notes may be redeemed (either in whole or in part) prior to their stated maturity at the option of the Issuer and/or the holders of the Notes. Further, if so provided on the face of the Note and the relevant Pricing Supplement, Notes may be purchased by the Issuer (either in whole or in part) prior to their stated maturity at the option of the Issuer and/or the holders of the Notes.

Redemption upon Cessation or Suspension of Trading of Shares at the option of Noteholders	:	In the event that (i) the shares of the Issuer cease to be traded on both the SGX-ST and the SEHK; or (ii) trading in the shares of the Issuer on the SGX-ST or the SEHK is suspended for a continuous period of more than ten market days (other than any suspension occurring prior to the voluntary delisting (which does not involve any insolvency, merger, takeover, amalgamation or change in control) by the Issuer of its shares on the SGX-ST or, as the case may be, the SEHK), the Issuer shall, at the option of the holder of any Note, redeem such Note at its Redemption Amount together with interest accrued to (but excluding) the date fixed for redemption on any date on which interest is due to be paid on such Notes or, if earlier, the date falling 30 days after (in the case of (i)) the date of cessation of trading (or, if the dates of such cessation are not the same, the later of the two dates) or (in the case of (ii)) the business day immediately following the expiry of such continuous period of ten market days.
Redemption for Taxation Reasons	:	If so provided in the Conditions, the Notes may be redeemed at the option of the Issuer in whole, but not in part, on any Interest Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), at their Redemption Amount or (in the case of Zero Coupon Notes) Early Redemption Amount (as defined in Condition 6(i) of the Notes) (together with interest accrued to (but excluding) the date fixed for redemption), if (i) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 8 of the Notes, or increase the payment of such additional amounts, as a result of any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws, regulations, rulings or other administrative pronouncements, which change or amendment is made public on or after the Issue Date or any other date specified in the Pricing Supplement, and (ii) such obligations cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due. Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Issuing and Paying Agent a certificate signed by a duly authorised officer of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal, tax or any other professional advisers of recognised standing to the effect that the Issuer has or is likely to become obliged to pay such additional amounts as a result of such change or amendment.

Negative Pledge : The Issuer has covenanted with the Trustee in the Trust Deed that so long as any of the Notes remains outstanding, it will not, and will ensure that none of its Principal Subsidiaries (as defined in Condition 10 of the Notes) will, create or have outstanding any security over the whole or any part of its assets or revenues, present or future, save for:

(i) liens or rights of set-off arising by operation of law (or by an agreement evidencing the same), in either case, in respect of indebtedness which either (1) has been due for less than 14 days or (2) is being contested in good faith and by appropriate means;

(ii) any security over any of its assets provided that the aggregate amount secured by the security over such asset shall not exceed 85 per cent. of the current market value of such asset at the time of the creation of the security (as shown in the most recent valuation report prepared by an independent professional valuer and delivered by the Issuer to the Trustee);

(iii) any security over any of its uncompleted assets provided that the aggregate amount secured by the security over such uncompleted asset (at the time of the creation of the security) shall not exceed the higher of (1) 85 per cent. of the value of such uncompleted asset (as shown in the most recent valuation report prepared by an independent professional valuer and delivered by the Issuer to the Trustee); or (2) the cost of acquiring, developing, redeveloping, renovating and/or refurbishing such uncompleted asset;

(iv) pledges of goods and/or related documents of title, arising in the ordinary course of business, as security for bank financings/borrowings directly related to the purchase of the goods;

(v) any security created by way of fixed and/or floating charge on or over any of its assets or revenues (present or future) for the purposes of securing working capital facilities granted in the ordinary course of business; and

(vi) any other security created with the prior consent of the Trustee or the prior approval of the Noteholders by way of an Extraordinary Resolution.

Financial Covenants	:	The Issuer has further covenanted with the Trustee in the Trust Deed that so long as any of the Notes remains outstanding, it will ensure that: (i) the Consolidated Total Equity shall not at any time be less than S$200,000,000; and (ii) the ratio of Consolidated Net Borrowings to Consolidated Total Equity shall not at any time be more than 2.5:1.
Events of Default	:	See Condition 10 of the Notes.
Taxation	:	All payments in respect of the Notes and the Coupons by the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the Noteholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, save for certain exceptions. For further details, please see the section "Singapore Taxation" herein.
Listing	:	Each Series of the Notes may, if so agreed between the Issuer and the relevant Dealer(s), be listed on the SGX-ST or any stock exchange(s) as may be agreed between the Issuer and the relevant Dealer(s), subject to all necessary approvals having been obtained. If the application to the SGX-ST to list a particular Series of Notes is approved, for so long as such Notes are listed on the SGX-ST and the rules of the SGX-ST so require, such Notes will be traded on the SGX-ST in a minimum board lot size of at least S$200,000 (or its equivalent in foreign currencies).
Selling Restrictions	:	For a description of certain restrictions on offers, sales and deliveries of Notes and the distribution of offering material relating to the Notes, please see the section "Subscription, Purchase and Distribution" herein. Further restrictions may apply in connection with any particular Series or Tranche of Notes.
Governing Law	:	The Programme and any Notes issued under the Programme will be governed by, and construed in accordance with, the laws of Singapore.

PERPETUAL SECURITIES

Currency	:	Subject to compliance with all relevant laws, regulations and directives, Perpetual Securities may be issued in Singapore dollars or any other currency agreed between the Issuer and the relevant Dealer(s).
Method of Issue	:	Perpetual Securities may be issued from time to time under the Programme on a syndicated or non-syndicated basis. Each Series may be issued in one or more Tranches, on the same or different issue dates. The minimum issue size for each Series shall be agreed between the Issuer and the relevant Dealer(s). The specific terms of each Series or Tranche will be specified in the relevant Pricing Supplement.
Issue Price	:	Perpetual Securities may be issued at par or at a discount, or premium, to par.
No Fixed Maturity	:	The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date and the Issuer shall only have the right (but not the obligation) to redeem or purchase them in accordance with the provisions of the Conditions of the Perpetual Securities.
Distribution Basis	:	Perpetual Securities may confer a right to receive distribution at fixed or floating rates.
Fixed Rate Perpetual Securities	:	Fixed Rate Perpetual Securities will confer a right to receive distribution at a fixed rate which will be payable in arrear on specified dates. If so provided on the face of the Fixed Rate Perpetual Securities, the distribution rate may be reset on such dates and bases as may be set out in the applicable Pricing Supplement.
Floating Rate Perpetual Securities	:	Floating Rate Perpetual Securities (in the case of Perpetual Securities which are denominated in Singapore dollars) will confer a right to receive distribution at a rate to be determined separately for each Series by reference to S$ SIBOR or S$ SWAP RATE or (in the case of Perpetual Securities which are denominated in US dollars) will confer a right to receive distribution at a rate to be determined separately for each Series by reference to LIBOR or (in any other case) such other benchmark as may be agreed between the Issuer and the relevant Dealer(s), as adjusted for any applicable margin. Distribution periods in relation to the Floating Rate Perpetual Securities will be agreed between the Issuer and the relevant Dealer(s) prior to their issue. Floating Rate Perpetual Securities which are denominated in other currencies will confer a right to receive distribution at a rate to be determined separately for each Series by reference to such other benchmark as may be agreed between the Issuer and the relevant Dealer(s).

Distribution Discretion	:	If Optional Payment is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Issuer may, at its sole discretion, elect not to pay a distribution (or to pay only part of a distribution) which is scheduled to be paid on a Distribution Payment Date (as defined in Condition 4(II)(a) of the Perpetual Securities) by giving notice to the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders (in accordance with Condition 14 of the Perpetual Securities) not more than 15 nor less than five business days (or such other notice period as may be specified on the face of the Perpetual Security and the relevant Pricing Supplement) prior to a scheduled Distribution Payment Date.

If Dividend Pusher is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Issuer may not elect to defer any distribution if during the Reference Period (as specified in the applicable Pricing Supplement) ending on the day before that scheduled Distribution Payment Date, either or both of the following have occurred:

(i) a dividend, distribution or other payment has been declared or paid on or in respect of any of the Issuer's Junior Obligations (as defined in Condition 4(IV)(a)(A) of the Perpetual Securities) or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations (as defined in Condition 4(IV)(a)(B) of the Perpetual Securities); or

(ii) any of the Issuer's Junior Obligations has been redeemed, reduced, cancelled, bought back or acquired for any consideration or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations has been redeemed, reduced cancelled, bought back or acquired for any consideration,

in each case, other than (1) in connection with any employee benefit plan or similar arrangements with or for the benefit of the employees, directors or consultants of the Group, (2) as a result of the exchange or conversion of Specified Parity Obligations of the Issuer for Junior Obligations, or (3) as specified in the applicable Pricing Supplement.

Non-Cumulative Deferral and Cumulative Deferral	:	If Non-Cumulative Deferral is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, any distribution deferred pursuant to Condition 4(IV) of the Perpetual Securities is non-cumulative and will not accrue interest. The Issuer is not under any obligation to pay that or any other distributions that have not been paid in whole or in part. The Issuer may, at its sole discretion, and at any time, elect to pay an amount up to the amount of distribution which is unpaid ("**Optional Distribution**") (in whole or in part) by complying with the notice requirements in Condition 4(IV)(e) of the Perpetual Securities. There is no limit on the number of times or the extent of the amount with respect to which the Issuer can elect not to pay distributions pursuant to Condition 4(IV) of the Perpetual Securities. Any partial payment of outstanding Optional Distribution by the Issuer shall be shared by the holders of all outstanding Perpetual Securities and the Coupons related to them on a *pro rata* basis. If Cumulative Deferral is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, any distribution deferred pursuant to Condition 4(IV) of the Perpetual Securities shall constitute "**Arrears of Distribution**". The Issuer may, at its sole discretion, elect to (in the circumstances set out in Condition 4(IV)(a) of the Perpetual Securities) further defer any Arrears of Distribution by complying with the notice requirement in Condition 4(IV)(e) of the Perpetual Securities applicable to any deferral of an accrued distribution. The Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to Condition 4(IV) of the Perpetual Securities except that Condition 4(IV)(c) of the Perpetual Securities shall be complied with until all outstanding Arrears of Distribution have been paid in full. If Additional Distribution is so provided on the face of the Perpetual Security and the relevant Pricing Supplement, each amount of Arrears of Distribution shall bear interest as if it constituted the principal of the Perpetual Securities at the Distribution Rate or Rate of Distribution (as the case may be) and the amount of such interest (the "**Additional Distribution Amount**") with respect to Arrears of Distribution shall be due and payable pursuant to Condition 4 of the Perpetual Securities and shall be calculated by applying the applicable Distribution Rate or Rate of Distribution (as the case may be) to the amount of the Arrears of Distribution and otherwise mutatis mutandis as provided in the provisions of Condition 4 of the Perpetual Securities. The Additional Distribution Amount accrued up to any Distribution Payment Date shall be added, for the purpose of calculating the Additional Distribution Amount accruing thereafter, to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

Restrictions in the case of Non-Payment	:	If Dividend Stopper is so provided on the face of the Perpetual Security and the relevant Pricing Supplement and on any Distribution Payment Date, payments of all distribution scheduled to be made on such date are not made in full by reason of Condition 4(IV) of the Perpetual Securities, the Issuer shall not and shall procure that none of its subsidiaries shall: (i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on, any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations; or (ii) redeem, reduce, cancel, buy-back or acquire for any consideration, and will procure that no redemption, reduction, cancellation, buy-back or acquisition for any consideration is made in respect of, any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations, in each case, other than (1) in connection with any employee benefit plan or similar arrangements with or for the benefit of the employees, directors or consultants of the Group, (2) as a result of the exchange or conversion of Specified Parity Obligations of the Issuer for Junior Obligations, or (3) as specified in the applicable Pricing Supplement, unless and until (A) (if Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) the Issuer has satisfied in full all outstanding Arrears of Distribution, (B) (if Non-Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) a redemption of all the outstanding Perpetual Securities has occurred, the next scheduled distribution has been paid in full or an Optional Distribution equal to the amount of a distribution payable with respect to the most recent Distribution Payment Date that was unpaid in full or in part, has been paid in full or (C) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed) of the Perpetual Securityholders and/or as otherwise specified in the applicable Pricing Supplement.

Form and Denomination of Perpetual Securities	:	The Perpetual Securities will be issued in bearer form or registered form and in such denominations as may be agreed between the Issuer and the relevant Dealer(s). Each Tranche or Series of bearer Perpetual Securities may initially be represented by a Temporary Global Security or a Permanent Global Security. Each Temporary Global Security may be deposited on the relevant issue date with CDP, a common depositary for Euroclear and Clearstream, Luxembourg and/or any other agreed clearing system and will be exchangeable, upon request as described therein, either for a Permanent Global Security or definitive Perpetual Securities (as indicated in the applicable Pricing Supplement). Each Permanent Global Security may be exchanged, unless otherwise specified in the applicable Pricing Supplement, upon request as described therein, in whole (but not in part) for Definitive Perpetual Securities upon the terms therein. Each Tranche or Series of registered Perpetual Securities will initially be represented by a Global Certificate. Each Global Certificate may be registered in the name of, or in the name of a nominee of, CDP, a common depositary for Euroclear and Clearstream, Luxembourg and/or any other agreed clearing system. Each Global Certificate may be exchanged, upon request as described therein, in whole (but not in part) for Certificates upon the terms therein. Save as provided in the Conditions of the Perpetual Securities, a Certificate shall be issued in respect of each Perpetual Securityholder's entire holding of registered Perpetual Securities of one Series.
Custody of the Perpetual Securities	:	Perpetual Securities which are to be listed on the SGX-ST may be cleared through CDP. Perpetual Securities which are to be cleared through CDP are required to be kept with CDP as authorised depository. Perpetual Securities which are cleared through Euroclear and/or Clearstream, Luxembourg are required to be kept with a common depositary on behalf of Euroclear and Clearstream, Luxembourg.
Status of the Senior Perpetual Securities	:	The Senior Perpetual Securities and Coupons relating to them will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.
Status of the Subordinated Perpetual Securities	:	The Subordinated Perpetual Securities and Coupons relating to them will constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with any Parity Obligations of the Issuer.

Subordination of the Subordinated Perpetual Securities	:	Subject to the insolvency laws of Singapore and other applicable laws, in the event of the Winding-up (as defined in Condition 9(b) of the Perpetual Securities) of the Issuer, the rights of the Perpetual Securityholders and Couponholders in respect of Subordinated Perpetual Securities to payment of principal of and distribution on the Subordinated Perpetual Securities and the Coupons relating to them are expressly subordinated and subject in right of payment to the prior payment in full of all claims of senior creditors of the Issuer but at least *pari passu* with all other subordinated obligations of the Issuer that are not expressed by their terms to rank junior to the Subordinated Perpetual Securities and in priority to the claims of shareholders of the Issuer and/or as otherwise specified in the applicable Pricing Supplement.
Set-off in relation to the Subordinated Perpetual Securities	:	Subject to applicable law, no holder of Subordinated Perpetual Securities or any Coupons relating to them may exercise, claim or plead any right of set-off, deduction, withholding or retention in respect of any amount owed to it by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them, and each holder of Subordinated Perpetual Securities or any Coupons relating to them shall, by virtue of his holding of any Subordinated Perpetual Securities or Coupons relating to them, be deemed to have waived all such rights of set-off, deduction, withholding or retention against the Issuer. Notwithstanding the preceding sentence, if any of the amounts owing to any holder of Subordinated Perpetual Securities or any Coupons relating to them by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them is discharged by set-off, such holder of Subordinated Perpetual Securities or any Coupons relating to them shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the Issuer (or, in the event of its Winding-up or administration, the liquidator or, as appropriate, administrator of the Issuer) and, until such time as payment is made, shall hold such amount in trust for the Issuer (or the liquidator or, as appropriate, administrator of the Issuer) and accordingly any such discharge shall be deemed not to have taken place.

Redemption at the Option of the Issuer	:	If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Issuer may, on giving irrevocable notice to the Perpetual Securityholders falling within the Issuer's Redemption Option Period shown on the face thereof, redeem all or, if so provided, some of the Perpetual Securities at their Redemption Amount or integral multiples thereof and on the date or dates so provided. Any such redemption of Perpetual Securities shall be at their Redemption Amount, together with distribution accrued (including any Arrears of Distribution and any Additional Distribution Amount) (if any) to (but excluding) the date fixed for redemption.
Redemption for Taxation Reasons	:	If so provided on the face of the Perpetual Securities and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified thereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount, (together with distributions (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption) if:

(i) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that:

(a) the Perpetual Securities will not be regarded as "debt securities" for the purposes of Section 43N(4) of the ITA and Regulation 2 of the Income Tax (Qualifying Debt Securities) Regulations; or

(b) the distributions (including any Arrears of Distribution and any Additional Distribution Amount) will not be regarded as interest payable by the Issuer for the purposes of the withholding tax exemption on interest for "qualifying debt securities" under the ITA; or

(ii) (a) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7 of the Perpetual Securities, or increase the payment of such additional amounts, as a result of any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws, regulations, rulings or other administrative pronouncements, which change or amendment is made public on or after the Issue Date or any other date specified in the Pricing Supplement; and

(b) such obligations cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Perpetual Securities then due.

Redemption for Accounting Reasons	:	If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified thereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption) if, on such Distribution Payment Date or at any time after that Distribution Payment Date, as a result of any changes or amendments to Singapore Financial Reporting Standards issued by the Singapore Accounting Standards Council (as amended from time to time, the "**SFRS**") or any other accounting standards that may replace SFRS for the purposes of the consolidated financial statements of the Issuer (the "**Relevant Accounting Standard**"), the Perpetual Securities will not or will no longer be recorded as "equity" of the Issuer pursuant to the Relevant Accounting Standard.
Redemption for Tax Deductibility	:	If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified thereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distributions (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption), if:

(i) the Issuer satisfies the Trustee immediately before giving such notice that, as a result of:

(a) any amendment to, or change in, the laws (or any rules or regulations thereunder) of Singapore or any political subdivision or any taxing authority thereof or therein which is enacted, promulgated, issued or becomes effective on or after the Issue Date;

(b) any amendment to, or change in, an official and binding interpretation of any such laws, rules or regulations by any legislative body, court, governmental agency or regulatory authority (including the enactment of any legislation and the publication of any judicial decision or regulatory determination) which is enacted, promulgated, issued or becomes effective on or after the Issue Date; or

(c) any generally applicable official interpretation or pronouncement which is issued or announced on or after the Issue Date that provides for a position with respect to such laws or regulations that differs from the previously generally accepted position which is announced before the Issue Date,

the distributions (including any Arrears of Distribution and any Additional Distribution Amount) by the Issuer are no longer, or would in the Distribution Period immediately following that Distribution Payment Date no longer be, regarded as sums "payable by way of interest upon any money borrowed" for the purpose of Section 14(1)(a) of the ITA, provided that no such notice of redemption may be given earlier than 90 days prior to such effective date on which the distributions (including any Arrears of Distribution and any Additional Distribution Amount) would not be regarded as such sums; or

(ii) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that the distributions (including any Arrears of Distribution and any Additional Distribution Amount) will not be regarded as sums "payable by way of interest upon any money borrowed" for the purpose of Section 14(1)(a) of the ITA.

Redemption in the case of Minimal Outstanding Amount	:	If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified thereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption) if, immediately before giving such notice, the aggregate principal amount of the Perpetual Securities outstanding is less than 10 per cent. of the aggregate principal amount originally issued.

Redemption upon Cessation or Suspension of Trading of Shares	:	If so provided on the face of the Perpetual Security and the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount, (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption), following the occurrence of a Cessation or Suspension of Trading Event. For the purposes of the above paragraph, a "**Cessation or Suspension of Trading Event**" occurs when: (i) the shares of the Issuer cease to be traded on both the SGX-ST and the SEHK; or (ii) trading in the shares of the Issuer on the SGX-ST or the SEHK is suspended for a continuous period of more than ten market days (other than any suspension occurring prior to the voluntary delisting (which does not involve any insolvency, merger, takeover, amalgamation or change in control) by the Issuer of its shares on the SGX-ST or, as the case may be, the SEHK).
Limited right to institute proceedings in relation to Perpetual Securities	:	The right to institute proceedings for Winding-up is limited to circumstances where payment has become due. In the case of any distribution, such distribution will not be due if the Issuer has elected not to pay that distribution in accordance with Condition 4(IV) of the Perpetual Securities.
Proceedings for Winding-Up	:	If (i) a final and effective order is made or an effective resolution is passed for the Winding-up of the Issuer, (ii) the Issuer fails to make payment of any principal or premium payable by it under any of the Perpetual Securities when due or (iii) the Issuer fails to make payment of any distribution or any other amount payable by it under any of the Perpetual Securities (other than principal or premium) when due (each an "**Enforcement Event**"), the Issuer shall be deemed to be in default under the Trust Deed and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 9(d) of the Perpetual Securities, institute proceedings for the Winding-up of the Issuer and/or prove in the Winding-up of the Issuer and/or claim in the liquidation of the Issuer for such payment.

Taxation	:	All payments in respect of the Perpetual Securities and the Coupons by the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the Perpetual Securityholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, save for certain exceptions. For further details, please see the section "Singapore Taxation" herein.
Listing	:	Each Series of the Perpetual Securities may, if so agreed between the Issuer and the relevant Dealer(s), be listed on the SGX-ST or any stock exchange(s) as may be agreed between the Issuer and the relevant Dealer(s), subject to all necessary approvals having been obtained. If the application to the SGX-ST to list a particular Series of Perpetual Securities is approved, for so long as such Perpetual Securities are listed on the SGX-ST and the rules of the SGX-ST so require, such Perpetual Securities will be traded on the SGX-ST in a minimum board lot size of at least S$200,000 (or its equivalent in foreign currencies).
Selling Restrictions	:	For a description of certain restrictions on offers, sales and deliveries of Perpetual Securities and the distribution of offering material relating to the Perpetual Securities, please see the section on "Subscription, Purchase and Distribution" herein. Further restrictions may apply in connection with any particular Series or Tranche of Perpetual Securities.
Governing Law	:	The Programme and any Perpetual Securities issued under the Programme will be governed by, and construed in accordance with, the laws of Singapore.

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the terms and conditions which, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, will be endorsed on the Notes in definitive form (if any) issued in exchange for the Global Security(ies) or the Global Certificate(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the relevant Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Notes. Unless otherwise stated, all capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. Those definitions will be endorsed on such Bearer Notes or on the Certificates relating to such Registered Notes. References in the Conditions to "Notes" are to the Notes of one Series only, not to all Notes that may be issued under the Programme, details of the relevant Series being shown on the face of the relevant Notes and in the relevant Pricing Supplement.

The Notes are constituted by a Trust Deed dated 6 September 2013 made between (1) Centurion Corporation Limited (the "**Issuer**"), as issuer, and (2) DBS Trustee Limited (the "**Trustee**", which expression shall wherever the context so admits include such company and all other persons for the time being the trustee or trustees of the Trust Deed), as trustee for the Noteholders (as defined below) (as amended and supplemented by a supplemental trust deed dated 29 October 2014, as amended and restated by an amendment and restatement trust deed dated 29 March 2018, each made between the same parties, and as further amended, restated or supplemented from time to time, the "**Trust Deed**"), and (where applicable) the Notes are issued with the benefit of a deed of covenant dated 6 September 2013 (as amended and supplemented by a supplemental deed of covenant dated 29 October 2014 and a second supplemental deed of covenant dated 29 March 2018, and as further amended, restated or supplemented from time to time, the "**Deed of Covenant**") relating to the Notes executed by the Issuer. These terms and conditions (the "**Conditions**") include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Notes, Certificates, Coupons and Talons referred to below. The Issuer has entered into an Agency Agreement dated 6 September 2013 made between (1) the Issuer, as issuer, (2) DBS Bank Ltd., as issuing and paying agent (in such capacity, the "**Issuing and Paying Agent**" and, together with any other paying agents that may be appointed, the "**Paying Agents**") and agent bank (in such capacity, the "**Agent Bank**"), and (3) the Trustee (as amended and restated by an amendment and restatement agreement dated 29 March 2018 made between (1) the Issuer, as issuer, (2) the Issuing and Paying Agent, as issuing and paying agent, (3) the Agent Bank, as agent bank, (4) DBS Bank Ltd., as registrar and transfer agent (in such capacity, the "**Registrar**" and, together with any other transfer agents that may be appointed, the "**Transfer Agents**") and (5) the Trustee, as trustee for the holders of the Notes, and as further amended, restated or supplemented from time to time, the "**Agency Agreement**"). The Noteholders and the holders (the "**Couponholders**") of the coupons (the "**Coupons**") appertaining to the interest-bearing Notes in bearer form and, where applicable in the case of such Notes, talons for further Coupons (the "**Talons**") are bound by and are deemed to have notice of all of the provisions of the Trust Deed, the Agency Agreement and the Deed of Covenant.

Copies of the Trust Deed, the Agency Agreement and the Deed of Covenant are available for inspection at the principal office of the Trustee for the time being and at the specified office of the Issuing and Paying Agent for the time being.

1. Form, Denomination and Title

(a) Form and Denomination

(i) The Notes of the Series of which this Note forms part (in these Conditions, the "**Notes**") are issued in bearer form ("**Bearer Notes**") or in registered form ("**Registered Notes**"), in each case in the Denomination Amount shown hereon. Subject to applicable laws, in the case of Registered Notes, such Notes are in the Denomination Amount shown hereon, which may include a minimum denomination and higher integral multiples of a smaller amount, in each case, as specified in the applicable Pricing Supplement.

(ii) This Note is a Fixed Rate Note, a Floating Rate Note, a Variable Rate Note, a Hybrid Note or a Zero Coupon Note (depending upon the Interest Basis shown on its face).

(iii) Bearer Notes are serially numbered and issued with Coupons (and, where appropriate, a Talon) attached, save in the case of Notes that do not bear interest in which case references to interest (other than in relation to default interest referred to in Condition 7(h)) in these Conditions are not applicable.

(iv) Registered Notes are represented by registered certificates ("**Certificates**") and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Notes by the same holder.

(b) Title

(i) Title to the Bearer Notes and the Coupons and Talons appertaining thereto shall pass by delivery. Title to the Registered Notes shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the "**Register**").

(ii) Except as ordered by a court of competent jurisdiction or as required by law, the holder of any Note, Coupon or Talon shall be deemed to be and may be treated as the absolute owner of such Note, Coupon or Talon, as the case may be, for the purpose of receiving payment thereof or on account thereof and for all other purposes, whether or not such Note, Coupon or Talon shall be overdue and notwithstanding any notice of ownership, theft, loss or forgery thereof, trust, interest therein or any writing thereon made by anyone, and no person shall be liable for so treating the holder.

(iii) For so long as any of the Notes is represented by a Global Security (as defined below) or, as the case may be, a Global Certificate (as defined below) and such Global Security or Global Certificate is held by a common depositary for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream, Luxembourg**"), The Central Depository (Pte) Limited (the "**Depository**") and/or any other clearing system, each person who is for the time being shown in the records of Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system as the holder of a particular principal amount of such Notes (in which regard any certificate or other document issued by Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system as to the principal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save for manifest error) shall be treated by the Issuer, the Issuing and Paying Agent, the other Paying Agents, the Agent Bank, the Registrar, the other Transfer Agents and all other agents of the Issuer and the Trustee as the holder of such principal amount of Notes other than with respect to the payment of principal, premium, interest, distribution, redemption, purchase and/or any other amounts in respect of the Notes, for which purpose the bearer of the Global Security or, as the case may be, the person whose name is shown on the Register shall be treated by the Issuer, the Issuing and Paying Agent, the other Paying Agents, the Registrar, the other Transfer Agents and all other agents of the Issuer and the Trustee as the holder of such Notes in accordance with and subject to the terms of the Global Security or, as the case may be, the Global Certificate (and the expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly). Notes which are represented by the Global Security or, as the case may be, the Global Certificate and held by Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system.

(iv) In these Conditions, "**Global Security**" means the relevant Temporary Global Security representing each Series or the relevant Permanent Global Security representing each Series, "**Global Certificate**" means the relevant Global Certificate representing such Series that is registered in the name of, or in the name of a nominee of, (1) a common depositary for Euroclear and/or Clearstream, Luxembourg, (2) the Depository, and/or (3) any other clearing system, "**Noteholder**" means the bearer of any Bearer Note or the person in whose name a Registered Note is registered (as the case may be) and "**holder**" (in relation to a Note, Coupon or Talon) means the bearer of any Bearer Note, Coupon or Talon or the person in whose name the relevant Registered Note is registered (as the case may be), "**Series**" means (A) (in relation to Notes other than Variable Rate Notes) a Tranche, together with any further Tranche or Tranches, which are (aa) expressed to be consolidated and forming a single series and (bb) identical in all respects (including as to listing) except for their respective issue dates, issue prices and/or dates of the first payment of interest and (B) (in relation to Variable Rate Notes) Notes which are identical in all respects (including as to listing) except for their respective issue prices and rates of interest and "**Tranche**" means Notes which are identical in all respects (including as to listing).

(v) Words and expressions defined in the Trust Deed or used in the applicable Pricing Supplement (as defined in the Trust Deed) shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

2. No Exchange of Notes and Transfers of Registered Notes

(a) No Exchange of Notes

Registered Notes may not be exchanged for Bearer Notes. Bearer Notes of one Denomination Amount may not be exchanged for Bearer Notes of another Denomination Amount. Bearer Notes may not be exchanged for Registered Notes.

(b) Transfer of Registered Notes

Subject to Conditions 2(e) and 2(f) below, one or more Registered Notes may be transferred upon the surrender (at the specified office of the Registrar or any other Transfer Agent) of the Certificate representing such Registered Notes to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer) duly completed and executed and any other evidence as the Registrar or such other Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Notes represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Registered Notes and entries on the Register will be made subject to the detailed regulations concerning transfers of Registered Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar, the Transfer Agents and the Trustee. A copy of the current regulations will be made available by the Registrar, at the cost and expense of the Issuer, to any Noteholder upon request. For the avoidance of doubt, a Registered Note may be registered only in the name of, and transferred to, a named person or persons. No transfer of a Registered Note will be valid unless and until entered into the Register.

(c) Exercise of Options or Partial Redemption or Purchase in Respect of Registered Notes

In the case of an exercise of the Issuer's or Noteholders' option in respect of, or a partial redemption of or purchase of, a holding of Registered Notes represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or purchased. In the case of a partial exercise of an option resulting in Registered Notes of the same holding having different terms, separate Certificates shall be issued in respect of those Notes of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Notes to a person who is already a holder of Registered Notes, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

(d) Delivery of New Certificates

Each new Certificate to be issued pursuant to Condition 2(b) or 2(c) shall be available for delivery within seven business days of receipt of the form of transfer or Exercise Notice (as defined in Condition 6(e)) and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Registrar or such other Transfer Agent (as the case may be) to whom delivery or surrender of such form of transfer, Exercise Notice or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer, Exercise Notice or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Registrar or the relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d) only, "**business day**" means a day (other than a Saturday, Sunday or gazetted public holiday) on which banks are open for business in the place of the specified office of the Registrar or the other relevant Transfer Agent (as the case may be).

(e) Transfers Free of Charge

Transfers of Notes and Certificates on registration, transfer, exercise of an option or partial redemption (as applicable) shall be effected without charge by or on behalf of the Issuer, the Registrar or the other Transfer Agents, but upon payment by the Noteholder of any tax or other governmental charges that may be imposed in relation to it (or the giving by the Noteholder of such indemnity and/or security and/or prefunding as the Registrar or the other relevant Transfer Agent may require) in respect of tax or charges.

(f) Closed Periods

No Noteholder may require the transfer of a Registered Note to be registered (i) during the period of 15 days prior to any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 6(d), (ii) after any such Note has been called for redemption or (iii) during the period of seven days ending on (and including) any Record Date (as defined in Condition 7(b)(ii)).

3. Status

The Notes and Coupons of all Series constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.

4. Negative Pledge and Other Covenants

(a) Negative Pledge

The Issuer has covenanted with the Trustee in the Trust Deed that so long as any of the Notes remains outstanding, it will not, and will ensure that none of its Principal Subsidiaries (as defined in Condition 10) will, create or have outstanding any security over the whole or any part of its assets or revenues, present or future, save for:

(i) liens or rights of set-off arising by operation of law (or by an agreement evidencing the same), in either case, in respect of indebtedness which either (1) has been due for less than 14 days or (2) is being contested in good faith and by appropriate means;

(ii) any security over any of its assets provided that the aggregate amount secured by the security over such asset shall not exceed 85 per cent. of the current market value of such asset at the time of the creation of the security (as shown in the most recent valuation report prepared by an independent professional valuer and delivered by the Issuer to the Trustee);

(iii) any security over any of its uncompleted assets provided that the aggregate amount secured by the security over such uncompleted asset (at the time of the creation of the security) shall not exceed the higher of (1) 85 per cent. of the value of such uncompleted asset (as shown in the most recent valuation report prepared by an independent professional valuer and delivered by the Issuer to the Trustee); or (2) the cost of acquiring, developing, redeveloping, renovating and/or refurbishing such uncompleted asset;

(iv) pledges of goods and/or related documents of title, arising in the ordinary course of business, as security for bank financings/borrowings directly related to the purchase of the goods;

(v) any security created by way of fixed and/or floating charge on or over any of its assets or revenues (present or future) for the purposes of securing working capital facilities granted in the ordinary course of business; and

(vi) any other security created with the prior consent of the Trustee or the prior approval of the Noteholders by way of an Extraordinary Resolution.

(b) Financial Covenants

The Issuer has further covenanted with the Trustee in the Trust Deed that so long as any of the Notes remains outstanding, it will ensure that:

(i) the Consolidated Total Equity shall not at any time be less than S$200,000,000; and

(ii) the ratio of Consolidated Net Borrowings to Consolidated Total Equity shall not at any time be more than 2.5:1.

For the purposes of these Conditions:

(1) "**Consolidated Net Borrowings**" means Consolidated Total Borrowings less cash and cash equivalents (as determined in accordance with generally accepted accounting principles in Singapore);

(2) "**Consolidated Total Borrowings**" means in relation to the Group (as defined in the Trust Deed), an amount (expressed in Singapore dollars) for the time being, calculated on a consolidated basis, in accordance with generally accepted accounting principles in Singapore, equal to the aggregate of:

(A) bank overdrafts and all other indebtedness in respect of any borrowings maturing within 12 months;

(B) the principal amount of the Notes or any bonds or debentures of any member of the Group whether issued for cash or a consideration other than cash;

(C) the liabilities of the Issuer under the Trust Deed or the Notes;

(D) all other indebtedness whatsoever of the Group for borrowed moneys (and, for the avoidance of doubt, in this paragraph (D), borrowed moneys shall not include any liability in respect of any lease or hire purchase contract which would, in accordance with generally accepted accounting practices in force prior to 1 January 2019, have been treated as an operating lease); and

(E) any redeemable preference shares issued by any member of the Group; and

(3) "**Consolidated Total Equity**" means the amount (expressed in Singapore dollars) for the time being, calculated in accordance with generally accepted accounting principles in Singapore, equal to the aggregate of (without double-counting):

(A) the amount paid up or credited as paid up on the issued share capital of the Issuer; and

(B) the amounts standing to the credit of the capital and revenue reserves (including revaluation reserves and profit and loss account) of the Group on a consolidated basis,

all as shown in the then latest audited consolidated balance sheet of the Group but after:

(aa) making such adjustments as may be appropriate in respect of any variation in the issued and paid up share capital and the capital and revenue reserves set out in paragraph (B) above of the Group since the date of the latest audited consolidated balance sheet of the Group;

(bb) excluding any sums set aside for future taxation;

(cc) deducting:

(I) an amount equal to any distribution by any member of the Group out of profits earned prior to the date of the latest audited consolidated balance sheet of the Group and which have been declared, recommended or made since that date except so far as provided for in such balance sheet and/or paid or due to be paid to members of the Group; and

(II) any debit balances on consolidated profit and loss account; and

(dd) including the amounts attributable to the non-controlling interests of the Group.

For the avoidance of doubt, for the purposes of these definitions, any perpetual securities issued by the Issuer or any other member of the Group which are accounted for as "equity" shall be treated as such (and not as debt).

(c) Non-disposal Covenant

The Issuer has further covenanted with the Trustee in the Trust Deed that so long as any of the Notes remains outstanding, it will not, and will ensure that none of its Principal Subsidiaries will, (whether by a single transaction or a number of related or unrelated transactions and whether at one time or over a period of time) sell, transfer, lease out, lend or otherwise dispose of (whether outright, by a sale-and-repurchase or sale-and-leaseback arrangement, or otherwise) all or substantially all of its assets nor of any part of its assets which, either alone or when aggregated with all other disposals required to be taken into account under Clause 16.29 of the Trust Deed, is substantial in relation to its assets, or those of itself and its subsidiaries, taken as a whole or the disposal of which (either alone or when so aggregated) could have a material adverse effect on the Issuer. The following disposals shall not be taken into account under Clause 16.29 of the Trust Deed:

(i) disposals in the ordinary course of business on arm's length basis and on normal commercial terms;

(ii) any disposal of assets which are obsolete, excess or no longer required for the purpose of its business on an arm's length basis and on normal commercial terms;

(iii) any payment of cash consideration for the acquisition of any asset on commercial terms and on an arm's length basis;

(iv) any exchange of assets on an arm's length basis and on normal commercial terms for other assets which are comparable or superior as to value and quality;

(v) any transfer of assets to any real estate investment trust or business trust, property fund or any other entity in which any member of the Group would at all times own beneficially (whether directly and/or indirectly) in aggregate at least 25 per cent. of the interest, units in or, as the case may be, shares in the issued share capital of such real estate investment trust or business trust, property fund or entity, provided that such transfers are conducted on an arm's length basis and on normal commercial terms; and

(vi) any disposal approved by the Trustee or by the Noteholders by way of an Extraordinary Resolution.

5. (I) Interest on Fixed Rate Notes

(a) Interest Rate and Accrual

Each Fixed Rate Note bears interest on its principal amount outstanding from the Interest Commencement Date in respect thereof and as shown on the face of such Note at the rate per annum (expressed as a percentage) equal to the Interest Rate shown on the face of such Note payable in arrear on each Interest Payment Date or Interest Payment Dates shown on the face of such Note in each year and on the Maturity Date shown on the face of such Note if that date does not fall on an Interest Payment Date.

The first payment of interest will be made on the Interest Payment Date next following the Interest Commencement Date (and if the Interest Commencement Date is not an Interest Payment Date, will amount to the Initial Broken Amount shown on the face of such Note), unless the Maturity Date falls before the date on which the first payment of interest would otherwise be due. If the Maturity Date is not an Interest Payment Date, interest from the preceding Interest Payment Date (or from the Interest Commencement Date, as the case may be) to the Maturity Date will amount to the Final Broken Amount shown on the face of the Note.

Interest will cease to accrue on each Fixed Rate Note from the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount shown on the face of the Note is improperly withheld or refused, in which event interest at such rate will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 5(I) and the Agency Agreement to the Relevant Date (as defined in Condition 8).

(b) Calculations

In the case of a Fixed Rate Note, interest in respect of a period of less than one year will be calculated on the Day Count Fraction shown on the face of the Note. The amount of interest payable per Calculation Amount (as defined in Condition 5(II)(e)) for any Fixed Rate Interest Period in respect of any Fixed Rate Note shall be calculated by multiplying the product of the Interest Rate and the Calculation Amount, by the Day Count Fraction shown on the Note and rounding the resultant figure to the nearest sub-unit of the Relevant Currency.

For the purposes of these Conditions, "**Fixed Rate Interest Period**" means the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date.

(II) Interest on Floating Rate Notes or Variable Rate Notes

(a) Interest Payment Dates

Each Floating Rate Note or Variable Rate Note bears interest on its outstanding principal amount from the Interest Commencement Date in respect thereof and as shown on the face of such Note, and such interest will be payable in arrear on each interest payment date ("**Interest Payment Date**"). Such Interest Payment Date(s) is/are either shown hereon as Specified Interest Payment Date(s) or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which (save as mentioned in these Conditions) falls the number of months specified as the Interest Period (as defined below) on the face of the Note (the "**Specified Number of Months**") after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date (and which corresponds numerically with such preceding Interest Payment Date or the Interest Commencement Date, as the case may be), provided that the Agreed Yield (as defined in Condition 5(II)(c)) in respect of any Variable Rate Note for any Interest Period relating to that Variable Rate Note shall be payable on the first day of that Interest Period. If any Interest Payment Date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a business day (as defined below), then if the Business Day Convention specified is (1) the Floating Rate Business Day Convention, such date shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month, in which event (i) such date shall be brought forward to the immediately preceding business day and (ii) each subsequent such date shall be the last business day of the month in which such date would have fallen had it not been subject to adjustment, (2) the Following Business Day Convention, such date shall be postponed to the next day that is a business day, (3) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a business day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day or (4) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding business day.

The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date is herein called an "**Interest Period**".

Interest will cease to accrue on each Floating Rate Note or Variable Rate Note from the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount is improperly withheld or refused, in which event interest will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 5(II) and the Agency Agreement to the Relevant Date.

(b) Rate of Interest – Floating Rate Notes

(i) Each Floating Rate Note bears interest at a floating rate determined by reference to a Benchmark as stated on the face of such Floating Rate Note, being (in the case of Notes which are denominated in Singapore dollars) SIBOR (in which case such Note will be a SIBOR Note), Swap Rate (in which case such Note will be a Swap Rate Note) or (in the case of Notes which are denominated in US dollars) LIBOR (in which case the Note will be a LIBOR Note) or in any other case (or in the case of Notes which are denominated in a currency other than Singapore dollars or US dollars) such other Benchmark as is set out on the face of such Note.

Such floating rate may be adjusted by adding or subtracting the Spread (if any) stated on the face of such Note. The "Spread" is the percentage rate per annum specified on the face of such Note as being applicable to the rate of interest for such Note. The rate of interest so calculated shall be subject to Condition 5(V)(a) below.

The rate of interest payable in respect of a Floating Rate Note from time to time is referred to in these Conditions as the "**Rate of Interest**".

(ii) The Rate of Interest payable from time to time in respect of each Floating Rate Note will be determined by the Agent Bank on the basis of the following provisions:

(1) in the case of Floating Rate Notes which are SIBOR Notes:

(A) the Agent Bank will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Period, determine the Rate of Interest for such Interest Period which shall be the offered rate for deposits in Singapore dollars for a period equal to the duration of such Interest Period which appears on the Reuters Screen ABSIRFIX01 Page under the caption "ABS SIBOR FIX – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 HRS SINGAPORE TIME" and under the column headed "SGD SIBOR" (or such other replacement page thereof for the purpose of displaying SIBOR or such other Screen Page (as defined below) as may be provided hereon) and as adjusted by the Spread (if any);

(B) if on any Interest Determination Date no such rate appears on the Reuters Screen ABSIRFIX01 Page under the column headed "SGD SIBOR" (or such other replacement page as aforesaid) or if the Reuters Screen ABSIRFIX01 Page (or such other replacement page as aforesaid) is unavailable for any reason, the Agent Bank will request the principal Singapore offices of each of the Reference Banks to provide the Agent Bank with the rate at which deposits in Singapore dollars are offered by it at approximately the Relevant Time on the Interest Determination Date to prime banks in the Singapore interbank market for a period equivalent to the duration of such Interest Period commencing on such Interest Payment Date in an amount comparable to the aggregate principal amount of the relevant Floating Rate Notes. The Rate of Interest for such Interest Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of such offered quotations and as adjusted by the Spread (if any), as determined by the Agent Bank;

(C) if on any Interest Determination Date, two but not all the Reference Banks provide the Agent Bank with such quotations, the Rate of Interest for the relevant Interest Period shall be determined in accordance with (B) above on the basis of the quotations of those Reference Banks providing such quotations;

(D) if on any Interest Determination Date, one only or none of the Reference Banks provides the Agent Bank with such quotation, the Rate of Interest for the relevant Interest Period shall be the rate per annum which the Agent Bank determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the prime lending rates for Singapore dollars quoted by the Reference Banks at or about the Relevant Time on such Interest Determination Date and as adjusted by the Spread (if any); and

(E) if the Agent Bank is unable to determine the Rate of Interest for an Interest Period in accordance with paragraphs (b)(ii)(1)(A) to (b)(ii)(1)(D) above, the Rate of Interest for such Interest Period shall be the Rate of Interest in effect for the last preceding Interest Period to which paragraph (b)(ii)(1)(A), (b)(ii)(1)(B), (b)(ii)(1)(C) or (b)(ii)(1)(D) above shall have applied;

(2) in the case of Floating Rate Notes which are Swap Rate Notes:

(A) the Agent Bank will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Period, determine the Rate of Interest for such Interest Period as being the rate which appears on the Reuters Screen ABSFIX01 Page under the caption "SGD SOR rates as of 11:00 hrs London Time" and under the column headed "SGD SOR" (or such replacement page thereof for the purpose of displaying the swap rates of leading reference banks) at or about the Relevant Time on such Interest Determination Date and for a period equal to the duration of such Interest Period and as adjusted by the Spread (if any);

(B) if on any Interest Determination Date no such rate is quoted on the Reuters Screen ABSFIX01 Page (or such other replacement page as aforesaid) or the Reuters Screen ABSFIX01 Page (or such other replacement page as aforesaid) is unavailable for any reason, the Agent Bank will determine the Rate of Interest for such Interest Period as being the rate (or, if there is more than one rate which is published, the arithmetic mean of those rates (rounded up, if necessary, to the nearest 1/16 per cent.)) for a period equal to the duration of such Interest Period published by a recognised industry body where such rate is widely used (after taking into account the industry practice at that time), or by such other relevant authority as may be agreed between the Agent Bank and the Issuer and as adjusted by the Spread (if any);

(C) if on any Interest Determination Date the Agent Bank is otherwise unable to determine the Rate of Interest under paragraph (b)(ii)(2)(B) above or if no agreement on the relevant authority is reached between the Agent Bank and the Issuer under paragraph (b)(ii)(2)(B) above, the Rate of Interest shall be determined by the Agent Bank to be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the rates quoted by the Singapore offices of the Reference Banks or those of them (being at least two in number) to the Agent Bank at or about 11.00 a.m. (Singapore time) on the first business day following such Interest Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Interest Period, an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Interest Period by whatever means they determine to be most appropriate and as adjusted by the Spread (if any), or if on such day one only or none of the Singapore offices of the Reference Banks provides the Agent Bank with such quotation, the Rate of Interest for the relevant Interest Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the prime lending rates for Singapore dollars quoted by the Singapore offices of the Reference Banks at or about 11.00 a.m. (Singapore time) on such Interest Determination Date and as adjusted by the Spread (if any); and

(D) if the Agent Bank is unable to determine the Rate of Interest for an Interest Period in accordance with paragraphs (b)(ii)(2)(A) to (b)(ii)(2)(C) above, the Rate of Interest for such Interest Period shall be the Rate of Interest in effect for the last preceding Interest Period to which paragraph (b)(ii)(2)(A), (b)(ii)(2)(B) or (b)(ii)(2)(C) above shall have applied;

(3) in the case of Floating Rate Notes which are LIBOR Notes:

(A) the Agent Bank will, at or about the Relevant Time on the relevant Interest Determination Date in respect of each Interest Period, determine the Rate of Interest for such Interest Period as being the offered rate for deposits in US dollars for a period equal to the duration of such Interest Period which appears on the Reuters Screen LIBOR1 Page under the caption "ICE BENCHMARK ADMINISTRATION INTEREST SETTLEMENT RATES – RATES AT 11:00 LONDON TIME" and under the column headed "USD" (or such replacement page thereof for the purpose of displaying LIBOR or such other Screen Page as may be provided hereon) and as adjusted by the Spread (if any);

(B) if on any Interest Determination Date, no such rate appears on the Reuters Screen LIBOR1 Page under the column headed "USD" (or such other replacement page as aforesaid) or if the Reuters Screen LIBOR1 Page (or such other replacement page as aforesaid) is unavailable for any reason:

(aa) the Agent Bank will request the principal London offices of each of the Reference Banks in the London interbank market to provide the Agent Bank with a quotation of the rate at which deposits in US dollars are offered by it in the London interbank market at approximately the Relevant Time on the Interest Determination Date to prime banks in the London interbank market for a period equivalent to the duration of such Interest Period commencing on such Interest Payment Date in an amount comparable to the aggregate principal amount of the relevant Floating Rate Notes. The Rate of Interest for such Interest Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of such offered quotations and as adjusted by the Spread (if any), as determined by the Agent Bank; and

(bb) if fewer than two such quotations are provided as requested, the Rate of Interest shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the rates quoted by major banks in New York City, selected by the Agent Bank, at approximately the Relevant Time on such Interest Determination Date for loans in US dollars to leading banks for a period equal to or comparable to the relevant Interest Period and in an amount equal to the aggregate principal amount of the relevant Floating Rate Notes for such Interest Period plus the Spread (if any), as determined by the Agent Bank; and

(C) if the Agent Bank is unable to determine the Rate of Interest for an Interest Period in accordance with paragraphs (b)(ii)(3)(A) and (b)(ii)(3)(B) above, the Rate of Interest for such Interest Period shall be the Rate of Interest in effect for the last preceding Interest Period to which paragraph (b)(ii)(3)(A) or (b)(ii)(3)(B) above shall have applied; and

(4) in the case of Floating Rate Notes which are not SIBOR Notes, Swap Rate Notes or LIBOR Notes or which are denominated in a currency other than Singapore dollars or US Dollars, the Agent Bank will determine the Rate of Interest in respect of any Interest Period at or about the Relevant Time on the Interest Determination Date in respect of such Interest Period as follows:

(A) if the Primary Source (as defined below) for the Floating Rate Notes is a Screen Page, subject as provided below, the Rate of Interest in respect of such Interest Period shall be:

(aa) the Relevant Rate (as defined below) (where such Relevant Rate on such Screen Page is a composite quotation or is customarily supplied by one entity); or

(bb) the arithmetic mean of the Relevant Rates of the persons whose Relevant Rates appear on that Screen Page, in each case appearing on such Screen Page at the Relevant Time on the Interest Determination Date,

and as adjusted by the Spread (if any);

(B) if the Primary Source for the Floating Rate Notes is Reference Banks or if paragraph (b)(ii)(4)(A)(aa) applies and no Relevant Rate appears on the Screen Page at the Relevant Time on the Interest Determination Date or if paragraph (b)(ii)(4)(A)(bb) applies and fewer than two Relevant Rates appear on the Screen Page at the Relevant Time on the Interest Determination Date, subject as provided below, the Rate of

Interest shall be the rate per annum which the Agent Bank determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the Relevant Rates that each of the Reference Banks is quoting to leading banks in the Relevant Financial Centre (as defined below) at the Relevant Time on the Interest Determination Date and as adjusted by the Spread (if any); and

(C) if paragraph (b)(ii)(3)(B) applies and the Agent Bank determines that fewer than two Reference Banks are so quoting Relevant Rates, the Rate of Interest shall be the Rate of Interest determined on the previous Interest Determination Date.

(iii) On the last day of each Interest Period, the Issuer will pay interest on each Floating Rate Note to which such Interest Period relates at the Rate of Interest for such Interest Period.

(iv) For the avoidance of doubt, in the event that the Rate of Interest as determined in accordance with the foregoing in relation to any Interest Period is less than zero, the Rate of Interest in relation to such Interest Period shall be equal to zero.

(c) Rate of Interest – Variable Rate Notes

(i) Each Variable Rate Note bears interest at a variable rate determined in accordance with the provisions of this paragraph (c). The interest payable in respect of a Variable Rate Note on the first day of an Interest Period relating to that Variable Rate Note is referred to in these Conditions as the "**Agreed Yield**" and the rate of interest payable in respect of a Variable Rate Note on the last day of an Interest Period relating to that Variable Rate Note is referred to in these Conditions as the "**Rate of Interest**".

(ii) The Agreed Yield or, as the case may be, the Rate of Interest payable from time to time in respect of each Variable Rate Note for each Interest Period shall, subject as referred to in paragraph (c)(iv) below, be determined as follows:

(1) not earlier than 9.00 a.m. (Singapore time) on the ninth business day nor later than 3.00 p.m. (Singapore time) on the third business day prior to the commencement of each Interest Period, the Issuer and the Relevant Dealer (as defined below) shall endeavour to agree on the following:

(A) whether interest in respect of such Variable Rate Note is to be paid on the first day or the last day of such Interest Period;

(B) if interest in respect of such Variable Rate Note is agreed between the Issuer and the Relevant Dealer to be paid on the first day of such Interest Period, an Agreed Yield in respect of such Variable Rate Note for such Interest Period (and, in the event of the Issuer and the Relevant Dealer so agreeing on such Agreed Yield, the Interest Amount (as defined below) for such Variable Rate Note for such Interest Period shall be zero); and

(C) if interest in respect of such Variable Rate Note is agreed between the Issuer and the Relevant Dealer to be paid on the last day of such Interest Period, a Rate of Interest in respect of such Variable Rate Note for such Interest Period (an "**Agreed Rate**") and, in the event of the Issuer and the Relevant Dealer so agreeing on an Agreed Rate, such Agreed Rate shall be the Rate of Interest for such Variable Rate Note for such Interest Period; and

(2) if the Issuer and the Relevant Dealer shall not have agreed either an Agreed Yield or an Agreed Rate in respect of such Variable Rate Note for such Interest Period by 3.00 p.m. (Singapore time) on the third business day prior to the commencement of such Interest Period, or if there shall be no Relevant Dealer during the period for agreement referred to in (1) above, the Rate of Interest for such Variable Rate Note for such Interest Period shall automatically be the rate per annum equal to the Fall Back Rate (as defined below) for such Interest Period.

(iii) The Issuer has undertaken to the Issuing and Paying Agent and the Agent Bank that it will as soon as possible after the Agreed Yield or, as the case may be, the Agreed Rate in respect of any Variable Rate Note is determined, but not later than 10.30 a.m. (Singapore time) on the next following business day:

(1) notify or cause the Relevant Dealer to notify the Issuing and Paying Agent and the Agent Bank of the Agreed Yield or, as the case may be, the Agreed Rate for such Variable Rate Note for such Interest Period; and

(2) cause such Agreed Yield or, as the case may be, Agreed Rate for such Variable Rate Note to be notified by the Issuing and Paying Agent to the relevant Noteholder at its request.

(iv) For the purposes of sub-paragraph (ii) above, the Rate of Interest for each Interest Period for which there is neither an Agreed Yield nor Agreed Rate in respect of any Variable Rate Note or no Relevant Dealer in respect of the Variable Rate Note(s) shall be the rate (the "**Fall Back Rate**") determined by reference to a Benchmark as stated on the face of such Variable Rate Note(s), being (in the case of Variable Rate Notes which are denominated in Singapore dollars) SIBOR (in which case such Variable Rate Note(s) will be SIBOR Note(s)) or Swap Rate (in which case such Variable Rate Note(s) will be Swap Rate Note(s)) or (in any other case or in the case of Variable Rate Notes which are denominated in a currency other than Singapore dollars) such other Benchmark as is set out on the face of such Variable Rate Note(s).

Such rate may be adjusted by adding or subtracting the Spread (if any) stated on the face of such Variable Rate Note. The "Spread" is the percentage rate per annum specified on the face of such Variable Rate Note as being applicable to the rate of interest for such Variable Rate Note. The rate of interest so calculated shall be subject to Condition 5(V)(a) below.

The Fall Back Rate payable from time to time in respect of each Variable Rate Note will be determined by the Agent Bank in accordance with the provisions of Condition 5(II)(b)(ii) above (*mutatis mutandis*) and references therein to "**Rate of Interest**" shall mean "**Fall Back Rate**".

(v) If interest is payable in respect of a Variable Rate Note on the first day of an Interest Period relating to such Variable Rate Note, the Issuer will pay the Agreed Yield applicable to such Variable Rate Note for such Interest Period on the first day of such Interest Period. If interest is payable in respect of a Variable Rate Note on the last day of an Interest Period relating to such Variable Rate Note, the Issuer will pay the Interest Amount for such Variable Rate Note for such Interest Period on the last day of such Interest Period.

(vi) For the avoidance of doubt, in the event that the Rate of Interest as determined in accordance with the foregoing in relation to any Interest Period is less than zero, the Rate of Interest in relation to such Interest Period shall be equal to zero.

(d) Minimum Rate of Interest

If the applicable Pricing Supplement specifies a Minimum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with Condition 5(II)(b) or Condition 5(II)(c) above is less than such Minimum Rate of Interest, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest.

(e) Definitions

As used in these Conditions:

"**Benchmark**" means the rate specified as such in the applicable Pricing Supplement;

"**business day**" means, in respect of each Note, (i) a day (other than a Saturday or Sunday) on which Euroclear, Clearstream, Luxembourg and the Depository, as applicable, are operating, (ii) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in the country of the Issuing and Paying Agent's specified office and (iii) (if a payment is to be made on that day) (1) (in the case of Notes denominated in Singapore dollars) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in Singapore, (2) (in the case of Notes denominated in Euros) a day (other than a Saturday or Sunday) on which the TARGET System is open for settlement in Euros and (3) (in the case of Notes denominated in a currency other than Singapore dollars and Euros) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in Singapore and the principal financial centre for that currency;

"**Calculation Amount**" means the amount specified as such on the face of any Note, or if no such amount is so specified, the Denomination Amount of such Note as shown on the face thereof;

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest in accordance with this Condition 5:

(i) if "Actual/Actual" is specified in the applicable Pricing Supplement, the actual number of days in (in the case of Fixed Rate Notes or Hybrid Notes during the Fixed Rate Period) the Fixed Rate Interest Period or (in the case of Floating Rate Notes, Variable Rate Notes or Hybrid Notes during the Floating Rate Period) the Interest Period divided by 365 (or, if any portion of that Fixed Rate Interest Period or, as the case may be, Interest Period falls in a leap year, the sum of (1) the actual number of days in that portion of the Fixed Rate Interest Period or, as the case may be, Interest Period falling in a leap year divided by 366 and (2) the actual number of days in that portion of the Fixed Rate Interest Period or, as the case may be, Interest Period falling in a non-leap year divided by 365);

(ii) if "Actual/360" is specified in the applicable Pricing Supplement, the actual number of days in (in the case of Fixed Rate Notes or Hybrid Notes during the Fixed Rate Period) the Fixed Rate Interest Period or (in the case of Floating Rate Notes, Variable Rate Notes or Hybrid Notes during the Floating Rate Period) the Interest Period in respect of which payment is being made divided by 360;

(iii) if “Actual/365 (Fixed)” is specified in the applicable Pricing Supplement, the actual number of days in (in the case of Fixed Rate Notes or Hybrid Notes during the Fixed Rate Period) the Fixed Rate Interest Period or (in the case of Floating Rate Notes, Variable Rate Notes or Hybrid Notes during the Floating Rate Period) the Interest Period in respect of which payment is being made divided by 365; and

(iv) if “30/360” is specified in the applicable Pricing Supplement, the number of days in (in the case of Fixed Rate Notes or Hybrid Notes during the Fixed Rate Period) the Fixed Rate Interest Period or (in the case of Floating Rate Notes, Variable Rate Notes or Hybrid Notes during the Floating Rate Period) the Interest Period divided by 30, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

“**Y1**” is the year, expressed as a number, in which the first day of the Fixed Rate Interest Period or, as the case may be, the Interest Period falls;

“**Y2**” is the year, expressed as a number, in which the day immediately following the last day included in the Fixed Rate Interest Period or, as the case may be, the Interest Period falls;

“**M1**” is the calendar month, expressed as a number, in which the first day of the Fixed Rate Interest Period or, as the case may be, the Interest Period falls;

“**M2**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Fixed Rate Interest Period or, as the case may be, the Interest Period falls;

“**D1**” is the first calendar day, expressed as a number, of the Fixed Rate Interest Period or, as the case may be, the Interest Period, unless such number would be 31, in which case D1 will be 30; and

“**D2**” is the calendar day, expressed as a number, immediately following the last day included in the Fixed Rate Interest Period or, as the case may be, the Interest Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

“**Euro**” means the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time;

“**Interest Commencement Date**” means the Issue Date or such other date as may be specified as the Interest Commencement Date on the face of the relevant Note;

“**Interest Determination Date**” means, in respect of any Interest Period, the date falling that number of business days prior thereto as is set out in the applicable Pricing Supplement or on the face of the relevant Note;

“**Primary Source**” means the Screen Page specified as such in the applicable Pricing Supplement and (in the case of any Screen Page provided by any information service other than the Reuters Monitor Money Rates Service (“**Reuters**”)) agreed to by the Agent Bank;

"**Reference Banks**" means the institutions specified as such hereon or, if none, three major banks selected by the Agent Bank in the interbank market that is most closely connected with the Benchmark;

"**Relevant Currency**" means the currency in which the Notes are denominated;

"**Relevant Dealer**" means, in respect of any Variable Rate Note, the Dealer party to the Programme Agreement referred to in the Agency Agreement with whom the Issuer has concluded or is negotiating an agreement for the issue of such Variable Rate Note pursuant to the Programme Agreement;

"**Relevant Financial Centre**" means, in the case of interest to be determined on an Interest Determination Date with respect to any Floating Rate Note or Variable Rate Note, the financial centre with which the relevant Benchmark is most closely connected or, if none is so connected, Singapore;

"**Relevant Rate**" means the Benchmark for a Calculation Amount of the Relevant Currency for a period (if applicable or appropriate to the Benchmark) equal to the relevant Interest Period;

"**Relevant Time**" means, with respect to any Interest Determination Date, the local time in the Relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the Relevant Currency in the interbank market in the Relevant Financial Centre;

"**Screen Page**" means such page, section, caption, column or other part of a particular information service (including, but not limited to Reuters) as may be specified hereon for the purpose of providing the Benchmark, or such other page, section, caption, column or other part as may replace it on that information service or on such other information service, in each case as may be nominated by the person or organisation providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Benchmark; and

"**TARGET System**" means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET 2) System which was launched on 19 November 2007 or any successor thereto.

(III) Interest on Hybrid Notes

(a) Interest Rate and Accrual

Each Hybrid Note bears interest on its outstanding principal amount from the Interest Commencement Date in respect thereof and as shown on the face of such Note.

(b) Fixed Rate Period

(i) In respect of the Fixed Rate Period shown on the face of such Note, each Hybrid Note bears interest on its outstanding principal amount from the first day of the Fixed Rate Period at the rate per annum (expressed as a percentage) equal to the Interest Rate shown on the face of such Note payable in arrear on each Interest Payment Date or Interest Payment Dates shown on the face of the Note in each year and on the last day of the Fixed Rate Period if that date does not fall on an Interest Payment Date.

(ii) The first payment of interest will be made on the Interest Payment Date next following the first day of the Fixed Rate Period (and if the first day of the Fixed Rate Period is not an Interest Payment Date, will amount to the Initial Broken Amount shown on the face of such Note), unless the last day of the Fixed Rate Period falls before the date on which the first payment of interest would otherwise be due. If the last day of the Fixed Rate Period is not an Interest Payment Date, interest from the preceding Interest Payment Date (or from the first day of the Fixed Rate Period, as the case may be) to the last day of the Fixed Rate Period will amount to the Final Broken Amount shown on the face of the Note.

(iii) Where the due date of redemption of any Hybrid Note falls within the Fixed Rate Period, interest will cease to accrue on the Note from the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of principal (or Redemption Amount, as the case may be) is improperly withheld or refused, in which event interest at such rate will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 5(III) and the Agency Agreement to the Relevant Date.

(iv) In the case of a Hybrid Note, interest in respect of a period of less than one year will be calculated on the Day Count Fraction shown on the face of the Note during the Fixed Rate Period.

(c) Floating Rate Period

(i) In respect of the Floating Rate Period shown on the face of such Note, each Hybrid Note bears interest on its outstanding principal amount from the first day of the Floating Rate Period, and such interest will be payable in arrear on each interest payment date ("**Interest Payment Date**"). Such Interest Payment Dates is/are either shown hereon as Specified Interest Payment Dates or, if no Specified Interest Payment Date(s) is/are shown hereon, Interest Payment Date shall mean each date which (save as mentioned in these Conditions) falls the number of months specified as the Interest Period on the face of the Note (the "**Specified Number of Months**") after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the first day of the Floating Rate Period (and which corresponds numerically with such preceding Interest Payment Date or the first day of the Floating Rate Period, as the case may be). If any Interest Payment Date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a business day, then if the Business Day Convention specified is (1) the Floating Rate Business Day Convention, such date shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month, in which event (i) such date shall be brought forward to the immediately preceding business day and (ii) each subsequent such date shall be the last business day of the month in which such date would have fallen had it not been subject to adjustment, (2) the Following Business Day Convention, such date shall be postponed to the next day that is a business day, (3) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a business day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day, or (4) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding business day.

(ii) The period beginning on (and including) the first day of the Floating Rate Period and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date is herein called an "**Interest Period**".

(iii) Where the due date of redemption of any Hybrid Note falls within the Floating Rate Period, interest will cease to accrue on the Note from the due date for redemption thereof unless, upon due presentation thereof, payment of principal (or Redemption Amount, as the case may be) is improperly withheld or refused, in which event interest will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 5(III) and the Agency Agreement to the Relevant Date.

(iv) The provisions of Condition 5(II)(b) shall apply to each Hybrid Note during the Floating Rate Period as though references therein to Floating Rate Notes are references to Hybrid Notes.

(IV) Zero Coupon Notes

Where a Note the Interest Basis of which is specified to be Zero Coupon is repayable prior to the Maturity Date and is not paid when due, the amount due and payable prior to the Maturity Date shall be the Early Redemption Amount (as defined in Condition 6(i)) of such Note (determined in accordance with Condition 6(i)). As from the Maturity Date, the rate of interest for any overdue principal of such a Note shall be a rate per annum (expressed as a percentage) equal to the Amortisation Yield (as determined in accordance with Condition 6(i)).

(V) Calculations

(a) Determination of Rate of Interest and Calculation of Interest Amounts

The Agent Bank will, as soon as practicable after the Relevant Time on each Interest Determination Date, determine the Rate of Interest and calculate the amount of interest payable (the "**Interest Amounts**") in respect of each Calculation Amount of the relevant Floating Rate Notes, Variable Rate Notes or (where applicable) Hybrid Notes for the relevant Interest Period. The amount of interest payable per Calculation Amount in respect of any Floating Rate Note, Variable Rate Note or (where applicable) Hybrid Note shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount, by the Day Count Fraction shown on the Note and rounding the resultant figure to the nearest sub-unit of the Relevant Currency. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Agent Bank shall (in the absence of manifest or proven error) be final and binding upon all parties.

(b) Notification

The Agent Bank will cause the Rate of Interest and the Interest Amounts for each Interest Period and the relevant Interest Payment Date to be notified to the Issuing and Paying Agent, the Trustee, the Registrar, the other Paying Agents (if any) and the Issuer as soon as possible after their determination but in no event later than the fourth business day thereafter. In the case of Floating Rate Notes, if so required by the Issuer, the Agent Bank will also cause the Rate of Interest and the Interest Amounts for each Interest Period and the relevant Interest Payment Date to be notified to Noteholders in accordance with Condition 16 as soon as possible after their determination. The Interest Amounts and the Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period by reason of any Interest Payment Date not being a business day. If the Floating Rate Notes, Variable Rate Notes or, as the case may be, Hybrid Notes become due and payable under Condition 10, the Rate of Interest and Interest Amounts payable in respect of the

Floating Rate Notes, Variable Rate Notes or, as the case may be, Hybrid Notes shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Interest and Interest Amounts need to be made unless the Trustee requires otherwise.

(c) Determination or Calculation by the Trustee

If the Agent Bank does not at any material time determine or calculate the Rate of Interest for an Interest Period or any Interest Amount, the Trustee shall do so. In doing so, the Trustee shall apply the foregoing provisions of this Condition, with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects, it shall do so in such manner as it shall deem fair and reasonable in all the circumstances.

(d) Agent Bank and Reference Banks

The Issuer will procure that, so long as any Floating Rate Note, Variable Rate Note or Hybrid Note remains outstanding, there shall at all times be three Reference Banks (or such other number as may be required) and, so long as any Floating Rate Note, Variable Rate Note, Hybrid Note or Zero Coupon Note remains outstanding, there shall at all times be an Agent Bank. If any Reference Bank (acting through its relevant office) is unable or unwilling to continue to act as a Reference Bank or the Agent Bank is unable or unwilling to act as such or if the Agent Bank fails duly to establish the Rate of Interest for any Interest Period or to calculate the Interest Amounts, the Issuer will appoint another bank with an office in the Relevant Financial Centre to act as such in its place. The Agent Bank may not resign from its duties without a successor having been appointed as aforesaid.

6. Redemption and Purchase

(a) Final Redemption

Unless previously redeemed or purchased and cancelled as provided below, this Note will be redeemed at its Redemption Amount on the Maturity Date shown on its face (if this Note is shown on its face to be a Fixed Rate Note, Hybrid Note (during the Fixed Rate Period) or Zero Coupon Note) or on the Interest Payment Date falling in the Redemption Month shown on its face (if this Note is shown on its face to be a Floating Rate Note, Variable Rate Note or Hybrid Note (during the Floating Rate Period)).

(b) Purchase at the Option of Issuer

If so provided hereon, the Issuer shall have the option to purchase all or any of the Fixed Rate Notes, Floating Rate Notes, Variable Rate Notes or Hybrid Notes at their Redemption Amount on any date on which interest is due to be paid on such Notes and the Noteholders shall be bound to sell such Notes to the Issuer accordingly. To exercise such option, the Issuer shall give irrevocable notice to the Noteholders within the Issuer's Purchase Option Period shown on the face hereof. Such Notes may be held, resold or surrendered to the Issuing and Paying Agent or, as the case may be, the Registrar for cancellation. The Notes so purchased, while held by or on behalf of the Issuer, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

In the case of a purchase of some only of the Notes, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes or, in the case of Registered Notes, shall specify the principal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be purchased, which shall have been drawn by or on behalf of the Issuer in such place and in such manner as may be agreed between the Issuer and the Trustee, subject to compliance with any applicable laws. So long as the Notes are listed on any Stock Exchange (as defined in the Trust Deed), the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any notice of purchase of such Notes.

(c) Purchase at the Option of Noteholders

(i) Each Noteholder shall have the option to have all or any of his Variable Rate Notes purchased by the Issuer at their Redemption Amount on any Interest Payment Date and the Issuer will purchase such Variable Rate Notes accordingly. To exercise such option, a Noteholder shall deposit (in the case of Bearer Notes) such Variable Rate Notes to be purchased (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent or any other Paying Agent at its specified office or (in the case of Registered Notes) the Certificate representing such Variable Rate Note(s) to be purchased with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice in the form obtainable from the Issuing and Paying Agent, any Paying Agent, the Registrar or any Transfer Agent (as applicable) within the Noteholders' VRN Purchase Option Period shown on the face of such Note. Any Variable Rate Notes or Certificates representing such Variable Rate Notes so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer. Such Variable Rate Notes may be held, resold or surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Variable Rate Note (together with all unmatured Coupons and unexchanged Talons) to the Issuing and Paying Agent and, in the case of Registered Notes, by surrendering the Certificate representing such Variable Rate Notes to the Registrar. The Variable Rate Notes so purchased, while held by or on behalf of the Issuer, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

(ii) If so provided hereon, each Noteholder shall have the option to have all or any of his Fixed Rate Notes, Floating Rate Notes or Hybrid Notes purchased by the Issuer at their Redemption Amount on any date on which interest is due to be paid on such Notes and the Issuer will purchase such Notes accordingly. To exercise such option, a Noteholder shall deposit (in the case of Bearer Notes) such Note to be purchased (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent or any other paying agent at its specified office or (in the case of Registered Notes) the Certificate representing such Note(s) to be purchased with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice in the form obtainable from the Issuing and Paying Agent, any paying agent, the Registrar or any Transfer Agent (as applicable) within the Noteholders' Purchase Option Period shown on the face hereof. Any Notes or Certificates so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer. Such Notes may be held, resold or surrendered for cancellation, in the case of Bearer Notes, by surrendering such Note (together with all unmatured Coupons and unexchanged Talons) to the Issuing and Paying Agent and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar. The Notes so purchased, while held by or on behalf of the Issuer, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

(d) Redemption at the Option of the Issuer

If so provided hereon, the Issuer may, on giving irrevocable notice to the Noteholders falling within the Issuer's Redemption Option Period shown on the face hereof, redeem all or, if so provided, some of the Notes at their Redemption Amount or integral multiples thereof and on the date or dates so provided. Any such redemption of Notes shall be at their Redemption Amount, together with interest accrued to (but excluding) the date fixed for redemption.

All Notes in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition.

In the case of a partial redemption of the Notes, the notice to Noteholders shall also contain the certificate numbers of the Bearer Notes or, in the case of Registered Notes, shall specify the principal amount of Registered Notes drawn and the holder(s) of such Registered Notes, to be redeemed, which shall have been drawn by or on behalf of the Issuer in such place and in such manner as may be agreed between the Issuer and the Trustee, subject to compliance with any applicable laws. So long as the Notes are listed on any Stock Exchange, the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any notice of redemption of such Notes.

(e) Redemption at the Option of Noteholders

If so provided hereon, the Issuer shall, at the option of the holder of any Note, redeem such Note on the date or dates so provided at its Redemption Amount, together with interest accrued to (but excluding) the date fixed for redemption. To exercise such option, the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent or any other paying agent at its specified office or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice ("**Exercise Notice**") in the form obtainable from the Issuing and Paying Agent, any other paying agent, the Registrar or any Transfer Agent (as applicable) within the Noteholders' Redemption Option Period shown on the face hereof. Any Note or Certificate so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

(f) Redemption for Taxation Reasons

If so provided hereon, the Notes may be redeemed at the option of the Issuer in whole, but not in part, on any Interest Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), at their Redemption Amount or (in the case of Zero Coupon Notes) Early Redemption Amount (together with interest accrued to (but excluding) the date fixed for redemption), if (i) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 8, or increase the payment of such additional amounts, as a result of any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws, regulations, rulings or other administrative pronouncements, which change or amendment is made public on or after the Issue Date or any other date specified in the Pricing Supplement, and (ii) such obligations cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Issuing and Paying Agent a certificate signed by a duly authorised officer of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal, tax or any other professional advisers of recognised standing to the effect that the Issuer has or is likely to become obliged to pay such additional amounts as a result of such change or amendment.

(g) Redemption upon Cessation or Suspension of Trading of Shares

In the event that:

(i) the shares of the Issuer cease to be traded on both the SGX-ST (as defined in the Trust Deed) and the SEHK (as defined in the Trust Deed); or

(ii) trading in the shares of the Issuer on the SGX-ST or the SEHK is suspended for a continuous period of more than ten market days (other than any suspension occurring prior to the voluntary delisting (which does not involve any insolvency, merger, takeover, amalgamation or change in control) by the Issuer of its shares on the SGX-ST or, as the case may be, the SEHK),

the Issuer shall, at the option of the holder of any Note, redeem such Note at its Redemption Amount together with interest accrued to (but excluding) the date fixed for redemption on any date on which interest is due to be paid on such Notes or, if earlier, the date falling 30 days after the Effective Date. The Issuer shall within seven days after the Effective Date, give notice to the Trustee, the Issuing and Paying Agent and the Noteholders of the occurrence of the event specified in this paragraph (g) (provided that any failure by the Issuer to give such notice shall not prejudice any Noteholder of such option). To exercise such option, the holder must deposit (in the case of Bearer Notes) such Note (together with all unmatured Coupons and unexchanged Talons) with the Issuing and Paying Agent or any other paying agent at its specified office or (in the case of Registered Notes) the Certificate representing such Note(s) with the Registrar or any Transfer Agent at its specified office, together with a duly completed option exercise notice in the form obtainable from the Issuing and Paying Agent, any other paying agent, the Registrar or any Transfer Agent (as applicable) not later than 21 days after the Effective Date. Any Note or Certificate so deposited may not be withdrawn (except as provided in the Agency Agreement) without the prior consent of the Issuer.

In this Condition 6(g):

(1) "**Effective Date**" means (where the shares of the Issuer cease to be traded on the SGX-ST and the SEHK) the date of cessation of trading (or, if the dates of such cessation are not the same, the later of the two dates) or (where trading in the shares of the Issuer on the SGX-ST or the SEHK is suspended for a continuous period of more than ten market days (other than any suspension occurring prior to the voluntary delisting (which does not involve any insolvency, merger, takeover, amalgamation or change in control) by the Issuer of its shares on the SGX-ST or, as the case may be, the SEHK)) the business day immediately following the expiry of such continuous period of ten market days; and

(2) "**market day**" means a day on which the SGX-ST or, as the case may be, the SEHK is open for trading in securities.

(h) Purchases

The Issuer or any of its related corporations may at any time purchase Notes at any price (provided that they are purchased together with all unmatured Coupons and unexchanged Talons relating to them) in the open market or otherwise, provided that in any such case such purchase or purchases is in compliance with all relevant laws, regulations and directives. The Notes so purchased, while held by or on behalf of the Issuer and/or any of its related corporations shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Conditions 10, 11 and 12.

Notes purchased by the Issuer or any of its related corporations may be surrendered by the purchaser through the Issuer to, in the case of Bearer Notes, the Issuing and Paying Agent and, in the case of Registered Notes, the Registrar for cancellation or may at the option of the Issuer or relevant related corporation be held or resold.

For the purposes of these Conditions, "**directive**" includes any present or future directive, regulation, request, requirement, rule or credit restraint programme of any relevant agency, authority, central bank department, government, legislative, minister, ministry, official public or statutory corporation, self-regulating organisation, or stock exchange.

(i) Early Redemption of Zero Coupon Notes

(i) The Early Redemption Amount payable in respect of any Zero Coupon Note, the Early Redemption Amount of which is not linked to an index and/or formula, upon redemption of such Note pursuant to Condition 6(f) or upon it becoming due and payable as provided in Condition 10, shall be the Amortised Face Amount (calculated as provided below) of such Note unless otherwise specified hereon.

(ii) Subject to the provisions of sub-paragraph (iii) below, the Amortised Face Amount of any such Note shall be the scheduled Redemption Amount of such Note on the Maturity Date discounted at a rate per annum (expressed as a percentage) equal to the Amortisation Yield (which, if none is shown hereon, shall be such rate as would produce an Amortised Face Amount equal to the issue price of the Notes if they were discounted back to their issue price on the Issue Date) compounded annually.

(iii) If the Early Redemption Amount payable in respect of any such Note upon its redemption pursuant to Condition 6(f) or upon it becoming due and payable as provided in Condition 10 is not paid when due, the Early Redemption Amount due and payable in respect of such Note shall be the Amortised Face Amount of such Note as defined in sub-paragraph (ii) above, except that such sub-paragraph shall have effect as though the date on which the Note becomes due and payable were the Relevant Date. The calculation of the Amortised Face Amount in accordance with this sub-paragraph will continue to be made (as well after as before judgment) until the Relevant Date, unless the Relevant Date falls on or after the Maturity Date, in which case the amount due and payable shall be the scheduled Redemption Amount of such Note on the Maturity Date together with any interest which may accrue in accordance with Condition 5(IV).

Where such calculation is to be made for a period of less than one year, it shall be made on the basis of the Day Count Fraction shown hereon.

(j) Cancellation

All Notes purchased by or on behalf of the Issuer or any of its related corporations may be surrendered for cancellation, in the case of Bearer Notes, by surrendering each such Note together with all unmatured Coupons and unexchanged Talons to the Issuing and Paying Agent at its specified office and, in the case of Registered Notes, by surrendering the Certificate representing such Notes to the Registrar and, in each case if so surrendered, shall, together with all Notes redeemed by the Issuer, be cancelled forthwith (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Notes or Certificates so surrendered for cancellation may not be reissued or resold.

7. Payments

(a) Principal and Interest in respect of Bearer Notes

Payments of principal and interest (which shall include the Redemption Amount and the Early Redemption Amount) in respect of Bearer Notes will, subject as mentioned below, be made against presentation and surrender of the relevant Notes or Coupons, as the case may be, at the specified office of the Issuing and Paying Agent by a cheque drawn in the currency in which payment is due on, or, at the option of the holders, by transfer to an account maintained by the payee in that currency with, a bank in the principal financial centre for that currency.

(b) Principal and Interest in respect of Registered Notes

(i) Payments of principal in respect of Registered Notes will, subject as mentioned below, be made against presentation and surrender of the relevant Certificates at the specified office of the Registrar or any of the other Transfer Agents and in the manner provided in Condition 7(b)(ii).

(ii) Interest on Registered Notes shall be paid to the person shown on the Register as the holder thereof at the close of business on the fifteenth day before the due date for payment thereof (the "**Record Date**"). Payments of interest on each Registered Note shall be made by a cheque drawn in the currency in which payment is due and mailed to the holder (or to the first named of joint holders) of such Note at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of interest may be made by transfer to an account maintained by the holder in that currency with a bank in the principal financial centre for that currency.

(c) Payments subject to law etc.

All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 8. No commission or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

(d) Appointment of Agents

The Issuing and Paying Agent, the Agent Bank, the Transfer Agent and the Registrar initially appointed by the Issuer and their respective specified offices are listed below. The Issuer reserves the right at any time to vary or terminate the appointment of the Issuing and Paying Agent, any other Paying Agent, the Agent Bank, any Transfer Agent and the Registrar and to appoint additional or other Issuing and Paying Agents, Paying Agents, Agent Banks, Transfer Agents and Registrars, provided that it will at all times maintain (i) an Issuing and Paying Agent having a specified office in Singapore, (ii) an Agent Bank having a specified office in Singapore, (iii) a Transfer Agent in relation to Registered Notes having a specified office in Singapore and (iv) a Registrar in relation to Registered Notes having a specified office in Singapore.

Notice of any such change or any change of any specified office will promptly be given to the Noteholders in accordance with Condition 16.

The Agency Agreement may be amended by the Issuer, the Issuing and Paying Agent, the Agent Bank, the Transfer Agent, the Registrar and the Trustee, without the consent of any holder, for the purpose of curing any ambiguity or of curing, correcting or supplementing any defective provision contained therein or in any manner which the Issuer, the Issuing and Paying Agent, the Agent Bank, the Transfer Agent, the Registrar and the Trustee may mutually deem necessary or desirable and which does not, in the reasonable opinion of the Issuer, the Issuing and Paying Agent, the Agent Bank, the Transfer Agent, the Registrar and the Trustee, adversely affect the interests of the holders.

(e) Unmatured Coupons and Unexchanged Talons

(i) Bearer Notes which comprise Fixed Rate Notes and Hybrid Notes should be surrendered for payment together with all unmatured Coupons (if any) relating to such Notes (and, in the case of Hybrid Notes, relating to interest payable during the Fixed Rate Period), failing which an amount equal to the face value of each missing unmatured Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmatured Coupon which the sum of principal so paid bears to the total principal due) will be deducted from the Redemption Amount due for payment. Any amount so deducted will be paid in the manner mentioned above against surrender of such missing Coupon within a period of three years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 9).

(ii) Subject to the provisions of the relevant Pricing Supplement upon the due date for redemption of any Bearer Notes comprising a Floating Rate Note, Variable Rate Note or Hybrid Note, unmatured Coupons relating to such Note (and, in the case of Hybrid Notes, relating to interest payable during the Floating Rate Period) (whether or not attached) shall become void and no payment shall be made in respect of them.

(iii) Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.

(iv) Where any Bearer Note comprising a Floating Rate Note, Variable Rate Note or Hybrid Note is presented for redemption without all unmatured Coupons, and where any Bearer Note is presented for redemption without any unexchanged Talon relating to it (and, in the case of Hybrid Notes, relating to interest payable during the Floating Rate Period), redemption shall be made only against the provision of such indemnity as the Issuer may require.

(v) If the due date for redemption or repayment of any Note is not a due date for payment of interest, interest accrued from the preceding due date for payment of interest or the Interest Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Note or Certificate.

(f) Talons

On or after the Interest Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Note, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent on any business day in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 9).

(g) Non-business days

Subject as provided in the relevant Pricing Supplement or subject as otherwise provided in these Conditions, if any date for the payment in respect of any Note or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day and shall not be entitled to any further interest or other payment in respect of any such delay.

(h) Default Interest

If on or after the due date for payment of any sum in respect of the Notes, payment of all or any part of such sum is not made against due presentation of the Notes (in the case of Bearer Notes) or the Certificates representing the Notes or, as the case may be, the Coupons, the Issuer shall pay interest on the amount so unpaid from such due date up to the day of actual receipt by the relevant Noteholders or, as the case may be, Couponholders (as well after as before judgment) at a rate per annum determined by the Issuing and Paying Agent to be equal to two per cent. per annum above (in the case of a Fixed Rate Note or a Hybrid Note during the Fixed Rate Period) the Interest Rate applicable to such Note, (in the case of a Floating Rate Note or a Hybrid Note during the Floating Rate Period) the Rate of Interest applicable to such Note or (in the case of a Variable Rate Note) the variable rate by which the Agreed Yield applicable to such Note is determined or, as the case may be, the Rate of Interest applicable to such Note, or in the case of a Zero Coupon Note, as provided for in the relevant Pricing Supplement. So long as the default continues then such rate shall be re-calculated on the same basis at intervals of such duration as the Issuing and Paying Agent may select, save that the amount of unpaid interest at the above rate accruing during the preceding such period shall be added to the amount in respect of which the Issuer is in default and itself bear interest accordingly. Interest at the rate(s) determined in accordance with this paragraph shall be calculated on the Day Count Fraction specified hereon and the actual number of days elapsed, shall accrue on a daily basis and shall be immediately due and payable by the Issuer.

8. Taxation

All payments in respect of the Notes and the Coupons by the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the Noteholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, except that no such additional amounts shall be payable in respect of any Note or Coupon presented (or in respect of which the Certificate representing it is presented) for payment:

(a) by or on behalf of a holder who is subject to such taxes, duties, assessments or governmental charges by reason of his being connected with Singapore otherwise than by reason only of the holding of such Note or Coupon or the receipt of any sums due in respect of such Note or Coupon (including, without limitation, the holder being a resident of, or a permanent establishment in, Singapore); or

(b) more than 30 days after the Relevant Date except to the extent that the holder thereof would have been entitled to such additional amounts on presenting the same for payment on the last day of such period of 30 days.

As used in these Conditions, "**Relevant Date**" in respect of any Note or Coupon means the date on which payment in respect thereof first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date falling seven days after that on which notice is duly given to the Noteholders in accordance with Condition 16 that, upon further presentation of the Note (or relevant Certificate) or Coupon being made in accordance with the Conditions, such payment will be made, provided that payment is in fact made upon presentation, and references to "**principal**" shall be deemed to include any premium payable in respect of the Notes, all Redemption Amounts, Early Redemption Amounts and all other amounts in the nature of principal payable pursuant to Condition 6, "**interest**" shall be deemed to include all Interest Amounts and all other amounts payable pursuant to Condition 5 and any reference to "**principal**" and/or "**premium**" and/or "**Redemption Amounts**" and/or "**interest**" and/or "**Early Redemption Amounts**" shall be deemed to include any additional amounts which may be payable under these Conditions.

9. Prescription

Claims against the Issuer for payment in respect of the Notes and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within three years from the appropriate Relevant Date for payment.

10. Events of Default

If any of the following events ("**Events of Default**") occurs the Trustee at its discretion may, and if so requested in writing by holders of at least 25 per cent. in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution shall, give notice to the Issuer that the Notes are immediately repayable, whereupon the Redemption Amount of such Notes or (in the case of Zero Coupon Notes) the Early Redemption Amount of such Notes together with accrued interest to the date of payment shall become immediately due and payable:

(a) the Issuer does not pay (i) any principal payable by it under any of the Notes at the place at and in the currency in which it is expressed to be payable when due or (ii) any interest or any other sum (other than principal) payable by it under any of the Notes at the place at and in the currency in which it is expressed to be payable when due and such default continues for three business days after the due date;

(b) the Issuer does not perform or comply with any one or more of its obligations (other than the payment obligation of the Issuer referred to in paragraph (a)) under any of the Issue Documents (as defined in the Trust Deed) or any of the Notes and, if that default is capable of remedy, it is not remedied within 30 days of the earlier of (i) the Trustee giving written notice of the failure to perform or comply to the Issuer and (ii) the Issuer becoming aware of the failure to perform or comply;

(c) any representation, warranty or statement by the Issuer in any of the Issue Documents or any of the Notes or in any document delivered under any of the Issue Documents or any of the Notes is not complied with in any respect or is or proves to have been incorrect in any respect when made or deemed repeated and, if the circumstances resulting in such non-compliance or incorrectness is capable of remedy, it is not remedied within 30 days of the earlier of (i) the Trustee giving written notice of such non-compliance or incorrectness to the Issuer and (ii) the Issuer becoming aware of such non-compliance or incorrectness;

(d) (i) any other indebtedness of the Issuer or any of its Principal Subsidiaries in respect of borrowed moneys is or is declared to be or is capable of being rendered due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like (however described) or is not paid when due or, as a result of any actual or potential default, event of default or the like (however described) any facility relating to any such indebtedness is or is declared to be or is capable of being cancelled or terminated before its normal expiry date or any person otherwise entitled to use any such facility is not so entitled; or

(ii) the Issuer or any of its Principal Subsidiaries fails to pay when properly called upon to do so any guarantee of indebtedness for borrowed moneys;

provided that no Event of Default shall occur under paragraph (d)(i) or (d)(ii) above if the aggregate amount of the indebtedness for borrowed moneys or guarantee of indebtedness for borrowed moneys falling within paragraphs (d)(i) and (d)(ii) above is less than S$5,000,000 (or its equivalent in any other currency or currencies);

(e) the Issuer or any of its Principal Subsidiaries is (or is, or could be, deemed by law or a court to be) insolvent or unable to pay its debts, stops, suspends or threatens to stop or suspend payment of all or any material part of (or of a particular type of) its indebtedness, begins negotiations or takes any other step with a view to the deferral, rescheduling or other readjustment of all or any material part of (or of a particular type of) its indebtedness (or of any part which it will or might otherwise be unable to pay when due), applies for a moratorium in respect of or affecting all or any material part of its property or indebtedness, proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors or a moratorium is agreed, effected or declared or otherwise arises in respect of or affecting all or any material part of (or of a particular type of) the indebtedness or property of the Issuer or any of its Principal Subsidiaries;

(f) a distress, attachment, execution or other legal process is levied, enforced or sued out on or against all or any material part of the property, assets or revenues of the Issuer or any of its Principal Subsidiaries and is not discharged or stayed within 30 days;

(g) any security on or over the whole or any material part of the property or assets of the Issuer or any of its Principal Subsidiaries becomes enforceable or any step is taken to enforce it (including the taking of possession or the appointment of a receiver, manager or other similar person);

(h) any step is taken by any person with a view to the winding-up of the Issuer or any of its Principal Subsidiaries or for the appointment of a liquidator (including a provisional liquidator), receiver, judicial manager, trustee, administrator, agent or similar officer of the Issuer or any of its Principal Subsidiaries or over the whole or any material part of the property or assets of the Issuer or any of its Principal Subsidiaries;

(i) the Issuer or any of its Principal Subsidiaries ceases or threatens to cease to carry on all or any part of its business or (otherwise than as permitted by, and in accordance with, the provisions of Clause 16.29 of the Trust Deed) disposes or threatens to dispose of the whole or any material part of its property or assets;

(j) any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or any part of the assets of the Issuer or any of its Principal Subsidiaries;

(k) any action, condition or thing (including the obtaining of any necessary consent) at any time required to be taken, fulfilled or done for any of the purposes stated in Clause 15.3 of the Trust Deed is not taken, fulfilled or done, or any such consent ceases to be in full force and effect without modification or any condition in or relating to any such consent is not complied with (unless that consent or condition is no longer required or applicable);

(l) it is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the Issue Documents or any of the Notes;

(m) any of the Issue Documents or any of the Notes ceases for any reason (or is claimed by the Issuer not) to be the legal and valid obligations of the Issuer, binding upon it in accordance with its terms;

(n) any litigation, arbitration or administrative proceeding (other than those which are of a frivolous or vexatious nature and discharged within 30 days of its commencement or those being contested in good faith by appropriate proceedings), against the Issuer or any of its Principal Subsidiaries is current or pending (i) to restrain the exercise of any of the rights and/or the performance or enforcement of or compliance with any of the obligations of the Issuer under any of the Issue Documents or any of the Notes or (ii) which has or is likely to have a material adverse effect on the Issuer;

(o) any event occurs which, under the law of any relevant jurisdiction, has an analogous or equivalent effect to any of the events mentioned in paragraph (e), (f), (g), (h) or (j); and

(p) the Issuer or any of its Principal Subsidiaries is declared by the Minister of Finance to be a declared company under the provisions of Part IX of the Companies Act, Chapter 50 of Singapore.

In these Conditions:

(1) "**Principal Subsidiary**" means, at any particular time, any subsidiary of the Issuer:

(A) whose total assets, as shown by the accounts of such subsidiary (consolidated in the case of a corporation which itself has subsidiaries), based upon which the latest audited consolidated accounts of the Group have been prepared, are at least 15 per cent. of the total assets of the Group as shown by such audited consolidated accounts; or

(B) whose profit before tax, as shown by the accounts of such subsidiary (consolidated in the case of a corporation which itself has subsidiaries), based upon which the latest audited consolidated accounts of the Group have been prepared, is at least 15 per cent. of the profit before tax of the Group as shown by such audited consolidated accounts,

provided that if any such subsidiary (the "**transferor**") shall at any time transfer the whole or any part of its business, undertaking or assets to another subsidiary or the Issuer (the "**transferee**") then:

(aa) if the whole of the business, undertaking and assets of the transferor shall be so transferred, the transferor shall thereupon cease to be a Principal Subsidiary and the transferee (unless it is the Issuer) shall thereupon become a Principal Subsidiary; and

(bb) if a part only of the business, undertaking and assets of the transferor shall be so transferred, the transferor shall remain a Principal Subsidiary and the transferee (unless it is the Issuer) shall thereupon become a Principal Subsidiary.

Any subsidiary which becomes a Principal Subsidiary by virtue of (aa) above or which remains or becomes a Principal Subsidiary by virtue of (bb) above shall continue to be a Principal Subsidiary until the date of issue of the first audited consolidated accounts of the Group prepared as at a date later than the date of the relevant transfer which show the total assets or, as the case may be, profit before tax as shown by the accounts of such subsidiary (consolidated in the case of a corporation which itself has subsidiaries), based upon which such audited consolidated accounts have been prepared, to be less than 15 per cent. of the total assets or, as the case may be, the profit before tax of the Group, as shown by such audited consolidated accounts. In the event of a dispute, a report by the Auditors (as defined in the Trust Deed), who shall also be responsible for producing any pro-forma accounts required for the above purposes, that in their opinion a subsidiary is or is not a Principal Subsidiary shall, in the absence of manifest error, be conclusive; and

(2) "**subsidiary**" has the meaning ascribed to it in Section 5 of the Companies Act, Chapter 50 of Singapore.

11. Enforcement of Rights

At any time after an Event of Default shall have occurred or after the Notes shall have become due and payable, the Trustee may, at its discretion and without further notice, institute such proceedings against the Issuer as it may think fit to enforce repayment of the Notes, together with accrued interest, and to enforce the provisions of the Issue Documents but it shall not be bound to take any such proceedings unless (a) it shall have been so directed by an Extraordinary Resolution of the Noteholders or so requested in writing by Noteholders holding not less than 25 per cent. in principal amount of the Notes outstanding and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction. No Noteholder or Couponholder shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound to do so, fails or neglects to do so within a reasonable period and such failure or neglect shall be continuing.

12. Meeting of Noteholders and Modifications

The Trust Deed contains provisions for convening meetings of Noteholders of a Series to consider any matter affecting their interests, including modification by Extraordinary Resolution of the Notes of such Series (including these Conditions insofar as the same may apply to such Notes) or any of the provisions of the Trust Deed.

The Trustee or the Issuer at any time may, and the Trustee upon the request in writing by Noteholders holding not less than one-tenth of the principal amount of the Notes of any Series for the time being outstanding and after being indemnified and/or secured and/or pre-funded to its satisfaction against all costs and expenses shall, convene a meeting of the Noteholders of that Series. An Extraordinary Resolution duly passed at any such meeting shall be binding on all the Noteholders of the relevant Series, whether present or not and on all relevant Couponholders, except that any Extraordinary Resolution proposed, *inter alia*, (a) to amend the dates of maturity or redemption of the Notes or any date for payment of interest or Interest Amounts on the Notes, (b) to reduce or cancel the principal amount of, or any premium payable on redemption of, the Notes, (c) to reduce the rate or rates of interest in respect of the Notes or to vary the method or basis of calculating the rate or rates of interest or the basis for calculating any Interest Amount in respect of the Notes, (d) to vary any method of, or basis for, calculating the Redemption Amount or the Early Redemption Amount including the method of calculating the Amortised Face Amount, (e) to vary the currency or currencies of payment or denomination of the Notes, (f) to take any steps that as specified hereon may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply or (g) to modify the provisions concerning the quorum required at any meeting of Noteholders or the majority required to pass the Extraordinary Resolution, will only be binding if passed at a meeting of the Noteholders of the relevant Series (or at any adjournment thereof) at which a special quorum (provided for in the Trust Deed) is present.

The Trustee may agree, without the consent of the Noteholders or Couponholders, to (i) any modification of any of the provisions of the Trust Deed which in the opinion of the Trustee is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of Singapore law or is required by Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system in which the Notes may be held and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed which is in the opinion of the Trustee not materially prejudicial to the interests of the Noteholders. Any such modification, authorisation or waiver shall be binding on the Noteholders and the Couponholders and, if the Trustee so requires, such modification shall be notified to the Noteholders as soon as practicable.

In connection with the exercise of its functions (including but not limited to those in relation to any proposed modification, waiver, authorisation or substitution) the Trustee shall have regard to the interests of the Noteholders as a class and shall not have regard to the consequences of such exercise for individual Noteholders or Couponholders.

These Conditions may be amended, modified, or varied in relation to any Series of Notes by the terms of the relevant Pricing Supplement in relation to such Series.

13. Replacement of Notes, Certificates, Coupons and Talons

If a Note, Certificate, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed it may be replaced, subject to applicable laws, at the specified office of the Issuing and Paying Agent (in the case of Bearer Notes, Coupons or Talons) and of the Registrar (in the case of Certificates), or at the specified office of such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Noteholders in accordance with Condition 16, on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, undertaking, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Note, Certificate, Coupon or Talon is subsequently presented for payment, there will be paid to the Issuer on demand the amount payable by the Issuer in respect of such Note, Certificate, Coupon or Talon) and otherwise as the Issuer may require. Mutilated or defaced Notes, Certificates, Coupons or Talons must be surrendered before replacements will be issued.

14. Further Issues

The Issuer may from time to time without the consent of the Noteholders or Couponholders create and issue further notes having the same terms and conditions as the Notes of any Series and so that the same shall be consolidated and form a single Series with such Notes, and references in these Conditions to "**Notes**" shall be construed accordingly.

15. Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment unless indemnified and/or secured and/or pre-funded to its satisfaction. The Trust Deed also contains a provision entitling the Trustee or any corporation related to it to enter into business transactions with the Issuer or any of its subsidiaries without accounting to the Noteholders or Couponholders for any profit resulting from such transactions.

Each Noteholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Noteholder shall not rely on the Trustee in respect thereof.

16. Notices

Notices to the holders of Registered Notes shall be valid if mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notwithstanding the foregoing, notices to the holders of Notes will be valid if published in a daily newspaper of general circulation in Singapore (or, if the holders of any Series of Notes can be identified, notices to such holders will also be valid if they are given to each of such holders). It is expected that such publication will be made in The Business Times. Notices will, if published more than once or on different dates, be deemed to have been given on the date of the first publication in such newspaper as provided above.

In the case where the Issuer is listed on the SGX-ST or where the Notes are listed on the SGX-ST, notices to the holders of such Notes (whether Bearer Notes or Registered Notes) shall also be valid if made by way of an announcement on the SGX-ST. Any such notice shall be deemed to have been given to the Noteholders on the date on which the said notice was uploaded as an announcement on the SGX-ST. Couponholders shall be deemed for all purposes to have notice of the contents of any notice to the holders of Bearer Notes in accordance with this Condition 16.

So long as the Notes are represented by a Global Security or a Global Certificate and such Global Security or Global Certificate is held in its entirety on behalf of Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system, there may be substituted for such publication in such newspapers or announcement on the SGX-ST the delivery of the relevant notice to Euroclear, Clearstream, Luxembourg, (subject to the agreement of the Depository) the Depository and/or such other clearing system for communication by it to the Noteholders, except that if the Notes are listed on the SGX-ST and the rules of such exchange so require, notice will in any event be published in accordance with the first paragraph of this Condition 16. Any such notice shall be deemed to have been given to the Noteholders on the seventh day after the day on which the said notice was given to Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system.

Notices to be given by any Noteholder pursuant hereto (including to the Issuer) shall be in writing and given by lodging the same, together with the relevant Note or Notes, with the Issuing and Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Certificates). Whilst the Notes are represented by a Global Security or a Global Certificate, such notice may be given by any Noteholder to the Issuing and Paying Agent or, as the case may be, the Registrar through Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system in such manner as the Issuing and Paying Agent or, as the case may be, the Registrar and Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system. may approve for this purpose.

Notwithstanding the other provisions of this Condition, in any case where the identity and addresses of all the Noteholders are known to the Issuer, notices to such holders may be given individually by recorded delivery mail to such addresses and will be deemed to have been given when received at such addresses.

17. Governing Law and Jurisdiction

(a) Governing Law

The Notes and the Coupons are governed by, and shall be construed in accordance with, the laws of Singapore.

(b) Jurisdiction

The courts of Singapore are to have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Trust Deed, the Notes or the Coupons and accordingly any legal action or proceedings arising out of or in connection with the Trust Deed, the Notes or the Coupons may be brought in such courts. The Issuer has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.

(c) No Immunity

The Issuer agrees that in any legal action or proceedings arising out of or in connection with the Notes or the Coupons against it or any of its assets, no immunity from such legal action or proceedings (which shall include, without limitation, suit, attachment prior to award, other attachment, the obtaining of an award, judgment, execution or other enforcement) shall be claimed by or on behalf of the Issuer or with respect to any of its assets and irrevocably waives any such right of immunity which it or its assets now have or may hereafter acquire or which may be attributed to it or its assets and consent generally in respect of any such legal action or proceedings to the giving of any relief or the issue of any process in connection with such action or proceedings including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order, award or judgment which may be made or given in such action or proceedings.

18. Contracts (Rights of Third Parties) Act

No person shall have any right to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore.

Issuing and Paying Agent, Agent Bank, Registrar and Transfer Agent

DBS Bank Ltd.
10 Toh Guan Road
#04-11 (Level 4B) DBS Asia Gateway
Singapore 608838

TERMS AND CONDITIONS OF THE PERPETUAL SECURITIES

*The following is the text of the terms and conditions which, subject to completion and amendment and as supplemented or varied in accordance with the provisions of the relevant Pricing Supplement, will be endorsed on the Perpetual Securities in definitive form (if any) issued in exchange for the Global Security(ies) or the Global Certificate(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of the relevant Pricing Supplement or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Perpetual Securities. Unless otherwise stated, all capitalised terms that are not defined in these Conditions will have the meanings given to them in the relevant Pricing Supplement. Those definitions will be endorsed on such Bearer Perpetual Securities or on the Certificates relating to such Registered Perpetual Securities. References in the Conditions to "**Perpetual Securities**" are to the Perpetual Securities of one Series only, not to all Perpetual Securities that may be issued under the Programme, details of the relevant Series being shown on the face of the relevant Perpetual Securities and in the relevant Pricing Supplement.*

The Perpetual Securities are constituted by a Trust Deed dated 6 September 2013 made between (1) Centurion Corporation Limited (the "**Issuer**"), as issuer, and (2) DBS Trustee Limited (the "**Trustee**", which expression shall wherever the context so admits include such company and all other persons for the time being the trustee or trustees of the Trust Deed), as trustee for the Perpetual Securityholders (as defined below) (as amended and supplemented by a supplemental trust deed dated 29 October 2014, as amended and restated by an amendment and restatement trust deed dated 29 March 2018, each made between the same parties, and as further amended, restated or supplemented from time to time, the "**Trust Deed**"), and (where applicable) the Perpetual Securities are issued with the benefit of a deed of covenant dated 6 September 2013 (as amended and supplemented by a supplemental deed of covenant dated 29 October 2014 and a second supplemental deed of covenant dated 29 March 2018 and as further amended, restated or supplemented from time to time, the "**Deed of Covenant**") relating to the Perpetual Securities executed by the Issuer. These terms and conditions (the "**Conditions**") include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Bearer Perpetual Securities, Certificates, Coupons and Talons referred to below. The Issuer has entered into an Agency Agreement dated 6 September 2013 made between (1) the Issuer, as issuer, (2) DBS Bank Ltd., as issuing and paying agent (in such capacity, the "**Issuing and Paying Agent**" and, together with any other paying agents that may be appointed, the "**Paying Agents**") and agent bank (in such capacity, the "**Agent Bank**"), and (3) the Trustee (as amended and restated by an amendment and restatement agreement dated 29 March 2018 made between (1) the Issuer, as issuer, (2) the Issuing and Paying Agent, as issuing and paying agent, (3) the Agent Bank, as agent bank, (4) DBS Bank Ltd., as registrar and transfer agent (in such capacity, the "**Registrar**" and, together with any other transfer agents that may be appointed, the "**Transfer Agents**") and (5) the Trustee, as trustee for the holders of the Perpetual Securities, and as further amended, restated or supplemented from time to time, the "**Agency Agreement**"). The Perpetual Securityholders and the holders (the "**Couponholders**") of the distribution coupons (the "**Coupons**") appertaining to the Perpetual Securities in bearer form and, where applicable in the case of such Perpetual Securities, talons for further Coupons (the "**Talons**") are bound by and are deemed to have notice of all of the provisions of the Trust Deed, the Agency Agreement and the Deed of Covenant.

Copies of the Trust Deed, the Agency Agreement and the Deed of Covenant are available for inspection at the principal office of the Trustee for the time being and at the specified office of the Issuing and Paying Agent for the time being.

1. Form, Denomination and Title

(a) Form and Denomination

(i) The Perpetual Securities of the Series of which this Perpetual Security forms part (in these Conditions, the "**Perpetual Securities**") are issued in bearer form ("**Bearer Perpetual Securities**") or in registered form ("**Registered Perpetual Securities**"), in each case in the Denomination Amount shown hereon. Subject to applicable laws, in the case of Registered Perpetual Securities, such Perpetual Securities are in the Denomination Amount shown hereon, which may include a minimum denomination and higher integral multiples of a smaller amount, in each case, as specified in the applicable Pricing Supplement.

(ii) This Perpetual Security is a Fixed Rate Perpetual Security or a Floating Rate Perpetual Security (depending upon the Distribution Basis shown on its face).

(iii) Bearer Perpetual Securities are serially numbered and issued with Coupons (and, where appropriate, a Talon) attached.

(iv) Registered Perpetual Securities are represented by registered certificates ("**Certificates**") and, save as provided in Condition 2(c), each Certificate shall represent the entire holding of Registered Perpetual Securities by the same holder.

(b) Title

(i) Title to the Bearer Perpetual Securities and the Coupons and Talons appertaining thereto shall pass by delivery. Title to the Registered Perpetual Securities shall pass by registration in the register that the Issuer shall procure to be kept by the Registrar in accordance with the provisions of the Agency Agreement (the "**Register**").

(ii) Except as ordered by a court of competent jurisdiction or as required by law, the holder of any Perpetual Security, Coupon or Talon shall be deemed to be and may be treated as the absolute owner of such Perpetual Security, Coupon or Talon, as the case may be, for the purpose of receiving payment thereof or on account thereof and for all other purposes, whether or not such Perpetual Security, Coupon or Talon shall be overdue and notwithstanding any notice of ownership, theft, loss or forgery thereof, trust, interest therein or any writing thereon made by anyone, and no person shall be liable for so treating the holder.

(iii) For so long as any of the Perpetual Securities is represented by a Global Security (as defined below) or, as the case may be, a Global Certificate (as defined below) and such Global Security or Global Certificate is held by a common depositary for Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, S.A. ("**Clearstream, Luxembourg**"), The Central Depository (Pte) Limited (the "**Depository**") and/or any other clearing system, each person who is for the time being shown in the records of Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system as the holder of a particular principal amount of such Perpetual Securities (in which regard any certificate or other document issued by Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system as to the principal amount of such Perpetual Securities standing to the account of any person shall be conclusive and binding for all purposes save for manifest error) shall be treated by the Issuer, the Issuing and Paying Agent, the other Paying Agents, the Agent Bank, the Registrar, the other Transfer Agents and all other agents of the Issuer and the Trustee as the holder of such principal amount of Perpetual Securities other than with respect to the payment of principal, premium, interest, distribution, redemption, purchase and/or any other amounts in respect of the Perpetual Securities, for which purpose the bearer of the Global Security or, as the case may be, the person whose name is shown on the Register shall be treated by the Issuer, the Issuing and Paying Agent, the other Paying Agents, the Registrar, the other Transfer Agents and all other agents of the Issuer and the Trustee as the holder of such Perpetual Securities in accordance with and subject to the terms of the Global Security or, as the case may be, the Global Certificate (and the expressions "**Perpetual Securityholder**" and "**holder of Perpetual Securities**" and related expressions shall be construed accordingly). Perpetual Securities which are represented by the Global Security or, as the case may be, the Global Certificate and held by Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system will be transferable only in accordance with the rules and procedures for the time being of Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system.

(iv) In these Conditions, "**Global Security**" means the relevant Temporary Global Security representing each Series or the relevant Permanent Global Security representing each Series, "**Global Certificate**" means the relevant Global Certificate representing such Series that is registered in the name of, or in the name of a nominee of, (1) a common depositary for Euroclear and/or Clearstream, Luxembourg, (2) the Depository and/or (3) any other clearing system, "**Perpetual Securityholder**" means the bearer of any Bearer Perpetual Security or the person in whose name a Registered Perpetual Security is registered (as the case may be) and "**holder**" (in relation to a Perpetual Security, Coupon or Talon) means the bearer of any Bearer Perpetual Security, Coupon or Talon or the person in whose name the relevant Registered Perpetual Security is registered (as the case may be), "**Series**" means a Tranche, together with any further Tranche or Tranches, which are (A) expressed to be consolidated and forming a single series and (B) identical in all respects (including as to listing) except for their respective issue dates, issue prices and/or dates of the first payment of distribution and "**Tranche**" means Perpetual Securities which are identical in all respects (including as to listing).

(v) Words and expressions defined in the Trust Deed or used in the applicable Pricing Supplement (as defined in the Trust Deed) shall have the same meanings where used in these Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

2. No Exchange of Perpetual Securities and Transfers of Registered Perpetual Securities

(a) No Exchange of Perpetual Securities

Registered Perpetual Securities may not be exchanged for Bearer Perpetual Securities. Bearer Perpetual Securities of one Denomination Amount may not be exchanged for Bearer Perpetual Securities of another Denomination Amount. Bearer Perpetual Securities may not be exchanged for Registered Perpetual Securities.

(b) Transfer of Registered Perpetual Securities

Subject to Conditions 2(e) and 2(f) below, one or more Registered Perpetual Securities may be transferred upon the surrender (at the specified office of the Registrar or any other Transfer Agent) of the Certificate representing such Registered Perpetual Securities to be transferred, together with the form of transfer endorsed on such Certificate (or another form of transfer substantially in the same form and containing the same representations and certifications (if any), unless otherwise agreed by the Issuer) duly completed and executed and any other evidence as the Registrar or such other Transfer Agent may require to prove the title of the transferor and the authority of the individuals that have executed the form of transfer. In the case of a transfer of part only of a holding of Registered Perpetual Securities represented by one Certificate, a new Certificate shall be issued to the transferee in respect of the part transferred and a further new Certificate in respect of the balance of the holding not transferred shall be issued to the transferor. All transfers of Registered Perpetual Securities and entries on the Register will be made subject to the detailed regulations concerning transfers of Registered Perpetual Securities scheduled to the Agency Agreement. The regulations may be changed by the Issuer, with the prior written approval of the Registrar, the Transfer Agents and the Trustee. A copy of the current regulations will be made available by the Registrar, at the cost and expense of the Issuer, to any Perpetual Securityholder upon request. For the avoidance of doubt, a Registered Perpetual Security may be registered only in the name of, and transferred only to, a named person or persons. No transfer of a Registered Perpetual Security will be valid unless and until entered on the Register.

(c) Exercise of Options or Partial Redemption or Purchase in Respect of Registered Perpetual Securities

In the case of an exercise of the Issuer's option in respect of, or a partial redemption of or purchase of, a holding of Registered Perpetual Securities represented by a single Certificate, a new Certificate shall be issued to the holder to reflect the exercise of such option or in respect of the balance of the holding not redeemed or purchased. In the case of a partial exercise of an option resulting in Registered Perpetual Securities of the same holding having different terms, separate Certificates shall be issued in respect of those Perpetual Securities of that holding that have the same terms. New Certificates shall only be issued against surrender of the existing Certificates to the Registrar or any other Transfer Agent. In the case of a transfer of Registered Perpetual Securities to a person who is already a holder of Registered Perpetual Securities, a new Certificate representing the enlarged holding shall only be issued against surrender of the Certificate representing the existing holding.

(d) Delivery of New Certificates

Each new Certificate to be issued pursuant to Condition 2(b) or 2(c) shall be available for delivery within seven business days of receipt of the form of transfer and surrender of the Certificate for exchange. Delivery of the new Certificate(s) shall be made at the specified office of the Registrar or such other Transfer Agent (as the case may be) to whom delivery or surrender of such form of transfer or Certificate shall have been made or, at the option of the holder making such delivery or surrender as aforesaid and as specified in the relevant form of transfer or otherwise in writing, be mailed by uninsured post at the risk of the holder entitled to the new Certificate to such address as may be so specified, unless such holder requests otherwise and pays in advance to the Registrar or the relevant Transfer Agent the costs of such other method of delivery and/or such insurance as it may specify. In this Condition 2(d) only, "**business day**" means a day (other than a Saturday, Sunday or gazetted public holiday) on which banks are open for business in the place of the specified office of the Registrar or the other relevant Transfer Agent (as the case may be).

(e) Transfers Free of Charge

Transfers of Perpetual Securities and Certificates on registration, transfer, exercise of an option or partial redemption (as applicable) shall be effected without charge by or on behalf of the Issuer, the Registrar or the other Transfer Agents, but upon payment by the Perpetual Securityholder of any tax or other governmental charges that may be imposed in relation to it (or the giving by the Perpetual Securityholder of such indemnity and/or security and/or prefunding as the Registrar or the other relevant Transfer Agent may require) in respect of tax or charges.

(f) Closed Periods

No Perpetual Securityholder may require the transfer of a Registered Perpetual Security to be registered (i) during the period of 15 days prior to any date on which Perpetual Securities may be called for redemption by the Issuer at its option pursuant to Condition 5(b), (ii) after any such Perpetual Security has been called for redemption or (iii) during the period of seven days ending on (and including) any Record Date (as defined in Condition 6(b)(ii)).

3. Status

(a) **Senior Perpetual Securities:** This Condition 3(a) applies to Perpetual Securities that are Senior Perpetual Securities (being the Perpetual Securities that specify their status as senior in the applicable Pricing Supplement). The Senior Perpetual Securities and Coupons relating to them constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer.

(b) **Subordinated Perpetual Securities:** This Condition 3(b) applies to Perpetual Securities that are Subordinated Perpetual Securities (being the Perpetual Securities that specify their status as subordinated in the applicable Pricing Supplement).

(i) **Status of Subordinated Perpetual Securities**

The Subordinated Perpetual Securities and Coupons relating to them constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with any Parity Obligations of the Issuer. The rights and claims of the Perpetual Securityholders and Couponholders in respect of the Subordinated Perpetual Securities are subordinated as provided in this Condition 3(b).

In these Conditions, "**Parity Obligation**" means any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by the Issuer (1) which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with the Subordinated Perpetual Securities and (2) the terms of which provide that the making of payments thereon or distributions in respect thereof are fully at the discretion of the Issuer and/or, in the case of an instrument or security guaranteed by the Issuer, the issuer thereof.

(ii) **Ranking of claims on Winding-up**

Subject to the insolvency laws of Singapore and other applicable laws, in the event of the Winding-up of the Issuer, the rights of the Perpetual Securityholders and Couponholders in respect of Subordinated Perpetual Securities to payment of principal of and distribution on the Subordinated Perpetual Securities and the Coupons relating to them are expressly subordinated and subject in right of payment to the prior payment in full of all claims of senior creditors of the Issuer but at least *pari passu* with all other subordinated obligations of the Issuer that are not expressed by their terms to rank junior to the Subordinated Perpetual Securities and in priority to the claims of shareholders of the Issuer and/or as otherwise specified in the applicable Pricing Supplement.

(iii) **No set-off**

Subject to applicable law, no holder of Subordinated Perpetual Securities or any Coupons relating to them may exercise, claim or plead any right of set-off, deduction, withholding or retention in respect of any amount owed to it by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them, and each holder of Subordinated Perpetual Securities or any Coupons relating to them shall, by virtue of his holding of any Subordinated Perpetual Securities or Coupons relating to them, be deemed to have waived all such rights of set-off, deduction, withholding or retention against the Issuer. Notwithstanding the preceding sentence, if any of the amounts owing to any holder of Subordinated Perpetual Securities or any Coupons relating to them by the Issuer in respect of, or arising under or in connection with the Subordinated Perpetual Securities or Coupons relating to them is discharged by set-off, such holder of Subordinated Perpetual Securities or any Coupons relating to them shall, subject to applicable law, immediately pay an amount equal to the amount of such discharge to the Issuer (or, in the event of its Winding-up or judicial management, the liquidator or, as appropriate, judicial manager of the Issuer) and, until such time as payment is made, shall hold such amount in trust for the Issuer (or the liquidator or, as appropriate, judicial manager of the Issuer) and accordingly any such discharge shall be deemed not to have taken place.

(c) **Non-disposal Covenant**

The Issuer has further covenanted with the Trustee in the Trust Deed that so long as any of the Perpetual Securities remains outstanding, it will not, and will ensure that none of its Principal Subsidiaries (as defined in the Trust Deed) will, (whether by a single transaction or a number of related or unrelated transactions and whether at one time or over a period of time) sell, transfer, lease out, lend or otherwise dispose of (whether outright, by a sale-and-repurchase or sale-and-leaseback arrangement, or otherwise) all or substantially all of its assets nor of any part of its assets which, either alone or when aggregated with all other disposals required to be taken into account under Clause 16.29 of the Trust Deed, is substantial in relation to its assets, or those of itself and its subsidiaries, taken as a whole or the disposal of which (either alone or when so aggregated) could have a material adverse effect on the Issuer. The following disposals shall not be taken into account under Clause 16.29 of the Trust Deed:

(i) disposals in the ordinary course of business on arm's length basis and on normal commercial terms;

(ii) any disposal of assets which are obsolete, excess or no longer required for the purpose of its business on an arm's length basis and on normal commercial terms;

(iii) any payment of cash consideration for the acquisition of any asset on commercial terms and on an arm's length basis;

(iv) any exchange of assets on an arm's length basis and on normal commercial terms for other assets which are comparable or superior as to value and quality;

(v) any transfer of assets to any real estate investment trust or business trust, property fund or any other entity in which any member of the Group (as defined in the Trust Deed) would at all times own beneficially (whether directly and/or indirectly) in aggregate at least 25 per cent. of the interest, units in or, as the case may be, shares in the issued share capital of such real estate investment trust or business trust, property fund or entity, provided that such transfers are conducted on an arm's length basis and on normal commercial terms; and

(vi) any disposal approved by the Trustee or by the Perpetual Securityholders by way of an Extraordinary Resolution.

4. Distribution and other Calculations

(I) Distribution on Fixed Rate Perpetual Securities

(a) Distribution Rate and Accrual

Each Fixed Rate Perpetual Security confers a right to receive distribution on its principal amount outstanding from (and including) the Distribution Commencement Date in respect thereof and as shown on the face of such Perpetual Security at the rate per annum (expressed as a percentage) equal to the Distribution Rate shown on the face of such Perpetual Security payable in arrear on each Distribution Payment Date or Distribution Payment Dates shown on the face of such Perpetual Security in each year.

The first payment of distribution will be made on the Distribution Payment Date next following the Distribution Commencement Date (and if the Distribution Commencement Date is not a Distribution Payment Date, will amount to the Initial Broken Amount shown on the face of such Perpetual Security).

Distribution will cease to accrue on each Fixed Rate Perpetual Security from the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount shown on the face of the Perpetual Security is improperly withheld or refused, in which event distribution at such rate will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 4(I) to the Relevant Date (as defined in Condition 7).

(b) Distribution Rate

The Distribution Rate applicable to each Fixed Rate Perpetual Security shall be:

(i) (if no Reset Date is specified in the applicable Pricing Supplement),

(1) if no Step-Up Margin is specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security; or

(2) if a Step-Up Margin is specified in the applicable Pricing Supplement, (A) for the period from (and including) the Distribution Commencement Date to (but excluding) the Step-Up Date specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security and (B) for the period from (and including) the Step-Up Date specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security plus the Step-Up Margin (as specified in the applicable Pricing Supplement); and

(ii) (if a Reset Date is specified in the applicable Pricing Supplement), (1) for the period from, and including, the Distribution Commencement Date to, but excluding, the First Reset Date specified in the applicable Pricing Supplement, the rate shown on the face of such Perpetual Security and (2) for the period from, and including, the First Reset Date and each Reset Date (as shown in the applicable Pricing Supplement) falling thereafter to, but excluding, the immediately following Reset Date, the Reset Distribution Rate,

provided always that if a Cessation or Suspension of Trading Event (as defined in Condition 5(g)) is specified on the face of such Perpetual Security and a Cessation or Suspension of Trading Event Margin is specified in the applicable Pricing Supplement, in the event that a Cessation or Suspension of Trading Event has occurred, so long as the Issuer has not already redeemed the Perpetual Securities in accordance with Condition 5(g), the then prevailing Distribution Rate shall be increased by the Cessation or Suspension of Trading Event Margin with effect from (and including) the Distribution Payment Date immediately following the date on which the Cessation or Suspension of Trading Event occurred (or, if the Cessation or Suspension of Trading Event occurs on or after the date which is two business days prior to the immediately following Distribution Payment Date, the next following Distribution Payment Date).

For the purposes of these Conditions:

"**Reset Distribution Rate**" means the Swap Offer Rate or such other Relevant Rate to be specified in the applicable Pricing Supplement with respect to the relevant Reset Date plus the Initial Spread (as specified in the applicable Pricing Supplement) plus the Step-Up Margin (if applicable, as specified in the applicable Pricing Supplement) plus the Cessation or Suspension of Trading Event Margin (if applicable) as contemplated in the proviso to Condition 4(I)(b) above; and

"**Swap Offer Rate**" means:

(aa) the rate per annum (expressed as a percentage) notified by the Agent Bank to the Issuer equal to the swap offer rate published by the Association of Banks in Singapore (or such other equivalent body) for a period equal to the duration of the Reset Period specified in the applicable Pricing Supplement on the second business day prior to the relevant Reset Date (the "**Reset Determination Date**");

(bb) if on the Reset Determination Date, there is no swap offer rate published by the Association of Banks in Singapore (or such other equivalent body), the Agent Bank will determine the swap offer rate for such Reset Period (determined by the Agent Bank to be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the rates (excluding the highest and the lowest rates) which appears on the Reuters Screen ABSFIX01 Page under the caption "SGD SOR rates as of 11:00 hrs London Time" and under the column headed "SGD SOR" (or if the Agent Bank determines that such page has ceased to be the commonly accepted page for determining the swap offer rate, such other replacement page as may be specified by the Agent Bank after taking into account the industry practice at that relevant time and the recommendations by the Association of Banks in Singapore (or such other equivalent body)) at the close of business on each of the five consecutive business days prior to and ending on the Reset Determination Date);

(cc) if on the Reset Determination Date, rates are not available on the Reuters Screen ABSFIX01 Page under the caption "SGD SOR rates as of 11:00 hrs London Time" and under the column headed "SGD SOR" (or if the Agent Bank determines that such page has ceased to be the commonly accepted page for determining the swap offer rate, such other replacement page as may be specified by the Agent Bank after taking into account the industry practice at that relevant time and the recommendations by the Association of Banks in Singapore (or such other equivalent body)) at the close of business on one or more of the said five consecutive business days, the swap offer rate will be the rate per annum notified by the Agent Bank to the Issuer equal to the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the rates which are available in such five-consecutive-business-day period or, if only one rate is available in such five-consecutive-business-day period, such rate; and (dd) if on the Reset Determination Date, no rate is available on the Reuters Screen ABSFIX01 Page under the caption "SGD SOR rates as of 11:00 hrs London Time" and under the column headed "SGD SOR" (or if the Agent Bank determines that such page has ceased to be the commonly accepted page for determining the swap offer rate, such other replacement page as may be specified by the Agent Bank after taking into account the industry practice at that relevant time and the recommendations by the Association of Banks in Singapore (or such other equivalent body)) at the close of business in such five-consecutive-business-day period, the Agent Bank will request the principal Singapore offices of the Reference Banks to provide the Agent Bank with quotation(s) of their swap offer rates for a period equivalent to the duration of the Reset Period at the close of business on the Reset Determination Date. The swap offer rate for such Reset Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of such offered quotations, as determined by the Agent Bank or, if only one of the Reference Banks provides the Agent Bank with such quotation, such rate quoted by that Reference Bank,

provided that, in each case, in the event the Swap Offer Rate is less than zero, the Swap Offer Rate shall be equal to zero.

(c) Calculation of Distribution Rate or Reset Distribution Rate

The Agent Bank will, on the second business day prior to each Fixed Rate Determination Date, calculate the applicable Reset Distribution Rate or (if a Cessation or Suspension of Trading Event has occurred) the applicable Distribution Rate payable in respect of each Perpetual Security. The determination of any rate, the obtaining of each quotation and the making of each determination or calculation by the Agent Bank shall (in the absence of manifest error) be final and binding upon all parties.

For the purposes of this Condition 4(I)(c), "**Fixed Rate Determination Date**" means each Step-Up Date, each Reset Date or (if a Cessation or Suspension of Trading Event has occurred) the Distribution Payment Date immediately following the date on which the Cessation or Suspension of Trading Event occurred (or, if the Cessation or Suspension of Trading Event occurs on or after the date which is two business days prior to the immediately following Distribution Payment Date, the next following Distribution Payment Date).

(d) Publication of Distribution Rate or Reset Distribution Rate

The Agent Bank will cause the applicable Reset Distribution Rate or (if a Cessation or Suspension of Trading Event has occurred or if a Step-Up Margin is specified in the applicable Pricing Supplement) the applicable Distribution Rate to be notified to the Issuing and Paying Agent, the Trustee, the Registrar, the other Paying Agents (if any) and the Issuer as soon as possible after its determination but in no event later than the fourth business day thereafter. The Issuing and Paying Agent shall at the request and expense of the Issuer cause notice of the then applicable Reset Distribution Rate or (if a Cessation or Suspension of Trading Event has occurred or if a Step-Up Margin is specified in the applicable Pricing Supplement) the applicable Distribution Rate to be notified to the Perpetual Securityholders in accordance with Condition 14 as soon as possible after determination thereof. All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition 4 by the Agent Bank will (in the absence of manifest error) be binding on the Issuer, the Issuing and Paying Agent, the other Paying Agents, the Registrar, the other Transfer Agents, the Trustee and the Perpetual Securityholders and (except as provided in the Agency Agreement) no liability to any such person will attach to the Agent Bank in connection with the exercise or non-exercise by it of its powers, duties and discretions for such purposes.

(e) Determination or Calculation by Trustee

If the Agent Bank does not at any material time determine or calculate the applicable Distribution Rate or the applicable Reset Distribution Rate (as the case may be), the Trustee shall do so or otherwise procure the determination or calculation of such Distribution Rate or Reset Distribution Rate. In doing so, the Trustee shall apply the provisions of this Condition 4(I), with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and in all other respects, it shall do so in such manner as it shall deem fair and reasonable in all the circumstances.

(f) Calculations

In the case of a Fixed Rate Perpetual Security, distribution in respect of a period of less than one year will be calculated on the Day Count Fraction shown on the face of the Perpetual Security. The amount of distribution payable per Calculation Amount (as defined in Condition 4(II)(d)) for any Fixed Rate Distribution Period in respect of any Fixed Rate Perpetual Security shall be calculated by multiplying the product of the Distribution Rate or Reset Distribution Rate and the Calculation Amount, by the Day Count Fraction shown on the face of the Perpetual Security and rounding the resultant figure to the nearest sub-unit of the Relevant Currency.

For the purposes of these Conditions, "**Fixed Rate Distribution Period**" means the period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Payment Date and each successive period beginning on (and including) a Distribution Payment Date and ending on (but excluding) the next succeeding Distribution Payment Date.

(II) Distribution on Floating Rate Perpetual Securities

(a) Distribution Payment Dates

Each Floating Rate Perpetual Security confers a right to receive distribution on its principal amount outstanding from the Distribution Commencement Date in respect thereof and as shown on the face of such Perpetual Security, and such distribution will be payable in arrear on each distribution payment date ("**Distribution Payment Date**"). Such Distribution Payment Date(s) is/are either shown hereon as Specified Distribution Payment Date(s) or, if no Specified Distribution Payment Date(s) is/are shown hereon, Distribution Payment Date shall mean each date which (save as mentioned in these Conditions) falls the number of months specified as the Distribution Period (as defined below) on the face of the Perpetual Security (the "**Specified Number of Months**") after the preceding Distribution Payment Date or, in the case of the first Distribution Payment Date, after the Distribution Commencement Date (and which corresponds numerically with such preceding Distribution Payment Date or the Distribution Commencement Date, as the case may be). If any Distribution Payment Date referred to in these Conditions that is specified to be subject to adjustment in accordance with a Business Day Convention would otherwise fall on a day that is not a business day (as defined below), then if the Business Day Convention specified is (1) the Floating Rate Business Day Convention, such date shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month, in which event (i) such date shall be brought forward to the immediately preceding business day and (ii) each subsequent such date shall be the last business day of the month in which such date would have fallen had it not been subject to adjustment, (2) the Following Business Day Convention, such date shall be postponed to the next day that is a business day, (3) the Modified Following Business Day Convention, such date shall be postponed to the next day that is a business day unless it would thereby fall into the next calendar month, in which event such date shall be brought forward to the immediately preceding business day or (4) the Preceding Business Day Convention, such date shall be brought forward to the immediately preceding business day.

The period beginning on (and including) the Distribution Commencement Date and ending on (but excluding) the first Distribution Payment Date and each successive period beginning on (and including) a Distribution Payment Date and ending on (but excluding) the next succeeding Distribution Payment Date is herein called a "**Distribution Period**".

Distribution will cease to accrue on each Floating Rate Perpetual Security from the due date for redemption thereof unless, upon due presentation and subject to the provisions of the Trust Deed, payment of the Redemption Amount is improperly withheld or refused, in which event distribution will continue to accrue (as well after as before judgment) at the rate and in the manner provided in this Condition 4(II) and the Agency Agreement to the Relevant Date.

(b) Rate of Distribution – Floating Rate Perpetual Securities

(i) Each Floating Rate Perpetual Security confers a right to receive distribution on its principal amount outstanding at a floating rate determined by reference to a Benchmark as stated on the face of such Floating Rate Perpetual Security, being (in the case of Perpetual Securities which are denominated in Singapore dollars) SIBOR (in which case such Perpetual Security will be a SIBOR Perpetual Security), Swap Rate (in which case such Perpetual Security will be a Swap Rate Perpetual Security) or (in the case of Perpetual Securities which are denominated in US dollars) LIBOR (in which case the Perpetual Security will be a LIBOR Perpetual Security) or in any other case (or in the case of Perpetual Securities which are denominated in a currency other than Singapore dollars or US dollars) such other Benchmark as is set out on the face of such Perpetual Security.

Such floating rate may be adjusted by adding or subtracting the Spread (if any) and the Step-Up Spread (if any) stated on the face of such Perpetual Security. The "Spread" and the "Step-Up Spread" are the percentage rate per annum specified on the face of such Perpetual Security as being applicable to the rate of distribution for such Perpetual Security. The rate of distribution so calculated shall be subject to Condition 4(III)(a) below.

The rate of distribution payable in respect of a Floating Rate Perpetual Security from time to time is referred to in these Conditions as the "**Rate of Distribution**".

(ii) The Rate of Distribution payable from time to time in respect of each Floating Rate Perpetual Security will be determined by the Agent Bank on the basis of the following provisions:

(1) in the case of Floating Rate Perpetual Securities which are SIBOR Perpetual Securities:

(A) the Agent Bank will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Period, determine the Rate of Distribution for such Distribution Period which shall be the offered rate for deposits in Singapore dollars for a period equal to the duration of such Distribution Period which appears on the Reuters Screen ABSIRFIX01 Page under the caption "ABS SIBOR FIX – SIBOR AND SWAP OFFER RATES – RATES AT 11:00 HRS SINGAPORE TIME" and under the column headed "SGD SIBOR" (or such other replacement page thereof for the purpose of displaying SIBOR or such other Screen Page (as defined below) as may be provided hereon) and as adjusted by the Spread (if any) and the Step-Up Spread (if any);

(B) if on any Distribution Determination Date no such rate appears on the Reuters Screen ABSIRFIX01 Page under the column headed "SGD SIBOR" (or such other replacement page as aforesaid) or if the Reuters Screen ABSIRFIX01 Page (or such other replacement page as aforesaid) is unavailable for any reason, the Agent Bank will request the principal Singapore offices of each of the Reference Banks to provide the Agent Bank with the rate at which deposits in Singapore dollars are offered by it at approximately the Relevant Time on the Distribution Determination Date to prime banks in the Singapore interbank market for a period equivalent to the duration of such Distribution Period commencing on such Distribution Payment Date in an amount comparable to the aggregate principal amount of the relevant Floating Rate Perpetual Securities. The Rate of Distribution for such Distribution Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of such offered quotations and as adjusted by the Spread (if any) and the Step-Up Spread (if any), as determined by the Agent Bank;

(C) if on any Distribution Determination Date, two but not all the Reference Banks provide the Agent Bank with such quotations, the Rate of Distribution for the relevant Distribution Period shall be determined in accordance with (B) above on the basis of the quotations of those Reference Banks providing such quotations;

(D) if on any Distribution Determination Date, one only or none of the Reference Banks provides the Agent Bank with such quotation, the Rate of Distribution for the relevant Distribution Period shall be the rate per annum which the Agent Bank determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the prime lending rates for Singapore dollars quoted by the Reference Banks at or about the Relevant Time on such Distribution Determination Date and as adjusted by the Spread (if any) and the Step-Up Spread (if any); and

(E) if the Agent Bank is unable to determine the Rate of Distribution for a Distribution Period in accordance with paragraphs (b)(ii)(1)(A) to (b)(ii)(1)(D) above, the Rate of Distribution for such Distribution Period shall be the Rate of Distribution in effect for the last preceding Distribution Period to which paragraph (b)(ii)(1)(A), (b)(ii)(1)(B), (b)(ii)(1)(C) or (b)(ii)(1)(D) above shall have applied;

(2) in the case of Floating Rate Perpetual Securities which are Swap Rate Perpetual Securities:

(A) the Agent Bank will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Period, determine the Rate of Distribution for such Distribution Period as being the rate which appears on the Reuters Screen ABSFIX01 Page under the caption "SGD SOR rates as of 11:00 hrs London Time" and under the column headed "SGD SOR" (or such replacement page thereof for the purpose of displaying the swap rates of leading reference banks) at or about the Relevant Time on such Distribution Determination Date and for a period equal to the duration of such Distribution Period and as adjusted by the Spread (if any) and the Step-Up Spread (if any);

(B) if on any Distribution Determination Date no such rate is quoted on the Reuters Screen ABSFIX01 Page (or such other replacement page as aforesaid) or the Reuters Screen ABSFIX01 Page (or such other replacement page as aforesaid) is unavailable for any reason, the Agent Bank will determine the Rate of Distribution for such Distribution Period as being the rate (or, if there is more than one rate which is published, the arithmetic mean of those rates (rounded up, if necessary, to the nearest 1/16 per cent.)) for a period equal to the duration of such Distribution Period published by a recognised industry body where such rate is widely used (after taking into account the industry practice at that time), or by such other relevant authority as may be agreed between the Agent Bank and the Issuer and as adjusted by the Spread (if any) and the Step-Up Spread (if any);

(C) if on any Distribution Determination Date the Agent Bank is otherwise unable to determine the Rate of Distribution under paragraph (b)(ii)(2)(B) above or if no agreement on the relevant authority is reached between the Agent Bank and the Issuer under paragraph (b)(ii)(2)(B) above, the Rate of Distribution shall be determined by the Agent Bank to be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the rates quoted by the Singapore offices of the Reference Banks or those of them (being at least two in number) to the Agent Bank at or about 11.00 a.m. (Singapore time) on the first business day following such Distribution Determination Date as being their cost (including the cost occasioned by or attributable to complying with reserves, liquidity, deposit or other requirements imposed on them by any relevant authority or authorities) of funding, for the relevant Distribution Period, an amount equal to the aggregate principal amount of the relevant Floating Rate Perpetual Securities for such Distribution Period by whatever means they determine to be most appropriate and as adjusted by the Spread (if any), or if on such day one only or none of the Singapore offices of the Reference Banks provides the Agent Bank with such quotation, the Rate of Distribution for the relevant Distribution Period shall be the rate per annum equal to the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the prime lending rates for Singapore dollars quoted by the Singapore offices of the Reference Banks at or about 11.00 a.m. (Singapore time) on such Distribution Determination Date and as adjusted by the Spread (if any) and the Step-Up Spread (if any); and

(D) if the Agent Bank is unable to determine the Rate of Distribution for a Distribution Period in accordance with paragraphs (b)(ii)(2)(A) to (b)(ii)(2)(C) above, the Rate of Distribution for such Distribution Period shall be the Rate of Distribution in effect for the last preceding Distribution Period to which paragraph (b)(ii)(2)(A), (b)(ii)(2)(B) or (b)(ii)(2)(C) above shall have applied;

(3) in the case of Floating Rate Perpetual Securities which are LIBOR Perpetual Securities:

(A) the Agent Bank will, at or about the Relevant Time on the relevant Distribution Determination Date in respect of each Distribution Period, determine the Rate of Distribution for such Distribution Period as being the offered rate for deposits in US dollars for a period equal to the duration of such Distribution Period which appears on the Reuters Screen LIBOR1 Page under the caption "ICE BENCHMARK ADMINISTRATION INTEREST SETTLEMENT RATES – RATES AT 11:00 LONDON TIME" and under the column headed "USD" (or such replacement page thereof for the purpose of displaying LIBOR or such other Screen Page as may be provided hereon) and as adjusted by the Spread (if any) and the Step-up Spread (if any);

(B) if on any Distribution Determination Date, no such rate appears on the Reuters Screen LIBOR1 Page under the column headed "USD" (or such other replacement page as aforesaid) or if the Reuters Screen LIBOR1 Page (or such other replacement page as aforesaid) is unavailable for any reason:

(aa) the Agent Bank will request the principal London offices of each of the Reference Banks in the London interbank market to provide the Agent Bank with a quotation of the rate at which deposits in US dollars are offered by it in the London interbank market at approximately the Relevant Time on the Distribution Determination Date to prime banks in the London interbank market for a period equivalent to the duration of such Distribution Period commencing on such Distribution Payment Date in an amount comparable to the aggregate principal amount of the relevant Floating Rate Perpetual Securities. The Rate of Distribution for such Distribution Period shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of such offered quotations and as adjusted by the Spread (if any) and the Step-up Spread (if any), as determined by the Agent Bank; and

(bb) if fewer than two such quotations are provided as requested, the Rate of Distribution shall be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the rates quoted by major banks in New York City, selected by the Agent Bank, at approximately the Relevant Time on such Distribution Determination Date for loans in US dollars to leading banks for a period equal to or comparable to the relevant Distribution Period and in an amount equal to the aggregate principal amount of the relevant Floating Rate Perpetual Securities for such Distribution Period plus the Spread (if any) and the Step-up Spread (if any), as determined by the Agent Bank; and

(C) if the Agent Bank is unable to determine the Rate of Distribution for a Distribution Period in accordance with paragraphs (b)(ii)(3)(A) and (b)(ii)(3)(B) above, the Rate of Distribution for such Distribution Period shall be the Rate of Distribution in effect for the last preceding Distribution Period to which paragraph (b)(ii)(3)(A) or (b)(ii)(3)(B) above shall have applied; and

(4) in the case of Floating Rate Perpetual Securities which are not SIBOR Perpetual Securities, Swap Rate Perpetual Securities or LIBOR Perpetual Securities or which are denominated in a currency other than Singapore dollars or US dollars, the Agent Bank will determine the Rate of Distribution in respect of any Distribution Period at or about the Relevant Time on the Distribution Determination Date in respect of such Distribution Period as follows:

(A) if the Primary Source (as defined below) for the Floating Rate Perpetual Securities is a Screen Page, subject as provided below, the Rate of Distribution in respect of such Distribution Period shall be:

(aa) the Relevant Rate (as defined below) (where such Relevant Rate on such Screen Page is a composite quotation or is customarily supplied by one entity); or

(bb) the arithmetic mean of the Relevant Rates of the persons whose Relevant Rates appear on that Screen Page, in each case appearing on such Screen Page at the Relevant Time on the Distribution Determination Date,

and as adjusted by the Spread (if any) and the Step-Up Spread (if any);

(B) if the Primary Source for the Floating Rate Perpetual Securities is Reference Banks or if paragraph (b)(ii)(4)(A)(aa) applies and no Relevant Rate appears on the Screen Page at the Relevant Time on the Distribution Determination Date or if paragraph (b)(ii)(4)(A)(bb) applies and fewer than two Relevant Rates appear on the Screen Page at the Relevant Time on the Distribution Determination Date, subject as provided below, the Rate of Distribution shall be the rate per annum which the Agent Bank determines to be the arithmetic mean (rounded up, if necessary, to the nearest 1/16 per cent.) of the Relevant Rates that each of the Reference Banks is quoting to leading banks in the Relevant Financial Centre (as defined below) at the Relevant Time on the Distribution Determination Date and as adjusted by the Spread (if any) and the Step-Up Spread (if any); and

(C) if paragraph (b)(ii)(4)(B) applies and the Agent Bank determines that fewer than two Reference Banks are so quoting Relevant Rates, the Rate of Distribution shall be the Rate of Distribution determined on the previous Distribution Determination Date.

(iii) On the last day of each Distribution Period, the Issuer will pay distribution on each Floating Rate Perpetual Security to which such Distribution Period relates at the Rate of Distribution for such Distribution Period.

(iv) For the avoidance of doubt, in the event that the Rate of Distribution as determined in accordance with the foregoing in relation to any Distribution Period is less than zero, the Rate of Distribution in relation to such Distribution Period shall be equal to zero.

(c) Minimum Rate of Distribution

If the applicable Pricing Supplement specifies a Minimum Rate of Distribution for any Distribution Period, then, in the event that the Rate of Distribution in respect of such Distribution Period determined in accordance with Condition 4(II)(b) above is less than such Minimum Rate of Distribution, the Rate of Distribution for such Distribution Period shall be such Minimum Rate of Distribution.

(d) Definitions

As used in these Conditions:

"**Benchmark**" means the rate specified as such in the applicable Pricing Supplement;

"**business day**" means, in respect of each Perpetual Security, (i) a day (other than a Saturday or Sunday) on which Euroclear, Clearstream, Luxembourg and the Depository, as applicable, are operating, (ii) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in the country of the Issuing and Paying Agent's specified office and (iii) (if a payment is to be made on that day) (1) (in the case of Perpetual Securities denominated in Singapore dollars) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in Singapore, (2) (in the case of Perpetual Securities denominated in Euros) a day (other than a Saturday or Sunday) on which the TARGET System is open for settlement in Euros and (3) (in the case of Perpetual Securities denominated in a currency other than Singapore dollars and Euros) a day (other than a Saturday or Sunday) on which banks and foreign exchange markets are open for general business in Singapore and the principal financial centre for that currency;

"**Calculation Amount**" means the amount specified as such on the face of any Perpetual Security, or if no such amount is so specified, the Denomination Amount of such Perpetual Security as shown on the face thereof;

"**Day Count Fraction**" means, in respect of the calculation of an amount of distribution in accordance with this Condition 4:

(i) if "Actual/Actual" is specified in the applicable Pricing Supplement, the actual number of days in (in the case of Fixed Rate Perpetual Securities) the Fixed Rate Distribution Period or (in the case of Floating Rate Perpetual Securities) the Distribution Period divided by 365 (or, if any portion of that Fixed Rate Distribution Period or, as the case may be, Distribution Period falls in a leap year, the sum of (1) the actual number of days in that portion of the Fixed Rate Distribution Period or, as the case may be, Distribution Period falling in a leap year divided by 366 and (2) the actual number of days in that portion of the Fixed Rate Distribution Period or, as the case may be, Distribution Period falling in a non-leap year divided by 365);

(ii) if "Actual/360" is specified in the applicable Pricing Supplement, the actual number of days in (in the case of Fixed Rate Perpetual Securities) the Fixed Rate Distribution Period or (in the case of Floating Rate Perpetual Securities) the Distribution Period in respect of which payment is being made divided by 360;

(iii) if "Actual/365 (Fixed)" is specified in the applicable Pricing Supplement, the actual number of days in (in the case of Fixed Rate Perpetual Securities) the Fixed Rate Distribution Period or (in the case of Floating Rate Perpetual Securities) the Distribution Period in respect of which payment is being made divided by 365; and

(iv) if "30/360" is specified in the applicable Pricing Supplement, the number of days in (in the case of Fixed Rate Perpetual Securities) the Fixed Rate Distribution Period or (in the case of Floating Rate Perpetual Securities) the Distribution Period divided by 30, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y2 - Y1)] + [30 \times (M2 - M1)] + (D2 - D1)}{360}$$

where:

"**Y1**" is the year, expressed as a number, in which the first day of the Fixed Rate Distribution Period or, as the case may be, the Distribution Period falls;

"**Y2**" is the year, expressed as a number, in which the day immediately following the last day included in the Fixed Rate Distribution Period or, as the case may be, the Distribution Period falls;

"**M1**" is the calendar month, expressed as a number, in which the first day of the Fixed Rate Distribution Period or, as the case may be, the Distribution Period falls;

"**M2**" is the calendar month, expressed as a number, in which the day immediately following the last day included in the Fixed Rate Distribution Period or, as the case may be, the Distribution Period falls;

"**D1**" is the first calendar day, expressed as a number, of the Fixed Rate Distribution Period or, as the case may be, the Distribution Period, unless such number would be 31, in which case D1 will be 30; and

"**D2**" is the calendar day, expressed as a number, immediately following the last day included in the Fixed Rate Distribution Period or, as the case may be, the Distribution Period, unless such number would be 31 and D1 is greater than 29, in which case D2 will be 30;

"**Distribution Commencement Date**" means the Issue Date or such other date as may be specified as the Distribution Commencement Date on the face of the relevant Perpetual Security;

"**Distribution Determination Date**" means, in respect of any Distribution Period, the date falling that number of business days prior thereto as is set out in the applicable Pricing Supplement or on the face of the relevant Perpetual Security;

"**Euro**" means the lawful currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Community, as amended from time to time;

"**Primary Source**" means the Screen Page specified as such in the applicable Pricing Supplement and (in the case of any Screen Page provided by any information service other than the Reuters Monitor Money Rates Service ("**Reuters**")) agreed to by the Agent Bank;

"**Reference Banks**" means the institutions specified as such hereon or, if none, three major banks selected by the Agent Bank in the interbank market that is most closely connected with the Benchmark;

"**Relevant Currency**" means the currency in which the Perpetual Securities are denominated;

"**Relevant Financial Centre**" means, in the case of distribution to be determined on a Distribution Determination Date with respect to any Floating Rate Perpetual Security, the financial centre with which the relevant Benchmark is most closely connected or, if none is so connected, Singapore;

"**Relevant Rate**" means the Benchmark for a Calculation Amount of the Relevant Currency for a period (if applicable or appropriate to the Benchmark) equal to the relevant Distribution Period;

"**Relevant Time**" means, with respect to any Distribution Determination Date, the local time in the Relevant Financial Centre at which it is customary to determine bid and offered rates in respect of deposits in the Relevant Currency in the interbank market in the Relevant Financial Centre;

"**Screen Page**" means such page, section, caption, column or other part of a particular information service (including, but not limited to, Reuters) as may be specified hereon for the purpose of providing the Benchmark, or such other page, section, caption, column or other part as may replace it on that information service or on such other information service, in each case as may be nominated by the person or organisation providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Benchmark; and

"**TARGET System**" means the Trans-European Automated Real-Time Gross Settlement Express Transfer (known as TARGET 2) System which was launched on 19 November 2007 or any successor thereto.

(III) Calculations

(a) Determination of Rate of Distribution and Calculation of Distribution Amounts

The Agent Bank will, as soon as practicable after the Relevant Time on each Distribution Determination Date, determine the Rate of Distribution and calculate the amount of distribution payable (the "**Distribution Amounts**") in respect of each Calculation Amount of the relevant Floating Rate Perpetual Securities for the relevant Distribution Period. The amount of distribution payable per Calculation Amount in respect of any Perpetual Security shall be calculated by multiplying the product of the Rate of Distribution and the Calculation Amount, by the Day Count Fraction shown on the Perpetual Security and rounding the resultant figure to the nearest sub-unit of the Relevant Currency. The determination of any rate or amount, the obtaining of each quotation and the making of each determination or calculation by the Agent Bank shall (in the absence of manifest or proven error) be final and binding upon all parties.

(b) Notification

The Agent Bank will cause the Rate of Distribution and the Distribution Amounts for each Distribution Period and the relevant Distribution Payment Date to be notified to the Issuing and Paying Agent, the Trustee, the Registrar, the other Paying Agents (if any) and the Issuer as soon as possible after their determination but in no event later than the fourth business day thereafter. In the case of Floating Rate Perpetual Securities, if so required by the Issuer, the Agent Bank will also cause the Rate of Distribution and the Distribution Amounts for each Distribution Period and the relevant Distribution Payment Date to be notified to Perpetual Securityholders in accordance with

Condition 14 as soon as possible after their determination. The Distribution Amounts and the Distribution Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Distribution Period by reason of any Distribution Payment Date not being a business day. If an Enforcement Event (as defined below) occurs in relation to the Floating Rate Perpetual Securities, the Rate of Distribution and Distribution Amounts payable in respect of the Floating Rate Perpetual Securities shall nevertheless continue to be calculated as previously in accordance with this Condition but no publication of the Rate of Distribution and Distribution Amounts need to be made unless the Trustee requires otherwise.

(c) Determination or Calculation by the Trustee

If the Agent Bank does not at any material time determine or calculate the Rate of Distribution for a Distribution Period or any Distribution Amount, the Trustee shall do so. In doing so, the Trustee shall apply the foregoing provisions of this Condition, with any necessary consequential amendments, to the extent that, in its opinion, it can do so, and, in all other respects, it shall do so in such manner as it shall deem fair and reasonable in all the circumstances.

(d) Agent Bank and Reference Banks

The Issuer will procure that, so long as any Floating Rate Perpetual Security remains outstanding, there shall at all times be three Reference Banks (or such other number as may be required) and, so long as any Floating Rate Perpetual Security remains outstanding, there shall at all times be an Agent Bank. If any Reference Bank (acting through its relevant office) is unable or unwilling to continue to act as a Reference Bank or the Agent Bank is unable or unwilling to act as such or if the Agent Bank fails duly to establish the Rate of Distribution for any Distribution Period or to calculate the Distribution Amounts, the Issuer will appoint another bank with an office in the Relevant Financial Centre to act as such in its place. The Agent Bank may not resign from its duties without a successor having been appointed as aforesaid.

(IV) Distribution Discretion

(a) Optional Payment

If Optional Payment is set out hereon, the Issuer may, at its sole discretion, elect not to pay a distribution (or to pay only part of a distribution) which is scheduled to be paid on a Distribution Payment Date by giving notice (an "**Optional Payment Notice**") to the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders (in accordance with Condition 14) not more than 15 nor less than five business days (or such other notice period as may be specified hereon) prior to a scheduled Distribution Payment Date.

If a Dividend Pusher is set out hereon, the Issuer may not elect to defer any distribution if during the Reference Period (as specified in the applicable Pricing Supplement) ending on the day before that scheduled Distribution Payment Date, either or both of the following (each such event a "**Compulsory Distribution Payment Event**") have occurred:

(i) a dividend, distribution or other payment has been declared or paid on or in respect of any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations; or

(ii) any of the Issuer's Junior Obligations has been redeemed, reduced, cancelled, bought back or acquired for any consideration or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations has been redeemed, reduced cancelled, bought back or acquired for any consideration,

in each case, other than (1) in connection with any employee benefit plan or similar arrangements with or for the benefit of the employees, directors or consultants of the Group, (2) as a result of the exchange or conversion of Specified Parity Obligations of the Issuer for Junior Obligations, or (3) as specified in the applicable Pricing Supplement.

In these Conditions:

(A) "**Junior Obligation**" means, in relation to the Issuer, any of its ordinary shares and any class of its share capital and any other instruments or securities (including without limitation any preference shares, preferred units or subordinated perpetual securities) issued, entered into or guaranteed by the Issuer that ranks or is expressed to rank, whether by its terms or by operation of law, junior to the Perpetual Securities; and

(B) "**Specified Parity Obligations**" means any instrument or security (including without limitation any preference shares) issued, entered into or guaranteed by the Issuer (aa) which ranks or is expressed to rank, by its terms or by operation of law, *pari passu* with the Perpetual Securities and (bb) the terms of which provide that the making of payments thereon or distributions in respect thereof are fully at the discretion of the Issuer and/or, in the case of an instrument or security guaranteed by the Issuer, the issuer thereof.

Each Optional Payment Notice shall be accompanied, in the case of the notice to the Trustee and the Issuing and Paying Agent, by a certificate signed by a duly authorised officer of the Issuer confirming that no Compulsory Distribution Payment Event has occurred. Any such certificate shall be conclusive evidence that no Compulsory Distribution Payment Event has occurred during the relevant Reference Period and the Trustee and the Issuing and Paying Agent shall be entitled to rely without any obligation to verify the same and without liability to any Perpetual Securityholder or any other person on any Optional Payment Notice or any certificate as aforementioned. Each Optional Payment Notice shall be conclusive and binding on the Perpetual Securityholders.

(b) No obligation to pay

If Optional Payment is set out hereon and subject to Condition 4(IV)(c) and Condition 4(IV)(d), the Issuer shall have no obligation to pay any distribution on any Distribution Payment Date and any failure to pay a distribution in whole or in part shall not constitute a default of the Issuer in respect of the Perpetual Securities.

(c) Non-Cumulative Deferral and Cumulative Deferral

(i) If Non-Cumulative Deferral is set out hereon, any distribution deferred pursuant to this Condition 4(IV) is non-cumulative and will not accrue interest. The Issuer is not under any obligation to pay that or any other distributions that have not been paid in whole or in part. The Issuer may, at its sole discretion, and at any time, elect to pay an amount up to the amount of distribution which is unpaid ("**Optional Distribution**") (in whole or in part) by complying with the notice requirements in Condition 4(IV)(e). There is no limit on the number of times or the extent of the amount with respect to which the Issuer can elect not to pay distributions pursuant to this Condition 4(IV).

Any partial payment of outstanding Optional Distribution by the Issuer shall be shared by the holders of all outstanding Perpetual Securities and the Coupons related to them on a *pro rata* basis.

(ii) If Cumulative Deferral is set out hereon, any distribution deferred pursuant to this Condition 4(IV) shall constitute "**Arrears of Distribution**". The Issuer may, at its sole discretion, elect to (in the circumstances set out in Condition 4(IV)(a)) further defer any Arrears of Distribution by complying with the foregoing notice requirement applicable to any deferral of an accrued distribution. The Issuer is not subject to any limit as to the number of times distributions and Arrears of Distribution can or shall be deferred pursuant to this Condition 4(IV) except that this Condition 4(IV)(c) shall be complied with until all outstanding Arrears of Distribution have been paid in full.

(iii) If Additional Distribution is set out hereon, each amount of Arrears of Distribution shall bear interest as if it constituted the principal of the Perpetual Securities at the Distribution Rate or Rate of Distribution (as the case may be) and the amount of such interest (the "**Additional Distribution Amount**") with respect to Arrears of Distribution shall be due and payable pursuant to this Condition 4 and shall be calculated by applying the applicable Distribution Rate or Rate of Distribution (as the case may be) to the amount of the Arrears of Distribution and otherwise *mutatis mutandis* as provided in the foregoing provisions of this Condition 4. The Additional Distribution Amount accrued up to any Distribution Payment Date shall be added, for the purpose of calculating the Additional Distribution Amount accruing thereafter, to the amount of Arrears of Distribution remaining unpaid on such Distribution Payment Date so that it will itself become Arrears of Distribution.

(d) Restrictions in the case of Non-Payment

If Dividend Stopper is set out hereon and on any Distribution Payment Date, payments of all distribution scheduled to be made on such date are not made in full by reason of this Condition 4(IV), the Issuer shall not and shall procure that none of its subsidiaries shall:

(i) declare or pay any dividends, distributions or make any other payment on, and will procure that no dividend, distribution or other payment is made on, any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations; or

(ii) redeem, reduce, cancel, buy-back or acquire for any consideration, and will procure that no redemption, reduction, cancellation, buy-back or acquisition for any consideration is made in respect of, any of the Issuer's Junior Obligations or (except on a *pro rata* basis) any of the Issuer's Specified Parity Obligations,

in each case, other than (1) in connection with any employee benefit plan or similar arrangements with or for the benefit of the employees, directors or consultants of the Group, (2) as a result of the exchange or conversion of Specified Parity Obligations of the Issuer for Junior Obligations, or (3) as specified in the applicable Pricing Supplement, unless and until (A) (if Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) the Issuer has satisfied in full all outstanding Arrears of Distribution, (B) (if Non-Cumulative Deferral is specified as being applicable in the applicable Pricing Supplement) a redemption of all the outstanding Perpetual Securities has occurred, the next scheduled distribution has been paid in full or an Optional Distribution equal to the amount of a distribution payable with respect to the most recent Distribution Payment Date that was unpaid in full or in part, has been paid in full or (C) the Issuer is permitted to do so by an Extraordinary Resolution (as defined in the Trust Deed) of the Perpetual Securityholders and/or as otherwise specified in the applicable Pricing Supplement.

(e) Satisfaction of Optional Distribution or Arrears of Distribution

The Issuer:

(i) may, at its sole discretion, satisfy an Optional Distribution or Arrears of Distribution, as the case may be (in whole or in part) at any time by giving notice of such election to the Trustee, the Issuing and Paying Agent and the Perpetual Securityholders (in accordance with Condition 14) not more than 20 nor less than 10 business days (or such other notice period as may be specified hereon) prior to the relevant payment date specified in such notice (which notice is irrevocable and shall oblige the Issuer to pay the relevant Optional Distribution or Arrears of Distribution on the payment date specified in such notice); and

(ii) in any event shall satisfy any outstanding Arrears of Distribution (in whole but not in part) on the earliest of:

(1) the date of redemption of the Perpetual Securities in accordance with the redemption events set out in Condition 5 (as applicable);

(2) the next Distribution Payment Date following the occurrence of a breach of Condition 4(IV)(d) or the occurrence of a Compulsory Distribution Payment Event; and

(3) the date such amount becomes due under Condition 9 or on a Winding-up of the Issuer.

Any partial payment of an Optional Distribution or Arrears of Distribution, as the case may be, by the Issuer shall be shared by the Perpetual Securityholders of all outstanding Perpetual Securities on a *pro rata* basis.

(f) No default

Notwithstanding any other provision in these Conditions, the non-payment of any distribution payment in accordance with this Condition 4(IV) shall not constitute a default for any purpose (including, without limitation, pursuant to Condition 9) on the part of the Issuer under the Perpetual Securities.

5. Redemption and Purchase

(a) No Fixed Redemption Date

The Perpetual Securities are perpetual securities in respect of which there is no fixed redemption date and the Issuer shall (subject to the provisions of Condition 3 and without prejudice to Condition 9) only have the right (but not the obligation) to redeem or purchase them in accordance with the following provisions of this Condition 5.

(b) Redemption at the Option of the Issuer

If so provided hereon, the Issuer may, on giving irrevocable notice to the Perpetual Securityholders falling within the Issuer's Redemption Option Period shown on the face hereof, redeem all or, if so provided, some of the Perpetual Securities at their Redemption Amount or integral multiples thereof and on the date or dates so provided. Any such redemption of Perpetual Securities shall be at their Redemption Amount, together with distribution accrued (including any Arrears of Distribution and any Additional Distribution Amount) (if any) to (but excluding) the date fixed for redemption.

All Perpetual Securities in respect of which any such notice is given shall be redeemed on the date specified in such notice in accordance with this Condition.

In the case of a partial redemption of the Perpetual Securities, the notice to Perpetual Securityholders shall also contain the certificate numbers of the Bearer Perpetual Securities or, in the case of Registered Perpetual Securities, shall specify the principal amount of Registered Perpetual Securities drawn and the holder(s) of such Registered Perpetual Securities, to be redeemed, which shall have been drawn by or on behalf of the Issuer in such place and in such manner as may be agreed between the Issuer and the Trustee, subject to compliance with any applicable laws. So long as the Perpetual Securities are listed on any Stock Exchange (as defined in the Trust Deed), the Issuer shall comply with the rules of such Stock Exchange in relation to the publication of any notice of redemption of such Perpetual Securities.

(c) Redemption for Taxation Reasons

If so provided hereon, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distributions (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption), if:

(i) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that:

(1) the Perpetual Securities will not be regarded as "debt securities" for the purposes of Section 43N(4) of the Income Tax Act, Chapter 134 of Singapore ("**ITA**") and Regulation 2 of the Income Tax (Qualifying Debt Securities) Regulations; or

(2) the distributions (including any Arrears of Distribution and any Additional Distribution Amount) will not be regarded as interest payable by the Issuer for the purposes of the withholding tax exemption on interest for "qualifying debt securities" under the ITA; or

(ii) (1) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 7, or increase the payment of such additional amounts, as a result of any change in, or amendment to, the laws (or any regulations, rulings or other administrative pronouncements promulgated thereunder) of Singapore or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws, regulations, rulings or other administrative pronouncements, which change or amendment is made public on or after the Issue Date or any other date specified in the Pricing Supplement; and

(2) such obligations cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Perpetual Securities then due.

Prior to the publication of any notice of redemption pursuant to this Condition 5(c), the Issuer shall deliver to the Trustee a certificate signed by a duly authorised officer of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred and an opinion of independent legal, tax or any other professional advisers of recognised standing to the effect that (A) in the case of a notice of redemption pursuant to Condition 5(c)(ii), the Issuer has or is likely to become obliged to pay such additional amounts as a result of such change or amendment to the law (or any regulations, rulings or other administrative pronouncements promulgated thereunder) or the application or official interpretation thereof; and (B) in the case of a notice of redemption pursuant to Condition 5(c)(i), such ruling from the Comptroller of Income Tax in Singapore (or other relevant authority) has been issued and enclosing a copy of such ruling.

The Trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Perpetual Securityholders.

(d) Redemption for Accounting Reasons

If so provided hereon, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption) if, on such Distribution Payment Date or at any time after that Distribution Payment Date, as a result of any changes or amendments to Singapore Financial Reporting Standards issued by the Singapore Accounting Standards Council (as amended from time to time, the "**SFRS**") or any other accounting standards that may replace SFRS for the purposes of the consolidated financial statements of the Issuer (the "**Relevant Accounting Standard**"), the Perpetual Securities will not or will no longer be recorded as "equity" of the Issuer pursuant to the Relevant Accounting Standard.

Prior to the publication of any notice of redemption pursuant to this Condition 5(d), the Issuer shall deliver to the Trustee:

(i) a certificate signed by a duly authorised officer of the Issuer stating that the circumstances referred to above prevail and setting out the details of such circumstances; and

(ii) an opinion of the Issuer's independent auditors stating that the circumstances referred to above prevail and the date on which the relevant change or amendment to the Relevant Accounting Standard is due to take effect.

Upon the expiry of any such notice as is referred to in this Condition 5(d), the Issuer shall be bound to redeem the Perpetual Securities in accordance with this Condition 5(d).

(e) Redemption for Tax Deductibility

If so provided hereon, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distributions (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption) if:

(i) the Issuer satisfies the Trustee immediately before giving such notice that, as a result of:

(1) any amendment to, or change in, the laws (or any rules or regulations thereunder) of Singapore or any political subdivision or any taxing authority thereof or therein which is enacted, promulgated, issued or becomes effective on or after the Issue Date;

(2) any amendment to, or change in, an official and binding interpretation of any such laws, rules or regulations by any legislative body, court, governmental agency or regulatory authority (including the enactment of any legislation and the publication of any judicial decision or regulatory determination) which is enacted, promulgated, issued or becomes effective on or after the Issue Date; or

(3) any generally applicable official interpretation or pronouncement which is issued or announced on or after the Issue Date that provides for a position with respect to such laws or regulations that differs from the previously generally accepted position which is announced before the Issue Date,

the distributions (including any Arrears of Distribution and any Additional Distribution Amount) by the Issuer are no longer, or would in the Distribution Period immediately following that Distribution Payment Date no longer be, regarded as sums "payable by way of interest upon any money borrowed" for the purpose of Section 14(1)(a) of the ITA, provided that no such notice of redemption may be given earlier than 90 days prior to such effective date on which the distributions (including any Arrears of Distribution and any Additional Distribution Amount) would not be regarded as such sums; or

(ii) the Issuer receives a ruling by the Comptroller of Income Tax in Singapore (or other relevant authority) which confirms that the distributions (including any Arrears of Distribution and any Additional Distribution Amount) will not be regarded as sums "payable by way of interest upon any money borrowed" for the purpose of Section 14(1)(a) of the ITA.

Prior to the publication of any notice of redemption pursuant to this Condition 5(e), the Issuer shall deliver or procure that there is delivered to the Trustee a certificate signed by a duly authorised officer of the Issuer stating that the circumstances referred to above prevail and setting out the details of such circumstances and an opinion of the Issuer's independent tax or legal adviser of recognised standing stating that (A) in the case of a notice of redemption pursuant to Condition 5(e)(i), the circumstances referred to above prevail and the date on which the relevant change, amendment, interpretation or pronouncement has taken place or is due to take effect; and (B) in the case of a notice of redemption pursuant to Condition 5(e)(ii), such ruling from the Comptroller of Income Tax in Singapore (or other relevant authority) has been issued and enclosing a copy of such ruling.

The Trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the conditions precedent set out above, in which event it shall be conclusive and binding on the Perpetual Securityholders.

Upon the expiry of any such notice as is referred to in this Condition 5(e), the Issuer shall be bound to redeem all the Perpetual Securities in accordance with this Condition 5(e).

(f) Redemption in the case of Minimal Outstanding Amount

If so provided hereon, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption) if, immediately before giving such notice, the aggregate principal amount of the Perpetual Securities outstanding is less than 10 per cent. of the aggregate principal amount originally issued.

Upon the expiry of any such notice as is referred to in this Condition 5(f), the Issuer shall be bound to redeem all the Perpetual Securities in accordance with this Condition 5(f).

(g) Redemption upon Cessation or Suspension of Trading of Shares

If so provided hereon, the Perpetual Securities may be redeemed at the option of the Issuer in whole, but not in part, on any Distribution Payment Date or, if so specified hereon, at any time on giving not less than 30 nor more than 60 days' notice to the Perpetual Securityholders (which notice shall be irrevocable), at their Redemption Amount (together with distribution (including any Arrears of Distribution and any Additional Distribution Amount) (if any) accrued to (but excluding) the date fixed for redemption), following the occurrence of a Cessation or Suspension of Trading Event.

For the purposes of these Conditions:

(i) a "**Cessation or Suspension of Trading Event**" occurs when:

(1) the shares of the Issuer cease to be traded on both the SGX-ST (as defined in the Trust Deed) and the SEHK (as defined in the Trust Deed); or

(2) trading in the shares of the Issuer on the SGX-ST or the SEHK is suspended for a continuous period of more than ten market days (other than any suspension occurring prior to the voluntary delisting (which does not involve any insolvency, merger, takeover, amalgamation or change in control) by the Issuer of its shares on the SGX-ST or, as the case may be, the SEHK); and

(ii) "**market day**" means a day on which the SGX-ST or, as the case may be, the SEHK is open for trading in securities.

(h) Purchases

The Issuer or any of its related corporations may at any time purchase Perpetual Securities at any price (provided that they are purchased together with all unmatured Coupons and unexchanged Talons relating to them) in the open market or otherwise, provided that in any such case such purchase or purchases is in compliance with all relevant laws, regulations and directives. The Perpetual Securities so purchased, while held by or on behalf of the Issuer and/or any of its related corporations shall not entitle the holder to vote at any meetings of the Perpetual Securityholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Perpetual Securityholders or for the purposes of Conditions 9 and 10.

Perpetual Securities purchased by the Issuer or any of its related corporations may be surrendered by the purchaser through the Issuer to, in the case of Bearer Perpetual Securities, the Issuing and Paying Agent and, in the case of Registered Perpetual Securities, the Registrar for cancellation or may at the option of the Issuer or relevant related corporation be held or resold.

For the purposes of these Conditions, "**directive**" includes any present or future directive, regulation, request, requirement, rule or credit restraint programme of any relevant agency, authority, central bank department, government, legislative, minister, ministry, official public or statutory corporation, self-regulating organisation, or stock exchange.

(i) Cancellation

All Perpetual Securities purchased by or on behalf of the Issuer or any of its related corporations may be surrendered for cancellation, in the case of Bearer Perpetual Securities, by surrendering each such Perpetual Security together with all unmatured Coupons and unexchanged Talons to the Issuing and Paying Agent at its specified office and, in the case of Registered Perpetual Securities, by surrendering the Certificate representing such Perpetual Securities to the Registrar and, in each case, if so surrendered, shall, together with all Perpetual Securities redeemed by the Issuer, be cancelled forthwith (together with all unmatured Coupons and unexchanged Talons attached thereto or surrendered therewith). Any Perpetual Securities or Certificates so surrendered for cancellation may not be reissued or resold.

6. Payments

(a) Principal and Distribution in respect of Bearer Perpetual Securities

Payments of principal and distribution in respect of Bearer Perpetual Securities will, subject as mentioned below, be made against presentation and surrender of the relevant Perpetual Securities or Coupons, as the case may be, at the specified office of the Issuing and Paying Agent by a cheque drawn in the currency in which payment is due on, or, at the option of the holders, by transfer to an account maintained by the payee in that currency with, a bank in the principal financial centre for that currency.

(b) Principal and Distribution in respect of Registered Perpetual Securities

(i) Payments of principal in respect of Registered Perpetual Securities will, subject as mentioned below, be made against presentation and surrender of the relevant Certificates at the specified office of the Registrar or any of the other Transfer Agents and in the manner provided in Condition 6(b)(ii).

(ii) Distribution on Registered Perpetual Securities shall be paid to the person shown on the Register as the holder thereof at the close of business on the fifteenth day before the due date for payment thereof (the "**Record Date**"). Payments of distribution on each Registered Perpetual Security shall be made by a cheque drawn in the currency in which payment is due and mailed to the holder (or to the first named of joint holders) of such Perpetual Security at its address appearing in the Register. Upon application by the holder to the specified office of the Registrar or any other Transfer Agent before the Record Date, such payment of distribution may be made by transfer to an account maintained by the holder in that currency with a bank in the principal financial centre for that currency.

(c) Payments subject to law etc.

All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives, but without prejudice to the provisions of Condition 7. No commission or expenses shall be charged to the Perpetual Securityholders or Couponholders in respect of such payments.

(d) Appointment of Agents

The Issuing and Paying Agent, the Agent Bank, the Transfer Agent and the Registrar initially appointed by the Issuer and their respective specified offices are listed below. The Issuer reserves the right at any time to vary or terminate the appointment of the Issuing and Paying Agent, any other Paying Agent, the Agent Bank, any Transfer Agent and the Registrar and to appoint additional or other Issuing and Paying Agents, Paying Agents, Agent Banks, Transfer Agents and Registrars, provided that it will at all times maintain (i) an Issuing and Paying Agent having a specified office in Singapore, (ii) an Agent Bank having a specified office in Singapore, (iii) a Transfer Agent in relation to Registered Perpetual Securities having a specified office in Singapore and (iv) a Registrar in relation to Registered Perpetual Securities having a specified office in Singapore.

Notice of any such change or any change of any specified office will promptly be given to the Perpetual Securityholders in accordance with Condition 14.

The Agency Agreement may be amended by the Issuer, the Issuing and Paying Agent, the Agent Bank, the Transfer Agent, the Registrar and the Trustee, without the consent of any holder, for the purpose of curing any ambiguity or of curing, correcting or supplementing any defective provision contained therein or in any manner which the Issuer, the Issuing and Paying Agent, the Agent Bank, the Transfer Agent, the Registrar and the Trustee may mutually deem necessary or desirable and which does not, in the reasonable opinion of the Issuer, the Issuing and Paying Agent, the Agent Bank, the Transfer Agent, the Registrar and the Trustee, adversely affect the interests of the holders.

(e) Unmatured Coupons and Unexchanged Talons

(i) Bearer Perpetual Securities which comprise Fixed Rate Perpetual Securities should be surrendered for payment together with all unmatured Coupons (if any) relating to such Perpetual Securities, failing which an amount equal to the face value of each missing unmatured Coupon (or, in the case of payment not being made in full, that proportion of the amount of such missing unmatured Coupon which the sum of principal so paid bears to the total principal due) will be deducted from the Redemption Amount due for payment. Any amount so deducted will be paid in the manner mentioned above against surrender of such missing Coupon within a period of three years from the Relevant Date for the payment of such principal (whether or not such Coupon has become void pursuant to Condition 8).

(ii) Subject to the provisions of the relevant Pricing Supplement, upon the due date for redemption of any Bearer Perpetual Security comprising a Floating Rate Perpetual Security, unmatured Coupons relating to such Perpetual Security (whether or not attached) shall become void and no payment shall be made in respect of them.

(iii) Upon the due date for redemption of any Bearer Perpetual Security, any unexchanged Talon relating to such Perpetual Security (whether or not attached) shall become void and no Coupon shall be delivered in respect of such Talon.

(iv) Where any Bearer Perpetual Security comprising a Floating Rate Perpetual Security is presented for redemption without all unmatured Coupons, and where any Bearer Perpetual Security is presented for redemption without any unexchanged Talon relating to it, redemption shall be made only against the provision of such indemnity as the Issuer may require.

(v) If the due date for redemption or repayment of any Perpetual Security is not a due date for payment of distribution, distribution accrued from the preceding due date for payment of distribution or the Distribution Commencement Date, as the case may be, shall only be payable against presentation (and surrender if appropriate) of the relevant Bearer Perpetual Security or Certificate.

(f) Talons

On or after the Distribution Payment Date for the final Coupon forming part of a Coupon sheet issued in respect of any Bearer Perpetual Security, the Talon forming part of such Coupon sheet may be surrendered at the specified office of the Issuing and Paying Agent on any business day in exchange for a further Coupon sheet (and if necessary another Talon for a further Coupon sheet) (but excluding any Coupons that may have become void pursuant to Condition 8).

(g) Non-business days

Subject as provided in the relevant Pricing Supplement or subject as otherwise provided in these Conditions, if any date for the payment in respect of any Perpetual Security or Coupon is not a business day, the holder shall not be entitled to payment until the next following business day and shall not be entitled to any further distribution or other payment in respect of any such delay.

7. Taxation

All payments in respect of the Perpetual Securities and the Coupons by the Issuer shall be made free and clear of, and without deduction or withholding for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or within Singapore or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law. In such event, the Issuer shall pay such additional amounts as will result in the receipt by the Perpetual Securityholders and the Couponholders of such amounts as would have been received by them had no such deduction or withholding been required, except that no such additional amounts shall be payable in respect of any Perpetual Security or Coupon presented (or in respect of which the Certificate representing it is presented) for payment:

(a) by or on behalf of a holder who is subject to such taxes, duties, assessments or governmental charges by reason of his being connected with Singapore otherwise than by reason only of the holding of such Perpetual Security or Coupon or the receipt of any sums due in respect of such Perpetual Security or Coupon (including, without limitation, the holder being a resident of, or a permanent establishment in, Singapore); or

(b) more than 30 days after the Relevant Date except to the extent that the holder thereof would have been entitled to such additional amounts on presenting the same for payment on the last day of such period of 30 days.

As used in these Conditions, "**Relevant Date**" in respect of any Perpetual Security or Coupon means the date on which payment in respect thereof first becomes due or (if any amount of the money payable is improperly withheld or refused) the date on which payment in full of the amount outstanding is made or (if earlier) the date falling seven days after that on which notice is duly given to the Perpetual Securityholders in accordance with Condition 14 that, upon further presentation of the Perpetual Security (or relevant Certificate) or Coupon being made in accordance with the Conditions, such payment will be made, provided that payment is in fact made upon presentation, and references to "**principal**" shall be deemed to include any premium payable in respect of the Perpetual Securities, all Redemption Amounts and all other amounts in the nature of principal payable pursuant to Condition 5, "**distribution**" shall be deemed to include all Distribution Amounts and all other amounts payable pursuant to Condition 4 and any reference to "**principal**" and/or "**premium**" and/or "**Redemption Amounts**" and/or "**distribution**" shall be deemed to include any additional amounts which may be payable under these Conditions.

8. Prescription

Claims against the Issuer for payment in respect of the Perpetual Securities and Coupons (which, for this purpose, shall not include Talons) shall be prescribed and become void unless made within three years from the appropriate Relevant Date for payment.

9. Non-payment

(a) Non-payment when due

Notwithstanding any of the provisions below in this Condition 9, the right to institute proceedings for Winding-up (as defined below) is limited to circumstances where payment under the Perpetual Securities has become due. In the case of any distribution, such distribution will not be due if the Issuer has elected not to pay that distribution in accordance with Condition 4(IV). In addition, nothing in this Condition 9, including any restriction on commencing proceedings, shall in any way restrict or limit the rights of the Trustee or any of its directors, officers, employees or agents to claim from or to otherwise take any action against the Issuer in respect of any costs, charges, fees, expenses or liabilities incurred by such party pursuant to or in connection with the Perpetual Securities or the Trust Deed.

(b) Proceedings for Winding-Up

If (i) a final and effective order is made or an effective resolution is passed for the Winding-up of the Issuer, (ii) the Issuer fails to make payment of any principal or premium payable by it under any of the Perpetual Securities when due or (iii) the Issuer fails to make payment of any distribution or any other amount payable by it under any of the Perpetual Securities (other than principal or premium) when due (each an "**Enforcement Event**"), the Issuer shall be deemed to be in default under the Trust Deed and the Perpetual Securities and the Trustee may, subject to the provisions of Condition 9(d), institute proceedings for the Winding-up of the Issuer and/or prove in the Winding-up of the Issuer and/or claim in the liquidation of the Issuer for such payment.

For the purposes of these Conditions, "**Winding-up**" means bankruptcy, winding-up, liquidation, receivership, judicial management or similar proceedings.

(c) Enforcement

Without prejudice to Condition 9(b) but subject to the provisions of Condition 9(d), the Trustee may without further notice to the Issuer institute such proceedings against the Issuer as it may think fit to enforce any term or condition binding on the Issuer under the Perpetual Securities or the Trust Deed, as the case may be, (other than any payment obligation of the Issuer under or arising from the Perpetual Securities, including, without limitation, payment of any principal or premium or satisfaction of any distributions (including any damages awarded for breach of any obligations)) and in no event shall the Issuer, by virtue of the institution of any such proceedings, be obliged to pay any sum or sums, in cash or otherwise, sooner than the same would otherwise have been payable by it.

(d) Entitlement of Trustee

The Trustee shall not and shall not be obliged to take any of the actions referred to in Condition 9(b) or Condition 9(c) against the Issuer to enforce the terms of the Trust Deed or the Perpetual Securities unless (i) it shall have been so directed by an Extraordinary Resolution of the Perpetual Securityholders or so requested in writing by Perpetual Securityholders holding not less than 25 per cent. in principal amount of the Perpetual Securities outstanding and (ii) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction.

(e) Right of Perpetual Securityholders or Couponholder

No Perpetual Securityholder or Couponholder shall be entitled to proceed directly against the Issuer or to institute proceedings for the Winding-up or claim in the liquidation of the Issuer or to prove in such Winding-up unless the Trustee, having become so bound to proceed or being able to prove in such Winding-up or claim in such liquidation, fails or neglects to do so within a reasonable period and such failure or neglect shall be continuing, in which case the Perpetual Securityholder or Couponholder shall have only such rights against the Issuer as those which the Trustee is entitled to exercise as set out in this Condition 9.

(f) Extent of Perpetual Securityholders' remedy

No remedy against the Issuer, other than as referred to in this Condition 9, shall be available to the Trustee or the Perpetual Securityholders or Couponholders, whether for the recovery of amounts owing in respect of the Trust Deed or the Perpetual Securities or in respect of any breach by the Issuer of any of its other obligations under or in respect of the Trust Deed or the Perpetual Securities.

10. Meeting of Perpetual Securityholders and Modifications

The Trust Deed contains provisions for convening meetings of Perpetual Securityholders of a Series to consider any matter affecting their interests, including modification by Extraordinary Resolution of the Perpetual Securities of such Series (including these Conditions insofar as the same may apply to such Perpetual Securities) or any of the provisions of the Trust Deed.

The Trustee or the Issuer at any time may, and the Trustee upon the request in writing by Perpetual Securityholders holding not less than one-tenth of the principal amount of the Perpetual Securities of any Series for the time being outstanding and after being indemnified and/or secured and/or pre-funded to its satisfaction against all costs and expenses shall, convene a meeting of the Perpetual Securityholders of that Series. An Extraordinary Resolution duly passed at any such meeting shall be binding on all the Perpetual Securityholders of the relevant Series, whether present or not and on all relevant Couponholders, except that any Extraordinary Resolution proposed, *inter alia*, (a) to amend the dates of redemption of the Perpetual Securities or any date for payment of distribution or Distribution Amounts on the Perpetual Securities, (b) to reduce or cancel the principal amount of, or any premium payable on redemption of, the Perpetual Securities, (c) to reduce the rate or rates of distribution in respect of the Perpetual Securities or to vary the method or basis of calculating the rate or rates of distribution or the basis for calculating any Distribution Amount in respect of the Perpetual Securities, (d) to vary any method of, or basis for, calculating the Redemption Amount, (e) to vary the currency or currencies of payment or denomination of the Perpetual Securities, (f) to take any steps that as specified hereon may only be taken following approval by an Extraordinary Resolution to which the special quorum provisions apply, (g) to amend the subordination provisions of the Perpetual Securities or (h) to modify the provisions concerning the quorum required at any meeting of Perpetual Securityholders or the majority required to pass the Extraordinary Resolution, will only be binding if passed at a meeting of the Perpetual Securityholders of the relevant Series (or at any adjournment thereof) at which a special quorum (provided for in the Trust Deed) is present.

The Trustee may agree, without the consent of the Perpetual Securityholders or Couponholders, to (i) any modification of any of the provisions of the Trust Deed which in the opinion of the Trustee is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of Singapore law or is required by Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system in which the Perpetual Securities may be held and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed which is in the opinion of the Trustee not materially prejudicial to the interests of the Perpetual Securityholders. Any such modification, authorisation or waiver shall be binding on the Perpetual Securityholders and the Couponholders and, if the Trustee so requires, such modification shall be notified to the Perpetual Securityholders as soon as practicable.

In connection with the exercise of its functions (including but not limited to those in relation to any proposed modification, waiver, authorisation or substitution) the Trustee shall have regard to the interests of the Perpetual Securityholders as a class and shall not have regard to the consequences of such exercise for individual Perpetual Securityholders or Couponholders.

These Conditions may be amended, modified, or varied in relation to any Series of Perpetual Securities by the terms of the relevant Pricing Supplement in relation to such Series.

11. Replacement of Perpetual Securities, Certificates, Coupons and Talons

If a Perpetual Security, Certificate, Coupon or Talon is lost, stolen, mutilated, defaced or destroyed it may be replaced, subject to applicable laws, at the specified office of the Issuing and Paying Agent (in the case of Bearer Perpetual Securities, Coupons or Talons) and of the Registrar (in the case of Certificates), or at the specified office of such other Paying Agent or Transfer Agent, as the case may be, as may from time to time be designated by the Issuer for the purpose and notice of whose designation is given to Perpetual Securityholders in accordance with Condition 14, on payment by the claimant of the fees and costs incurred in connection therewith and on such terms as to evidence, undertaking, security and indemnity (which may provide, *inter alia*, that if the allegedly lost, stolen or destroyed Perpetual Security, Certificate, Coupon or Talon is subsequently presented for payment, there will be paid to the Issuer on demand the amount payable by the Issuer in respect of such Perpetual Security, Certificate, Coupon or Talon) and otherwise as the Issuer may require. Mutilated or defaced Perpetual Securities, Certificates, Coupons or Talons must be surrendered before replacements will be issued.

12. Further Issues

The Issuer may from time to time without the consent of the Perpetual Securityholders or Couponholders create and issue further perpetual securities having the same terms and conditions as the Perpetual Securities of any Series and so that the same shall be consolidated and form a single Series with such Perpetual Securities, and references in these Conditions to “**Perpetual Securities**” shall be construed accordingly.

13. Indemnification of the Trustee

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility, including provisions relieving it from taking proceedings to enforce repayment unless indemnified and/or secured and/or pre-funded to its satisfaction. The Trust Deed also contains a provision entitling the Trustee or any corporation related to it to enter into business transactions with the Issuer or any of its subsidiaries without accounting to the Perpetual Securityholders or Couponholders for any profit resulting from such transactions.

Each Perpetual Securityholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Perpetual Securityholder shall not rely on the Trustee in respect thereof.

14. Notices

Notices to the holders of Registered Perpetual Securities shall be valid if mailed to them at their respective addresses in the Register and deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notwithstanding the foregoing, notices to the holders of Perpetual Securities will be valid if published in a daily newspaper of general circulation in Singapore (or, if the holders of any Series of Perpetual Securities can be identified, notices to such holders will also be valid if they are given to each of such holders). It is expected that such publication will be made in The Business Times. Notices will, if published more than once or on different dates, be deemed to have been given on the date of the first publication in such newspaper as provided above.

In the case where the Issuer is listed on the SGX-ST or where the Perpetual Securities are listed on the SGX-ST, notices to the holders of such Perpetual Securities (whether Bearer Perpetual Securities or Registered Perpetual Securities) shall also be valid if made by way of an announcement on the SGX-ST. Any such notice shall be deemed to have been given to the Perpetual Securityholders on the date on which the said notice was uploaded as an announcement on the SGX-ST. Couponholders shall be deemed for all purposes to have notice of the contents of any notice to the holders of Bearer Perpetual Securities in accordance with this Condition 14.

So long as the Perpetual Securities are represented by a Global Security or a Global Certificate and such Global Security or Global Certificate is held in its entirety on behalf of Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system, there may be substituted for such publication in such newspapers or announcement on the SGX-ST the delivery of the relevant notice to Euroclear, Clearstream, Luxembourg, (subject to the agreement of the Depository) the Depository and/or such other clearing system for communication by it to the Perpetual Securityholders, except that if the Perpetual Securities are listed on the SGX-ST and the rules of such exchange so require, notice will in any event be published in accordance with the first paragraph of this Condition 14. Any such notice shall be deemed to have been given to the Perpetual Securityholders on the seventh day after the day on which the said notice was given to Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system.

Notices to be given by any Perpetual Securityholder pursuant hereto (including to the Issuer) shall be in writing and given by lodging the same, together with the relevant Perpetual Security or Perpetual Securities, with the Issuing and Paying Agent (in the case of Bearer Perpetual Securities) or the Registrar (in the case of Certificates). Whilst the Perpetual Securities are represented by a Global Security or a Global Certificate, such notice may be given by any Perpetual Securityholder to the Issuing and Paying Agent or, as the case may be, the Registrar through Euroclear, Clearstream, Luxembourg, the Depository in such manner and/or such other clearing system as the Issuing and Paying Agent or, as the case may be, the Registrar and Euroclear, Clearstream, Luxembourg, the Depository and/or such other clearing system may approve for this purpose.

Notwithstanding the other provisions of this Condition, in any case where the identity and addresses of all the Perpetual Securityholders are known to the Issuer, notices to such holders may be given individually by recorded delivery mail to such addresses and will be deemed to have been given when received at such addresses.

15. Governing Law and Jurisdiction

(a) Governing Law

The Perpetual Securities and the Coupons are governed by, and shall be construed in accordance with, the laws of Singapore.

(b) Jurisdiction

The courts of Singapore are to have non-exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Trust Deed, the Perpetual Securities or the Coupons and accordingly any legal action or proceedings arising out of or in connection with the Trust Deed, the Perpetual Securities or the Coupons may be brought in such courts. The Issuer has in the Trust Deed irrevocably submitted to the jurisdiction of such courts.

(c) No Immunity

The Issuer agrees that in any legal action or proceedings arising out of or in connection with the Perpetual Securities or the Coupons against it or any of its assets, no immunity from such legal action or proceedings (which shall include, without limitation, suit, attachment prior to award, other attachment, the obtaining of an award, judgment, execution or other enforcement) shall be claimed by or on behalf of the Issuer or with respect to any of its assets and irrevocably waives any such right of immunity which it or its assets now have or may hereafter acquire or which may be attributed to it or its assets and consent generally in respect of any such legal action or proceedings to the giving of any relief or the issue of any process in connection with such action or proceedings including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order, award or judgment which may be made or given in such action or proceedings.

16. Contracts (Rights of Third Parties) Act

No person shall have any right to enforce any term or condition of the Perpetual Securities under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore.

Issuing and Paying Agent, Agent Bank, Registrar and Transfer Agent

DBS Bank Ltd.
10 Toh Guan Road
#04-11 (Level 4B) DBS Asia Gateway
Singapore 608838

THE ISSUER

1. OVERVIEW

Centurion Corporation Limited ("**Centurion**" or the "**Company**"), is a diversified business group (the Company and its subsidiaries collectively, the "**Group**") and one of Singapore's largest specialised accommodation owner-operators, with assets in workers and student accommodation across six countries globally. The Group has been investing in, developing, owning and/or managing quality workers accommodation assets (the "**Workers Accommodation Business**") in Singapore and Malaysia since August 2011, as well as student accommodation assets (the "**Student Accommodation Business**", and together with Workers Accommodation Business, the "**Accommodation Business**") in the United States, the United Kingdom, Australia, South Korea and Singapore since February 2014.

The Company was incorporated in Singapore and is listed on the Main Board of the SGX-ST (SGX stock code: **OU8**). The Company was officially dual-listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "**SEHK**") (SEHK stock code: **6090**) on 12 December 2017. The offering of six million shares for subscription by retail investors in Hong Kong was approximately 18.76 times subscribed while the placement of 30 million shares with professional and institutional investors was oversubscribed. The Company's dual primary listing on the SEHK provides the Company with ready access to two different equity markets, while also enabling the Company to promote its brand recognition and presence in the international market.

As at the LPD, the Group had a strong portfolio of 36 operational accommodation assets totalling approximately 65,077 beds, as follows:

(a) 17 workers accommodation assets overall, with nine in Singapore with approximately 33,898 beds and eight in Malaysia with approximately 25,099 beds, under the Group's "Westlite" brand; and

(b) 19 student accommodation assets overall, with six in the United States with approximately 2,145 beds (one in Auburn, Alabama, one in Tallahassee, Florida, two in Madison, Wisconsin, one in College Station, Texas, and one in New Haven, Connecticut), 10 in the United Kingdom with approximately 2,807 beds (five in Manchester, two in Nottingham, one in Liverpool, one in Bristol and one in Newcastle), two in Australia with approximately 920 beds (one in Melbourne and one in Adelaide) and one in South Korea with approximately 208 beds (in Dongdaemun). All of the student accommodations in the United States, the United Kingdom, Australia and South Korea are managed under the Group's "dwell" brand.

In September 2020, the Group secured a tender by Jurong Town Corporation ("**JTC**") to lease and manage up to 6,368 beds in four new Quick Build Dormitories ("**QBDs**") in Singapore for a lease term of three years with an option by JTC to extend for an additional one year. These workers accommodation assets commenced operations progressively since the second half-year ended 31 December 2020 ("**2H2020**").

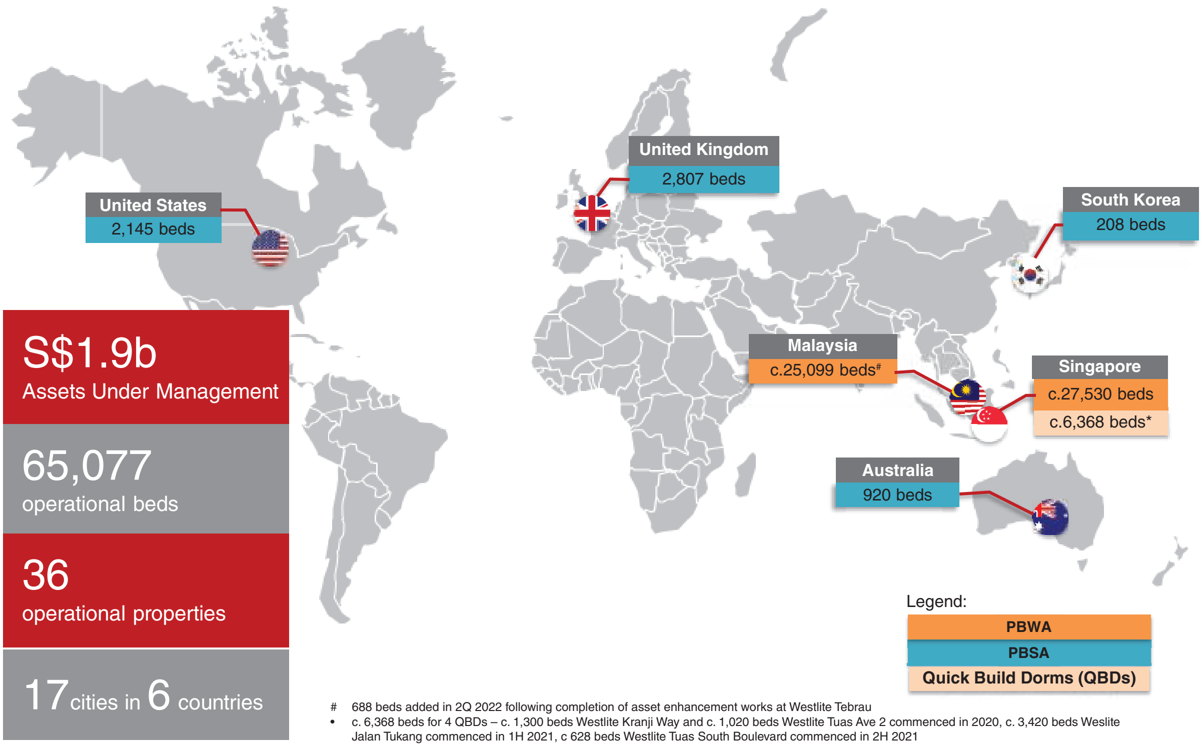
As at the LPD, the Group had a land bank with no immediate development schedule as follows:

(a) the Westlite Nusajaya Land measuring approximately 30,174 sqm, for future development of the Group's workers accommodation;

(b) a 7,220 sqm land in Bekasi, Jakarta, Indonesia for the potential development of workers/short stay accommodation; and

(c) four plots of land totalling 4,434 sqm in Port Hedland at Western Australia for the potential development of workers/short stay accommodation.

Diversified Business Portfolio across Geography and Asset Type

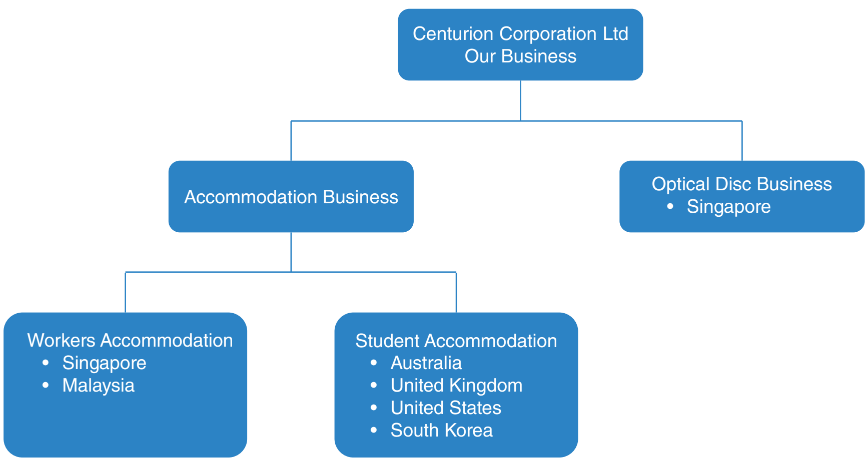


688 beds added in 2Q 2022 following completion of asset enhancement works at Westlite Tebrau

• c. 6,368 beds for 4 QBDs – c. 1,300 beds Westlite Kranji Way and c. 1,020 beds Westlite Tuas Ave 2 commenced in 2020, c. 3,420 beds Weslite Jalan Tukang commenced in 1H 2021, c 628 beds Westlite Tuas South Boulevard commenced in 2H 2021

As part of a legacy business, Centurion continues to be involved in the manufacture and sale of optical storage media under the brand “SM Summit” (the “**Optical Disc Business**”) through its wholly-owned subsidiary in Singapore, Summit Creations Pte. Ltd. (formerly known as Summit CD Manufacture Pte Ltd), but the Group has gradually downsized its operations due to the continued weak market for physical optical disc media. The Group’s optical disc products consist of CDs and DVDs where contents such as annual reports, software, music or video contents are replicated for its customers. The Group has a small-scale production plant in Singapore, with a total site area of approximately 600 sqm, which houses three production lines equipped with printing, packaging and inventory storage facilities.

In the last five years, there had not been any significant change in the business focus of the Group. The following diagram illustrates its principal business segments:



The Group's portfolio of workers accommodation assets are generally located in areas easily accessible by various transportation modes and cater to companies from various industries, including the construction, marine, engineering, services, oil and gas and manufacturing industries in Singapore and Malaysia. The lease period for a majority of the Group's workers accommodation signed with its customers is for a period of one year.

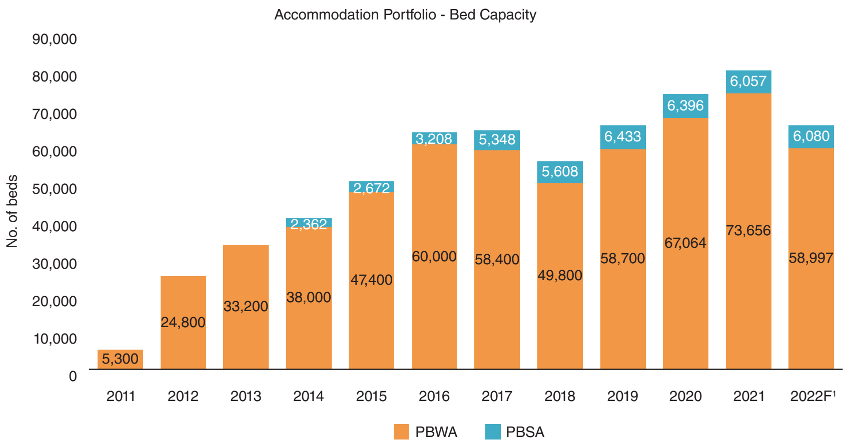
The Group's student accommodation assets are generally located in close proximity to key university campuses with easy access to city centres. They cater to both domestic and international students studying in the universities. The typical lease period for most of the students is for an academic year.

Accordingly, the Group's workers accommodation portfolio and student accommodation portfolio are resilient accommodation assets achieved average occupancy rate of 81% for the workers accommodation portfolio and 61% for the student accommodation portfolio (excluding the US portfolio under the Centurion US Student Housing Fund (the "**Fund**") of which Centurion holds 28.74% of the units issued, and dwell Selegie, which ceased operations in June 2021) for the financial year ended 31 December 2021 ("**FY2021**") despite the resulting pressures from the coronavirus disease ("**Covid-19**").

For the half-year ended 30 June 2022 ("**1H2022**"), the Group's workers accommodation portfolio and student accommodation portfolio has an average occupancy rate of 86% for the workers accommodation portfolio and 82% for the student accommodation portfolio (excluding the US portfolio under the Fund).

The Group prides itself on its holistic approach in managing its accommodation assets, focusing on the well-being of its residents by providing a conducive environment for community living. Amid halted expansion and development plans until the Covid-19 situation normalises, the Group still expects to continue on its path to expand its business as opportunities arise and to grow its revenue, while at the same time maintaining cost controls, to increase shareholders' returns and gain a stronger foothold in the accommodation industry. The following diagram illustrates the Group's Accommodation Business growth profile over the years.

Accommodation Growth Profile



Note:

1. MY - Post reconfiguration works to comply with Workers' Minimum Standards of Housing and Amenities (Amendment) Act 2019 ("Act 446") with effect from 1 Jan 2022. Includes 688 beds added in 2Q 2022 following completion of asset enhancement works at Westlite Tebrau

In addition, the Group will leverage on its strong portfolio of assets in the Workers Accommodation Business and the Student Accommodation Business to further grow its Accommodation Business in new geographical territories such as South-East Asia, China, Taiwan, the United Arab Emirates, Qatar, Saudi Arabia, the Middle East, Europe and Canada (the "**New Markets**").

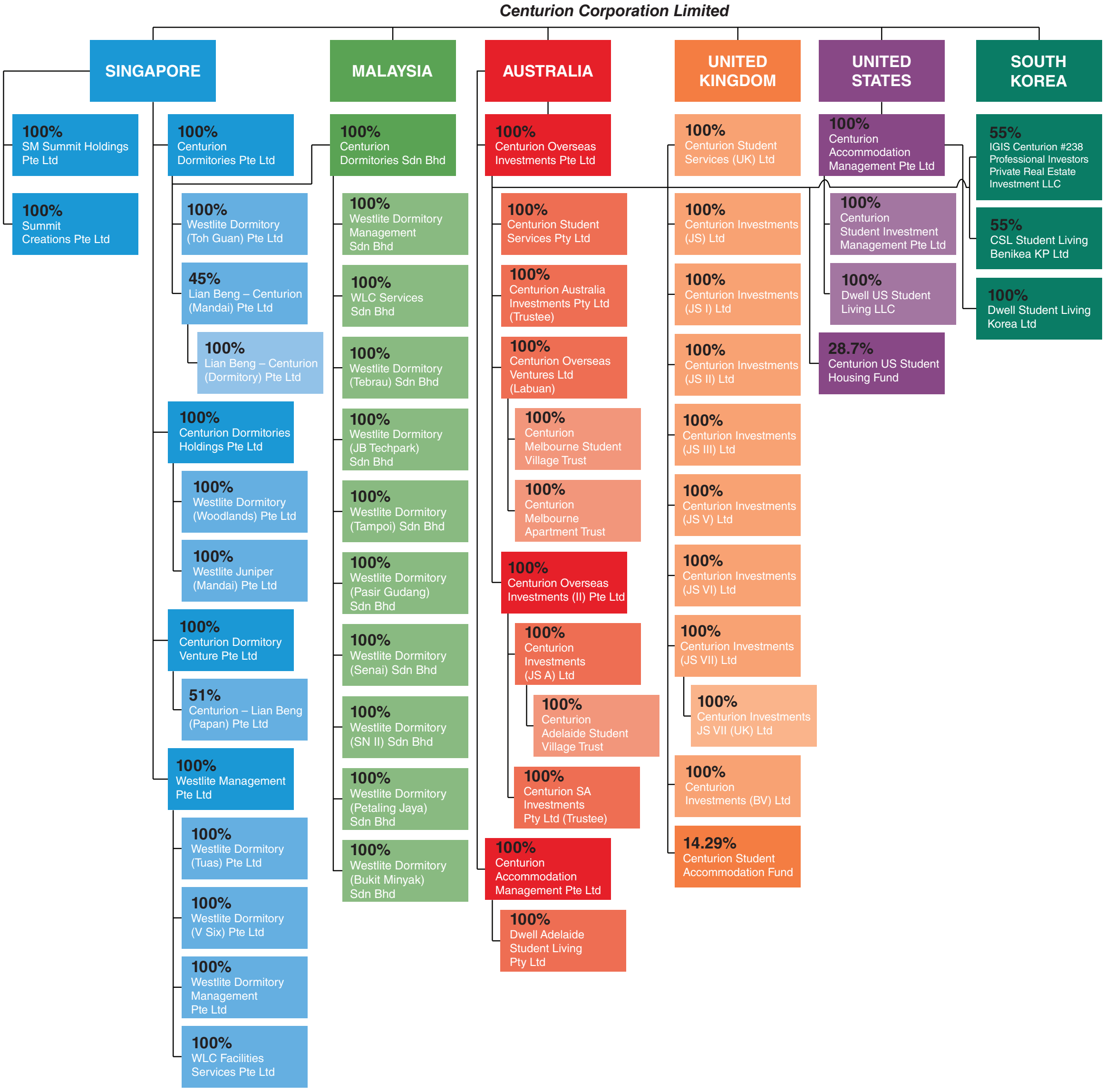
The Group will focus on achieving sustainable growth through entering into joint ventures with third party investors and employing asset light strategies, including establishing and providing investment, asset and property management services. In particular, the expansion into investment management marks the Group's first step in its asset light strategy and positions the Group to continue to selectively explore new accommodation asset types and pursue alternative growth prospects. The Group secured a 10+5 year lease commencing in September 2019 for Westlite Juniper in Singapore, adding approximately 1,900 beds to the Group's portfolio. On 1 September 2020, the Group announced that it was awarded a tender from JTC to lease and manage four new QBDs totalling 6,368 beds for a lease term of three years, with the option of extension for an additional year. This expanded the Group's Singapore workers accommodation portfolio capacity by 23.1%, from 27,530 beds to 33,898 beds.

In November 2020, the Group secured a master lease from Perbadanan Kemajuan Negeri Selangor ("**PKNS**"), also known as Selangor State Development Corporation, to lease a ready-built property located in Sungai Way, Petaling Jaya, Selangor, Malaysia for a tenure of 21 years with the option to extend for a further nine years. The property, Westlite-PKNS Petaling Jaya, commenced its lease on 1 December 2020. This significantly expanded the Group's geographic presence in Malaysia and the Group's portfolio with the addition of approximately 6,044 beds.

As at the LPD, the Group has a total market capitalisation of approximately S$290.1 million, and the Group's net asset value as at 31 December 2021 is approximately S$677.3 million.

2. GROUP STRUCTURE

The Group's structure of core subsidiaries and associates as at the LPD is set out as follows:



3. BUSINESS

As at the LPD, the primary businesses of the Group are its Accommodation Business and its Optical Disc Business.

The Group's revenue, profit after tax ("**PAT**") and earnings before interest, taxes, depreciation and amortisation ("**EBITDA**") from its Accommodation Business and its Optical Disc Business for FY2021, the financial years ended 31 December 2020 ("**FY2020**") and 31 December 2019 ("**FY2019**") are as follows:

	FY2021 (Audited)			FY2020 (Audited)			FY2019 (Audited)		
	Revenue	PAT	EBITDA	Revenue	PAT	EBITDA	Revenue	PAT	EBITDA
	(S$'000)	(S$'000)	(S$'000)	(S$'000)	(S$'000)	(S$'000)	(S$'000)	(S$'000)	(S$'000)
Accommodation Business	141,492	55,481	93,827	127,305	17,585	51,177	131,914	103,489	142,566
Optical Disc Business	1,525	316	382	1,050	1,126	1,199	1,439	299	307
Total	143,017	55,797	94,209	128,355	18,711	52,376	133,353	103,788	142,873
One-off Items*	–	(2,709)	(6,893)	–	28,595	29,161	–	(60,206)	(61,292)
From Core Business Operations**	143,017	53,088	87,316	128,355	47,306	81,537	133,353	43,582	81,581

Notes:

* One-off items include fair value gains/losses on investment properties, rent guarantee and assets held for sale, including those of associated companies and joint venture, deferred taxes arising from fair value changes, gain/loss on disposal of assets held for sale and gain on disposal of a subsidiary.

** Recurring, excluding one-off items.

The Group's revenue by geographical areas for FY2021, FY2020 and FY2019 are as follows:

	FY2021 (Audited)		FY2020 (Audited)		FY2019 (Audited)	
	Revenue	Percentage	Revenue	Percentage	Revenue	Percentage
	(S$'000)	(%)	(S$'000)	(%)	(S$'000)	(%)
Singapore	98,255	69	84,252	66	80,524	60
Malaysia	13,468	9	10,954	8	10,172	8
Australia	4,537	3	8,442	7	12,435	9
United Kingdom	24,533	17	22,447	17	27,642	21
Others	2,224	2	2,260	2	2,580	2
Total	143,017	100	128,355	100	133,353	100

Non-FRS/Non-SFRS(I) Financial Measures

EBITDA and the financial ratios (the "**Non-Accounting Measures**") presented in this Information Memorandum are supplemental measures of the performance and liquidity of the Company and the Group that are not required by, or presented in accordance with, Singapore Financial Reporting Standard ("**FRS**"), Singapore Financial Reporting Standard (International) ("**SFRS(I)**") or International Financial Reporting Standards ("**IFRS**"). EBITDA in this Information Memorandum represents the Company's and the Group's earnings before interest, taxes, depreciation and amortisation. The Non-Accounting Measures are not measurements of financial performance or liquidity under FRS, SFRS(I) or IFRS and should not be considered as alternatives to net income, operating income or any other performance measures derived in accordance with FRS, SFRS(I) or IFRS or as alternatives to cash flow from operating activities as a measure of liquidity. In addition, the Non-Accounting Measures are not standardised terms, hence a direct comparison between companies using such terms may not be possible.

The Company believes that EBITDA facilitates comparisons of operating performance from period to period and company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense and finance charges), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and booked depreciation and amortisation of assets (affecting relative depreciation and amortisation of expense). EBITDA has been presented because it is frequently used by securities analysts, investors and other interested parties in evaluating similar companies, many of whom present such non-FRS/non-SFRS(I)/non-IFRS financial measures when reporting their results. Finally, EBITDA is presented as a supplemental measure of the Company's and the Group's ability to service debt. Nevertheless, EBITDA has its limitations as an analytical tool, and should not be considered in isolation from, or as a substitute for analysis of, the financial condition or results of operations of the Company and the Group, as reported under FRS or SFRS(I). Due to these limitations, EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of the Company and the Group's business.

The average occupancy rate of the Group's Workers Accommodation Business in Singapore and Malaysia and the Group's Student Accommodation Business in Australia and United Kingdom for FY2021 are as follows:

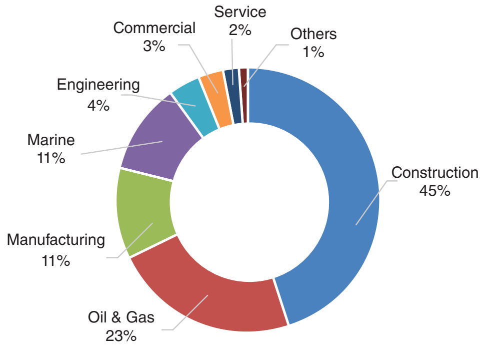
		Average Occupancy Rate for FY2021 (%)
Workers Accommodation	**Singapore**	85
	Malaysia	78
Student Accommodation	**Australia**	26
	United Kingdom	72

As the Group's Student Accommodation Business in United States is under a private fund structure, the Group does not disclose the occupancy figures for those assets. dwell Dongdaemun in South Korea achieved an average occupancy of 66% in FY2021, further to the easing of travel restrictions in the middle of 2021, which enabled the return of international students pursuing exchange and language programmes and seeking global-local community in South Korea.

The revenue by industry for the Group's Workers Accommodation Business as at 30 June 2022 is as follows:

S/N.	Industry Percentage	(%)
1	Construction	45
2	Oil & Gas	23
3	Manufacturing	11
4	Marine	11
5	Engineering	4
6	Commercial	3
7	Service	2
8	Others	1
	Total	100

Segmentation by Industry



3.1 Accommodation Business

The Group first entered the Accommodation Business to capitalise on the opportunities in this niche market in August 2011 by diversifying into the Workers Accommodation Business through the acquisition of the entire issued and paid up capital of Westlite Dormitory (Toh Guan) Pte. Ltd. (formerly known as Centurion Dormitory (Westlite) Pte. Ltd.) and a 45% stake in Lian Beng-Centurion (Mandai) Pte. Ltd. The Group is the only company dual-listed in Singapore and Hong Kong whose primary business is focused on providing purpose-built workers and student accommodation.

The purpose-built workers accommodation market in which the Workers Accommodation Business of the Group operates is supported by heavy reliance on foreign/migrant workers across the region in tandem with economic growth in the region. Income from the Group's Workers Accommodation Business is primarily derived from renting out workers accommodation units to its customers, which comprise companies from various industries including marine, manufacturing, services, engineering, oil and gas, and construction. The lease period for a majority of the Group's workers accommodation signed with its customers is for a period of one year. These companies house their foreign workers in the Group's accommodation.

In addition to income from rental of the accommodation units, the Group also derives rental income from leasing commercial spaces located within the compounds of its accommodation properties to third party operators to operate canteens, minimarts and certain ancillary services.

Besides providing accommodation, the Group seeks to offer a safe and conducive living environment for its residents. All the Group's workers accommodation assets have round-the-clock security guards, security cameras and biometric access systems to prevent unauthorised access to the workers accommodation by any third parties. Each workers accommodation has extensive amenities and facilities. Besides a minimart, canteen, barber shop, automatic teller machines and laundry services to provide convenience for their daily needs, the Group's workers accommodations also offer various recreational facilities such as badminton courts, basketball courts, exercise corners, multi-purpose rooms, communal reading and Internet rooms, games rooms and gyms. The foreign workers residing in the Group's workers accommodation are of various races and nationalities and comprise, amongst others, Indians, Bangladeshis, Nepalese, Thais, Burmese, Filipinos and Chinese. As the incoming residents come from diverse societal backgrounds and living environments, the Group conducts briefings on house rules, acceptable dress codes and social behaviour. The Group also provides the foreign workers residing in the Group's accommodation with necessary information to help them adjust to life in a new environment and organises various leisure and enrichment activities to cater to the well-being of its residents, such as outings, excursions, screening of movies, night markets, dinners to commemorate festive occasions, carnivals, free health screenings and enrichment classes. During the recent Covid-19 outbreak, the Group activated its pandemic management plan, implemented safe living measures, stepped up the hygiene and cleanliness regime at the workers accommodation assets and took a number of other operational measures with a view to provide a safe and conducive living environment for its residents. The Group also provides counselling and mental wellness workshops and access to help through hotlines, in collaboration with Non-Governmental Organisations and their qualified mental wellness support providers, for its residents' mental well-being. Further to the easing of Covid-19 movement restrictions, the Group seized the opportunity and expanded its efforts to resume leisure and social activities to pre-Covid-19 levels, within and outside the dormitories, to uplift active and living and social wellbeing of its residents.

In February 2014, the Group diversified into the Student Accommodation Business with its maiden acquisition of dwell Village Melbourne City (formerly known as RMIT Village), a student accommodation (with 456 beds at that time, which was increased to 616 beds after an asset enhancement programme in 2019) located in Melbourne, Australia. The Group further scaled up its student accommodation portfolio with the acquisition of three student accommodation assets in Manchester and one in Liverpool, with a total of 1,906 beds, in the United Kingdom in September 2014. In May 2015, the Group was awarded a tender to operate a student accommodation in Short Street, Singapore with a total of 332 beds. In July 2016, the Group acquired another four student accommodation assets in the United Kingdom, comprising two in Manchester, one in Bristol and one in Newcastle, bringing the total number of beds to 2,420 in the United Kingdom. In November 2017, the Group acquired an approximately 28.74% interest in the Fund holding six student accommodation assets in the United States, with an aggregate capacity of approximately 2,145 beds. In June 2017, the Group completed the acquisition of a development site in Adelaide, Australia, and in October 2019 completed the construction and development of a new 280-bed student accommodation on the site. In July 2018 and November 2018 respectively, the Group completed acquisitions of a 127-bed student accommodation asset in Princess Street, Manchester and a 133-bed student accommodation asset in Castle Gate, Nottingham (in which the Group holds a 14.29% interest through a 14.29% stake in Centurion Student Accommodation Fund (the "**CSAF Trust**")), followed by the acquisition of another 177-bed student accommodation asset, dwell Archer House, in Nottingham in December 2019. The Group also acquired and thereafter refurbished in February 2019 a 208-bed student accommodation in Dongdaemun, South Korea. In the second quarter ended 30 June 2019 ("**2Q2019**"), the Group completed an asset enhancement programme for the development of a new wing at dwell Village Melbourne City, which added 160 beds and brought the total number of beds in dwell Village Melbourne City to about 616 beds, a 35% increase from its previous bed capacity of 456 beds.

Income from the Group's Student Accommodation Business is primarily derived from renting out bedrooms to the students, comprising international and local students studying at universities in the vicinity of the Group's student accommodation assets. The lease period for the Group's student accommodation assets is generally one academic year. In addition to the income from rental of the bedrooms, the Group also derives rental income by leasing commercial spaces located within the compounds of its student accommodation assets to third party operators to operate facilities including minimarts and cafes.

The Group aims to provide a safe and conducive living environment to the students residing at its accommodation assets. To enhance the students' stay, the Group's accommodations offer a range of facilities and amenities. Selected accommodations have features such as study areas, common rooms with pool table, free Wi-Fi, barbeque facilities, bike storage, pantries, on-site launderettes, convenience stores, swimming pools, gymnasiums and cafes. Apart from ensuring quality services, certain student accommodations also provide programmes and activities, such as sporting competitions, movie nights and themed parties, to promote a vibrant and supportive community.

The Group made significant progress in its Accommodation Business between 2014 to 2021, resulting in a greater contribution to the Group's financial performance. This was achieved on the back of new acquisitions and the completion of developments in Singapore, Malaysia, Australia, South Korea, the United Kingdom and the United States, as well as a strong demand for workers accommodation in Singapore that resulted in an increase in rental rates and occupancy. As at the LPD, the Group has:

(a) nine operational workers accommodation assets in Singapore and eight operational workers accommodation assets in Malaysia;

(b) one block of a workers accommodation site at Westlite Toh Guan undergoing redevelopment in Singapore (currently paused, pending announcements by the Singapore government of new specifications for worker dormitories) and one development site undergoing land conversion in Malaysia, one development site in Bekasi, Indonesia acquired for the potential development of workers/short stay accommodation and which is currently under evaluation, and one workers/short stay accommodation development site subjected to rezoning approval in Port Hedland, Australia; and

(c) a portfolio of 10 operational student accommodation assets in the United Kingdom, two operational student accommodation assets in Australia, an approximately 28.74% interest in the Fund holding six operational student accommodation assets in the United States, and one operational student accommodation asset in South Korea.

Despite the current Covid-19 pandemic, the Group will continue to leverage on its expertise in the Accommodation Business and remains open to new business opportunities.

3.1.1 Workers Accommodation Business in Singapore

Singapore has a high dependency on foreign workers across its pillar industries and the Singapore government regularly stresses the importance of foreign workers to the economy and its competitiveness. As such, the Group remains confident that it is well-placed to maintain its market position and adopts a positive outlook of its Workers Accommodation Business and its contribution to the Group's financial performance.

The Group's Workers Accommodation Business in Singapore is presently managed under the "Westlite" brand which is one of the largest and most well-regarded providers of workers accommodation in Singapore. As at the LPD, the Group operates nine workers accommodation in Singapore, which comprises five purpose-built dormitories, namely, Westlite Toh Guan, Westlite Mandai, ASPRI-Westlite Papan, Westlite Woodlands and Westlite Juniper, and four QBDs, namely, Westlite Kranji Way, Westlite Tuas Avenue 2, Westlite Jalan Tukang and Westlite Tuas South Boulevard. Westlite Toh Guan and Westlite Woodlands are 100% owned. Westlite Mandai and ASPRI-Westlite Papan are joint ventures in which the Group has 45% and 51% stakes respectively; whereas, Westlite Juniper is managed by the Group.

The Group secured a tender by JTC in September 2020 to lease and manage approximately 6,368 beds in four QBDs for a lease term of three years, with an option by JTC to extend for an additional one year. The lease for each of Westlite Kranji Way and Westlite Tuas Avenue 2 commenced in 2020 and the lease for each of Westlite Jalan Tukang and Westlite Tuas South Boulevard commenced in 2021.

These QBDs commenced operations progressively from 2H2020 and has expanded the Group's workers accommodation portfolio in Singapore and the financial occupancies ramped up well in FY2021.

The five PBDs and four QBDs operate with a capacity of approximately 27,530 beds and 6,368 beds respectively. On a portfolio basis, the assets enjoyed healthy average occupancy rates of approximately 97% for 1H2022.

3.1.2 Workers Accommodation Business in Malaysia

The Group's Workers Accommodation Business in Malaysia is presently managed under the "Westlite" brand and the Group believes that it is currently the largest commercial provider of purpose-built workers accommodation in Malaysia.

As one of the pioneers in purpose-built workers accommodation in Malaysia, the Group's workers accommodation and services are gaining recognition and acceptance by multi-national corporations ("**MNCs**"), local companies and their workers. Rental rates for the Group's workers accommodation are generally higher compared to its competitors who house workers in alternative accommodation such as shop lots, terrace houses and low-cost housing.

As at the LPD, the Group has a current bed capacity of approximately 25,099 beds in Malaysia. As at the LPD, the Group has eight operational accommodation assets, namely, Westlite Tebrau, Westlite Johor Technology Park, Westlite Pasir Gudang, Westlite Senai, Westlite Tampoi, Westlite Senai II, Westlite Bukit Minyak and Westlite – PKNS Petaling Jaya, as well as one piece of vacant land (Westlite Nusajaya) with no immediate development schedule. The Group has been making good progress in building its customer base in Malaysia and attracting companies to house their workers in its workers accommodation assets. Amongst its existing customers are reputable multinational electronic contract manufacturers and manufacturing companies who care for their workers' well-being by putting them in proper accommodation. As part of their manufacturing requirement to meet the Responsible Business Alliance standards, certain companies would prefer to house their workers in proper accommodation. The Group has seen average occupancy rates for its Malaysia portfolio of 78% for FY2021.

The Group has also reconfigured its purpose-built workers accommodation assets in Malaysia further to the new regulatory specifications set out in Malaysia's Workers' Minimum Standards of Housing and Amenities (Amendment) Act 2019 ("**Act 446**"), which is aligned with the International Labour Organisation standards. Act 446 includes, amongst others, the gazetting of an emergency ordinance to curb the spread of Covid-19 and compelling employers to provide lodging with sufficient space for cooking, resting and eating, utilities and amenities such as a bathroom, toilet, bed and mattress, and a locked cupboard for migrant workers. The Group worked with the Department of Labour Peninsular Malaysia or Jabatan Tenaga Kerja Semenanjung Malaysia ("**JTKSM**") to certify that its assets are in compliance with the standards of Act 446. As of 1 January 2022, the Group is fully compliant with Act 446. All of the Group's purpose-built workers accommodation assets in Malaysia have also received the Certificate of Accommodation from the JTKSM. Each workers accommodation asset also meets international ethical standards set by organisations such as the International Labour Organisation and Responsible Business Alliance. Notwithstanding the reduction in bed capacity of the Group's Malaysia portfolio due to the reconfiguration of its properties to comply with Act 446, the financial occupancy and rental revenue of its Malaysia portfolio is unaffected by such reconfiguration and has remained stable. The Group also has announced plans to further increase its purpose-built workers accommodation capacity in Malaysia to cater to the growing needs of MNCs, small and medium enterprises and human resource agents in Malaysia.

3.1.3 Student Accommodation Business in Australia

In February 2014, the Group acquired dwell Village Melbourne City and the car park building for an aggregate purchase consideration of A$60 million. This was the Group's first student accommodation asset and is strategically located on the northern edge of Melbourne's Central Business District, in a well-established education precinct on Flemington Road, in close proximity to RMIT University and the University of Melbourne. After the completion of an asset enhancement programme for the development of a new 11-storey wing at dwell Village Melbourne City, the accommodation now has a capacity of 616 beds. It is centred around a large landscaped courtyard garden area with extensive quality facilities including a swimming pool, cafe, study centre and gymnasium.

In June 2017, the Group completed the acquisition of a development site in Adelaide, Australia, for a purchase consideration of A$3.5 million and in October 2018, the Group completed the construction and development of dwell East End Adelaide, for approximately A$45.5 million. The 21-storey, 280-bed property offers student accommodation with communal facilities, including lounges, television rooms, games rooms, and a rooftop terrace.

The average financial occupancy of the Group's two assets declined to 26% in FY2021 but it has shown an improvement to 58% in 1H2022, as borders re-opened and international students were welcomed back into Australia. There had been delays in the issuance of student visas but the Australian government is making efforts to improve the issuance of visas and international students are gradually returning throughout the term as visas were approved. Bookings for the second semester commencing in August 2022 are healthy and the demand recovery trend is expected to continue into 2023.

3.1.4 Student Accommodation Business in the United Kingdom

Following its acquisition of dwell Village Melbourne City, the Group made its maiden foray into the United Kingdom in 2014 with the acquisition of three student accommodation assets in Manchester and one in Liverpool with a total of 1,901 beds. The Group further strengthened its presence in the United Kingdom with the acquisition of two student accommodation assets located in Manchester and one student accommodation asset each located in Bristol and Newcastle in 2016, one student accommodation asset each located in Manchester and Nottingham in 2018 and another student accommodation asset located in Nottingham in 2019.

The student accommodation assets are strategically located in the established education precincts of Manchester, Liverpool, Nottingham, Newcastle and Bristol, and located within walking distance or close proximity to these cities' main university campuses and city centres.

Amongst the Group's portfolio of student accommodation assets, dwell Manchester Student Village ("**dwell MSV**"), dwell Manchester Student Village South ("**dwell MSV South**"), dwell The Grafton, dwell Archer House, dwell Princess Street and dwell Castle Gate Haus are freehold properties, while dwell Cathedral Campus, dwell Garth Heads, dwell Hotwells House and dwell Weston Court are leasehold properties. All assets are fully operational and enjoyed an average occupancy rate of 72% for FY2021.

In connection with the acquisition of the dwell Castle Gate Haus property, the Group established a private unit trust in Singapore in November 2018, known as the Centurion Student Accommodation Fund. As at the LPD, the CSAF Trust holds dwell Castle Gate Haus, located in Nottingham, United Kingdom. As at the LPD, the Group has an approximately 14.29% stake in the CSAF Trust, and correspondingly, the Company's effective interest in dwell Castle Gate Haus is approximately 14.29%.

3.1.5 Student Accommodation Business in the United States

In November 2017, the Group expanded its Student Accommodation Business into the United States with the acquisition of approximately 28.74% interest in the Fund holding six existing Student Accommodation assets across five states in the United States, namely: Auburn, Alabama; Tallahassee, Florida; Madison, Wisconsin; College Station, Texas; and New Haven, Connecticut, with an aggregate capacity of approximately 2,145 beds.

The student accommodation assets are strategically located at close proximities to universities across the five states in the United States. dwell The Towers on State and dwell The Statesider are situated in the heart of Madison's lifestyle district and near the University of Wisconsin Madison which is the flagship university in Wisconsin. dwell Logan Square is close to Auburn University. dwell Tenn Street is in close proximity to Florida State University, Florida A&M University and Tallahassee Community College. dwell Stadium View is just across the road from Texas A&M University and in close proximity to the famous Kyle Field football stadium. Texas A&M University is the second largest university in the United States. Lastly, dwell College & Crown is located within the core Yale District in the downtown New Haven submarket and is immediately proximate and walkable to the most desirable local shopping, entertainment and dining, as well as the New Haven Metro-North train station and major employers. It is also a central point connecting the New Haven central business district and Yale University to the Yale medical facilities, both private and public.

As the Group's student accommodation assets in the United States cater mainly to domestic students and there were no restrictions implemented on inter-state or inter-city travel and coupled with active management of the assets, the United States portfolio improved its average financial occupancy despite the challenges faced due to the pandemic in FY2021. As the United States portfolio is under a private fund structure, the Group does not disclose the occupancy figures for those assets.

In April 2022, the Fund commenced the sale process of its portfolio in the United States as the Fund is coming to the end of its initial five-year term, notwithstanding an option for the Fund to be extended for a further two years, and as part of the Group's efforts to rationalise its portfolio of assets. In the event that the sale does not close by the end of the Fund's term due to the current uncertain market conditions and the interest rate environment, the Group intends to seek the agreement of the Fund's investors to extend the Fund's term for a further two years.

3.1.6 Student Accommodation Business in South Korea

In November 2018, the Group, through a joint venture entity, completed the acquisition of dwell Dongdaemun, formerly known as Benikea Hotel KP, a 104-room three-star hotel in Seoul, South Korea, and interest in three lots of freehold land which the property sits on. The property provides easy access to four education institutions, namely, Kyunghee University, University of Seoul, KAIST and Hankuk University of Foreign Studies, which are all located within a one-kilometre radius. The refurbishment of dwell Dongdaemun into a 208-bed accommodation comprising 104 twin rooms with communal facilities was completed and the property was ready for occupancy in February 2019. Following refurbishment, dwell Dongdaemun began operations and had achieved an average occupancy of 66% in FY2021. As overseas students' plans to pursue exchange programmes or language programmes in South Korea was affected by the Covid-19 pandemic, the Group refocused its marketing efforts to both overseas students and local professionals. On 19 October 2022, the Group announced the proposed sale of its 55% stake in its South Korea subsidiary and joint venture, the latter of which owns dwell Dongdaemun. The disposal will result in a sale consideration of approximately S$5.44 million for the Group. The sale is scheduled to be completed on 30 November 2022. The sale is carried out as part of the Group's ongoing rationalisation of its portfolio of assets, to align and focus its assets in countries where the Group has a competitive advantage and is able to expand and scale up its operations.

3.1.7 Short Stay Accommodation Business in Australia

In September 2012, the Group acquired four adjacent freehold plots of land with a total area of 4,434 sqm at Port Hedland, Western Australia, strategically located in the city centre of Port Hedland which is 1,600 km north of Perth, to cater to workers, business executives and visitors in the mining industry of the Pilbara region. The land is currently zoned as 'Industry' and it is subject to rezoning approval for "Mixed Business" use and short-stay accommodation. As at the LPD, the Group has no immediate development schedule for the Port Hedland land.

3.1.8 Workers Accommodation/Short Stay Accommodation Business in Jakarta, Indonesia

In December 2013, the Group acquired a 7,220 sqm plot of land in Jakarta, Indonesia for the development of workers/short stay accommodation. The proposed workers/short stay accommodation is located in the eastern part of Jakarta in Bekasi District, which is approximately 30 km from Central Jakarta. The area comprises several established industrial parks, including Cibitung Industrial Park, which is approximately a seven-minute drive away.

The Group is contemplating developing a workers/short stay accommodation which will target and house workers as well as middle-level executives working in nearby industrial parks.

3.1.9 Management service business

In November 2017, the Group acquired approximately 28.74% interest in the Fund holding six existing student accommodation assets in the United States, and in November 2018, the Group established the CSAF Trust private unit trust in Singapore, in connection with the acquisition of the dwell Castle Gate Haus property. The Group has been providing fund management and property management services to the Fund and the CSAF Trust.

Despite the pandemic situation, the Group has been pursuing new opportunities for the Group. In June 2020, the Group secured a management service contract from JTC (the "**JTC Management Service Contract**") to manage approximately 4,200 beds across three sites in Singapore. The Group managed these sites (JTC Space @ Tuas Biomedical Park, JTC Space @ Gul and 28 Ayer Rajah Crescent) for a period of six months, with the option exercised by JTC to extend for another three months to March 2021, after which the JTC Management Service Contract expired.

The Group also secured management service contracts with the Association of Employment Agencies (Singapore) to manage two Onboard Centres ("**OCs**"), namely, Onboard@Punggol and Onboard@Choa Chu Kang, which commenced operations in March and May 2021 respectively. These OCs are one-stop centres that integrate vaccination verification, enhanced medical examination and settling in programme that orientates migrant workers arriving in Singapore for employment readiness, in a safe, timely and cost-efficient manner that benefit their employers. The OCs also has swabbing facilities and provides accommodation to allow migrant workers to serve out their isolation period as stipulated by the health authorities upon arrival into Singapore. The management service contract for each OC was for a one-year period but the contracts for both OCs had been extended by six months to September 2022. These management service contracts have expired and the assets have been returned to the owners.

3.1.10 Current Business Portfolio of Accommodation Business

Please see contained in the tables herein details of the operational accommodation assets of the Group as at the LPD.

(a) Workers Accommodation

Country	Facility	Ownership/ Managed by CCL	Capacity (approx. no of beds)	Lease/ Management contract tenure (no of years)	Start of lease/ management contract (year)
Singapore PBWA (PBD)	Westlite Toh Guan	100%	7,330	60	1997
	Westlite Woodlands	100%	4,100	30	2013
	Westlite Juniper	Managed by CCL	1,900	10 + 5	2019
	ASPRI-Westlite Papan	51%	7,900	23	2015
	Westlite Mandai	45%	6,300	Freehold	
Singapore PBWA (QBD)	Westlite Kranji Way	Managed by CCL	1,300	3 + 1	2020
	Westlite Tuas Avenue 2	Managed by CCL	1,020	3 + 1	2020
	Westlite Jalan Tukang	Managed by CCL	3,420	3 + 1	2021
	Westlite Tuas South Boulevard	Managed by CCL	628	3 + 1	2021
	Total in Singapore		**33,898**		
Malaysia PBWA	Westlite Bukit Minyak	100%	3,321	Freehold	
	Westlite Senai II	100%	3,020	Freehold	
	Westlite Johor Tech Park	100%	3,480	99	2013
	Westlite Tampoi	100%	4,286	Freehold	
	Westlite Senai	100%	1,210	Freehold	
	Westlite Pasir Gudang	100% Managed by CCL	1,776 176	99 9 (leased block)	1986 2019
	Westlite Tebrau	100%	1,786	60	2000
	Westlie-PKNS Petaling Jaya	Managed by CCL	6,044	21 + 9	2020
	Total in Malaysia		**25,099**		
	Total Workers Accommodation beds		**58,997**		

(b) Student Accommodation

Country	Facility	Ownership	Capacity (approx. no of beds)	Lease tenure (no of years)	Start of lease (year)
UK PBSA	dwell MSV	100%	1,003	Freehold	
	dwell Cathedral Campus	100%	383	250	2007
	dwell MSV South	100%	362	Freehold	
	dwell Garth Heads	100%	181	125	1995
	dwell Archer House	100%	177	Freehold	
	dwell Hotwells House	100%	157	125	2009
	dwell The Grafton	100%	145	Freehold	
	dwell Weston Court	100%	140	125	2008
	dwell Princess Street	100%	126	Freehold	
	dwell castle Gate Haus*	14.3%	133	Freehold	
	Total in UK		**2,807**		
Australia PBSA	dwell Village Melbourne City	100%	616	Freehold	
	dwell East End Adelaide	100%	304	Freehold	
	Total in Australia		**920**		
US PBSA	dwell Logan Square	28.7%	642	Freehold	
	dwell Tenn Street	28.7%	624	Freehold	
	dwell Towers on State	28.7%	231	Freehold	
	dwell Statesider	28.7%	226	Freehold	
	dwell Stadium View	28.7%	216	Freehold	
	dwell College & Crown	28.7%	206	Freehold	
	Total in US		**2,145**		
South Korea PBSA	dwell Dongdaemun	55.0%	208	Freehold	
	Total in South Korea		**208**		
	Total Student Accommodation beds		**6,080**		

3.1.11 Description of Current Business Portfolio of Accommodation Business

(a) Singapore

Westlite Toh Guan

Located at 12 to 28 Toh Guan Road East, Westlite Toh Guan is a purpose-built workers accommodation site on a 60-year leasehold land from 1997. As at 31 December 2021, it has a remaining leasehold tenure of approximately 36 years, with the approval for use as workers' accommodation for 30 years from September 2002.

There is no restriction on housing foreign workers from any specific industry sector. The existing residents of Westlite Toh Guan are mainly foreign workers employed by companies engaged in various industries, including the marine, engineering, oil and gas, manufacturing and construction sectors.

Westlite Toh Guan presently comprises eight blocks of workers accommodation buildings which can house approximately 7,330 residents.

The Group undertook upgrading works in 2012 to increase Westlite Toh Guan's bed capacity from approximately 5,300 beds to approximately 8,600[1] beds and expand its existing recreation and commercial facilities. Completed in January 2014, the upgrading works include an additional 18-storey block, complemented by additional indoor and outdoor recreational facilities such as roof gardens, fitness corner, game courts, BBQ areas, internet surfing rooms and reading areas. To demonstrate the commitment and focus on providing quality accommodation and service to its customers, the workers accommodation obtained its ISO 9001 certification on its existing process and systems in 2012.

On 10 February 2020, the Group obtained planning permission from the Urban Redevelopment Authority ("**URA**") in relation to the reconstruction (the "**Reconstruction**") of an existing block at Westlite Toh Guan to an eight-storey workers dormitory and industrial training centre (the "**Written Permission**"). The Written Permission is granted based on the planning guidelines of URA and the Group will be required to comply with the technical requirements set by URA when submitting its proposed building plan relating to the Reconstruction. The Written Permission obtained was valid for two years from 10 February 2020 to 10 February 2022. The Group also understands from the Singapore Land Authority ("**SLA**") that:

(i) a development premium for the intensification of Westlite Toh Guan is not payable based on the proposal submitted by the Group for the Reconstruction and as approved by URA in the Written Permission; and

(ii) the SLA will be issuing the Group an offer to regularise the title restriction to reflect the approved use of the property as a workers dormitory, training centre and ancillary commercial use. Upon the Group's acceptance of the offer, the SLA is in-principle agreeable to the extension of the use of the existing lease at the property as a workers dormitory, training centre and ancillary commercial use from September 2032 to November 2057, subject to the execution of certain standard lease documents.

Westlite Toh Guan was gazetted as an Isolation Area during the Covid-19 outbreak in Singapore. Due to Covid-19, the Group put the implementation of the Reconstruction on hold.

Following the lifting of Covid-19 safe movement measures, the Reconstruction commenced in August 2021. However, works have been put on hold as the Group awaits pending announcements from the Singapore government on new specifications for existing workers dormitories, which will require dormitory owners and operators to do retro-fitting works and to calibrate such existing dormitories accordingly to comply with such new specifications.

The announcements on new specifications is expected to be made in 2022. In the meantime, the Group has obtained an extension of the Written Permission from URA, which will expire in February 2024.

1 This was subsequently reduced to 7,800 due to URA's decision in relation to the discrepancy in the bed capacity of Westlite Toh Guan, and further reduced to 7,330 due to the redevelopment of one block.

Westlite Mandai

Westlite Mandai is a joint venture of the Group with Lian Beng to develop a 141-unit ramp-up industrial building and three blocks of workers accommodation on a site located at Mandai Estate. The workers accommodation sits on a freehold land site and can house foreign workers from any industry.

Westlite Mandai was completed over two phases in April and October 2013, and now operates with a capacity of 6,300 beds. The industrial building obtained Temporary Occupation Permit in January 2014. All the units in the ramp-up industrial building were fully sold, and the Group recognised a gain of S$17.3 million in the first quarter ended 31 March 2014.

Westlite Woodlands

Westlite Woodlands is a 4,100-bed workers accommodation completed in July 2015. The property contains comprehensive facilities including sports facilities, gymnasium and reading rooms, and will house workers from the process, marine, manufacturing and other industries.

Strategically located near the Woodlands industrial hub, the dormitory targets workers from the marine, process and manufacturing industries in the northern part of Singapore. It is easily accessible via expressways such as Kranji Expressway and Bukit Timah Expressway and makes for convenient travel for its residents to their workplace.

Amenities include a supermarket, food court, indoor gym, games room, reading room, television room, sports facilities and sick bay.

ASPRI-Westlite Papan

ASPRI-Westlite Papan is an integrated development comprising a purpose-built workers accommodation with an integrated Association of Process Industry training centre which completed development and commenced operations in 2016. Sited on approximately 15,000 sqm of land in Jalan Papan, the 7,900-bed workers accommodation is strategically located near Jurong Island, which is home to more than 100 global energy and chemical companies, allowing residents to commute conveniently to and from work.

ASPRI-Westlite Papan has also been uniquely designed to maximise land usage, such as optimising communal spaces to carry out different activities. Amenities include a supermarket, food court, clinic, beer garden, remittance kiosk, indoor gym, games room, reading room, television room, sports facilities and sick bay.

In February 2019, the Group entered into a 20-year solar power purchase agreement with Sunseap Group Pte Ltd ("**Sunseap**"), where Sunseap would install a solar photovoltaic system at ASPRI-Westlite Papan. The installation became operational from July 2019 and the solar photovoltaic system is expected to generate about 220,000 kilowatt hours of energy annually and offset approximately 30% of ASPRI-Westlite Papan's peak energy usage, thereby lowering the cost of operations for the property.

Westlite Juniper

In September 2019, the Group added an additional workers accommodation property, Westlite Juniper, to its workers accommodation portfolio in Singapore. The Group secured a 10-year lease which commenced in September 2019, with an option to renew for another five years. Westlite Juniper is located in Mandai Estate and is within walking distance to Westlite Mandai. Westlite Juniper commenced operations in the third quarter ended 30 September 2019 ("**3Q2019**") and has a capacity of approximately 1,900 beds.

Westlite Kranji Way

The Group obtained a 3-year lease, which commenced in 2020, with an option to renew for another one year, to manage this QBD from JTC. Westlite Kranji Way is a convenient and accessible accommodation for workers from the companies within the Kranji industrial estate. Westlite Kranji Way commenced operations in 2H2020 and has a capacity of approximately 1,300 beds.

Westlite Tuas Avenue 2

The Group obtained a 3-year lease, which commenced in 2020, with an option to renew for another one year, to manage this QBD from JTC. Westlite Tuas Avenue 2 is located opposite Tuas Crescent Mass Rapid Transit station, providing a convenient and accessible accommodation for workers from the companies nestled within the Tuas Industrial Area. Westlite Tuas Avenue 2 commenced operations in the fourth quarter ended 31 December 2020 and has a capacity of approximately 1,020 beds.

Westlite Jalan Tukang

The Group obtained a 3-year lease, which commenced in 2021, with an option to renew for another one year, to manage this QBD from JTC. Westlite Jalan Tukang is located in the heart of the Jurong industrial area and it is a stone's throw away from JTC MedTech Park, providing a convenient and accessible accommodation for workers from companies nestled within the Jurong industrial area. Westlite Jalan Tukang commenced operations in the second quarter ended 30 June 2021 ("**2Q2021**") and has a capacity of approximately 3,420 beds.

Westlite Tuas South Boulevard

The Group obtained a 3-year lease, which commenced in 2021, with an option to renew for another one year, to manage this QBD from JTC. Westlite Tuas South Boulevard is located near various industries, such as Marine and Engineering and provides a convenient and accessible accommodation for workers from companies nestled within the Tuas industrial area. Westlite Tuas South Boulevard commenced operations in the fourth quarter ended 31 December 2021 ("**4Q2021**") and has a capacity of approximately 628 beds.

(b) Malaysia

Westlite Johor Technology Park

The Group acquired Westlite Johor Technology Park in November 2011 as a workers accommodation project which was still under construction. This asset was completed in 2012 and commenced operations in August 2012 with approximately 5,800 beds. The capacity of Westlite Johor Technology Park has been reduced to approximately 3,480 beds after the completion of reconfiguration works to comply with Act 446. Located in the midst of Johor Technology Park, the workers accommodation attracts companies operating in and around the industrial park as a solution to house their workers.

This workers accommodation asset provides a conducive living environment. Residents are presented with spacious bedrooms and enjoy shared living and dining areas, bathrooms and cooking facilities.

Westlite Tebrau

Westlite Tebrau, located within the industrial area of Tebrau IV, is the second asset that the Group acquired in Malaysia. It was acquired in February 2012 and now has a capacity of approximately 1,786 beds after the completion of reconfiguration works to comply with Act 446, and an additional 688 beds added in the second quarter ended 30 June 2022 ("**2Q2022**") following the completion of asset enhancement works. There are also shared bathrooms, cooking facilities, and both living and dining areas for residents to unwind and enjoy home cooked meals.

This workers accommodation asset is located in the established Tebrau industrial park, and offers convenience to companies in the area to house their workers.

Westlite Pasir Gudang

Westlite Pasir Gudang is conveniently situated near the industrial zone within Pasir Gudang. Originally comprising two blocks, this modern workers accommodation provides residents with clean and spacious bedrooms, common living and dining areas complete with cooking facilities and opportunities to bond within the community through various recreational activities.

In 2Q2019, the Group secured a nine-year lease on an adjacent block to Westlite Pasir Gudang in Johor, Malaysia from Tenaga Nasional Berhad, adding approximately 400 beds to the Group's portfolio.

In 2021, the Group acquired two additional blocks at Westlite Pasir Gudang and retro-fitted these blocks, which commenced operations in 2Q2021 and 4Q2021 respectively and added approximately 940 beds to the Group's portfolio.

Following the completion of reconfiguration works in December 2021 to comply with Act 446, Westlite Pasir Gudang now has a capacity of 1,952 beds.

Westlite Senai

Westlite Senai, is sited on a land of approximately 20,310 sqm and opened in the fourth quarter ended 31 December 2013. Westlite Senai has a capacity of approximately 1,210 beds after the completion of reconfiguration works to comply with Act 446. Westlite Senai is strategically located near established industrial parks in Senai where several major multinational electronics manufacturers are based. It is also one of the flagship zones of the growing Iskandar Malaysia region. Residents there enjoy the Westlite standard with spacious bedrooms, shared living and dining areas, bathrooms and cooking facilities.

Westlite Senai II

Westlite Senai II is a workers accommodation strategically located near established industrial parks in Senai where several major multinational electronics manufacturers are based. The property was completed in January 2016 and is located within close proximity to Westlite Senai. It is also one of the flagship zones of the growing Iskandar Malaysia region. Westlite Senai II has a capacity of approximately 3,020 beds after the completion of reconfiguration works to comply with Act 446. Amenities within the development include a minimarket, canteen, barber shop, games room, sports facilities and a sick bay.

Westlite Tampoi

Westlite Tampoi is a purpose-built workers accommodation strategically located in Tampoi, one of the established industrial zones in Iskandar Malaysia. Based within close proximity to the manufacturing facilities of several renowned Japanese brands and major multinational electronics manufacturers, Westlite Tampoi comprises six blocks of five-storey workers accommodation with a capacity of approximately 5,300 beds. Amenities within the development include a supermarket, canteen, prayer room, sheltered recreation area, outdoor basketball, volleyball and badminton courts, outdoor fitness corner and sick bay.

In 3Q2019, the Group commenced an asset enhancement initiative to add three dormitory blocks on an existing vacant parcel of land at Tampoi which was planned to add approximately 3,600 beds to the Group’s portfolio. The three dormitory blocks completed construction and commenced operations in 4Q2021, with an adjusted new bed capacity of approximately 2,000 beds only, after redesigns to comply with JTKSM’s requirements under Act 446. As such, and following reconfiguration works on the existing blocks of Westlite Tampoi to comply with Act 446, Westlite Tampoi currently has a bed capacity of approximately 4,286 beds.

Westlite Bukit Minyak

Acquired in August 2014, Westlite Bukit Minyak is strategically located near Bukit Minyak on the mainland of Penang, close to the North-South Expressway exit at Plaza Tol Bukit Tambun and Jalan Perindustrian Bukit Minyak, a key highway leading into the Bukit Minyak Industrial Park. The location provides easy access to Science Park, a new high-tech industrial park as well as the new Batu Kawan Industrial Park.

The 11-storey workers accommodation received its Certificate of Completion and Compliance in January 2019 and started operations in May 2019, following fitting works carried out on the property. Westlite Bukit Minyak has a capacity of approximately 3,321 beds after the completion of reconfiguration works to comply with Act 446. The property was developed in collaboration with the local state government and represents Penang's first centralised accommodation transit (known in Singapore as purpose-built workers accommodation) and the Group's seventh in Malaysia.

Westlite – PKNS Petaling Jaya

In November 2020, the Group secured a master lease from PKNS to lease a ready-built property located in Sungai Way, Petaling Jaya, Selangor, Malaysia. Westlite – PKNS Petaling Jaya is located within a mature industrial area, serving a number of industrial estates such as Sungai Way Industrial Zone, Subang Hi-Tech Industrial Park and Taman Perindustrian Subang Utama. It enjoys access to two main expressways in the Klang Valley – Federal Highway and Lebuhraya Damansara-Puchong. Westlite – PKNS Petaling Jaya comprises two blocks of 11-storey workers accommodation with a capacity of approximately 6,044 beds. The property is the Group's first asset in the central state of Selangor and the Group's eighth purpose-built workers accommodation in Malaysia.

Westlite Nusajaya

In June 2014, a 49% owned associated company acquired the Westlite Nusajaya land in Johor, Malaysia. It is a 30,174 sqm freehold land located in Nusajaya district, one of the five flagship zones of Iskandar Malaysia, and is in close proximity to several major industrial hubs.

As at the LPD, the land is undergoing the formal process of conversion of the land use from agriculture to industrial. As at the LPD, the Group has no immediate development schedule for the Westlite Nusajaya Land.

(c) Australia

Port Hedland

In September 2012, the Group acquired adjacent freehold pieces of land at Port Hedland in Western Australia and intends to develop a short stay accommodation and ancillary facilities catering to workers, business executives and visitors to the Pilbara region and its mining industry. The land is currently zoned as 'Industry' and is subject to rezoning approval for "Mixed Business" use and short-stay accommodation. As at the LPD, the Group has no immediate development schedule for the Port Hedland land.

dwell Village Melbourne City

dwell Village Melbourne City is located on the northern edge of Melbourne's Central Business District in a prime education precinct on Flemington Road. It is approximately a 5-minute tram ride or a 10-minute walk to RMIT University and across the road from the University of Melbourne. It sits on a freehold land of approximately 6,200 sqm and is a fully operational student accommodation facility with a current capacity of approximately 616 beds after an asset enhancement programme to develop a new wing in May 2017. The asset enhancement programme was completed in 2Q2019, and it involved the development of a new wing which added a 35% increase from its previous bed capacity of 456 beds, and introduced more facilities and communal spaces to the property, including enlarged study areas, television room, conference and meeting rooms and a new gym that opens to a terrace.

The car park building is located on an adjoining freehold land with an area of approximately 2,050 sqm. It has the potential to be re-developed into a new apartment building for university students and/or staff working in the healthcare industry in the vicinity.

<u>dwell Adelaide</u>

In June 2017, the Group completed the acquisition of a development site in Adelaide, Australia, for approximately A$3.5 million to be developed as a new 280-bed student accommodation known as dwell Adelaide. In October 2018, the Group completed the construction and development of dwell East End Adelaide, for approximately A$45.5 million.

The freehold property is strategically located in the heart of Adelaide's city centre, situated at 12-18 Synagogue Place off Rundle Street. It is within walking distance to the University of Adelaide and the University of South Australia and in close proximity to the main Rundle Mall shopping strip. The 21-storey, 280-bed property was available for rent from January 2019 to cater to the student intake for the 2019 academic year. There are six types of self-contained studios available for rent, with both single and double occupancy options ranging from 19 sqm to 38 sqm in size. dwell East End Adelaide offers student accommodation with communal facilities, including lounges, television rooms, game rooms and a rooftop terrace. The property is staffed round-the-clock and there are comprehensive security features.

Further to a reconfiguration of units in the half-year ended 30 December 2021, dwell East End Adelaide's bed capacity has increased to 304 beds.

(d) Indonesia

The Group acquired a 7,220 sqm plot of land in the eastern part of Jakarta in Bekasi District, approximately 30 km from Central Jakarta in Indonesia for the development of workers accommodation.

The area which the accommodation will be located in comprises several established industrial parks, including Cibitung Industrial Park, approximately seven minutes away by car. The Industrial Park houses over 200 multinational companies and there are approximately 100,000 workers in and around the site.

The Group is contemplating developing accommodation to house workers as well as middle- level executives working in nearby industrial parks, however, as of the LPD, there are no immediate plans for development.

(e) United Kingdom

<u>dwell MSV</u>

dwell MSV is a freehold property located at Lower Chatham Street, Manchester, M1 5SX, United Kingdom. dwell MSV has a capacity of 1,017 student bedrooms arranged predominately as 3 and 4 cluster bedrooms with shared kitchen and bathroom facilities. dwell MSV enjoys high historical occupancy rates due to its close proximity to (i) both the University of Manchester and Manchester Metropolitan University campuses and (ii) Manchester City Centre.

In the third quarter ended 30 September 2021 ("**3Q2021**"), the Group completed its asset enhancement initiative in dwell MSV to reconfigure some rooms in the property to enable occupancy and revenue uplifts in the future, which resulted in the decrease in the capacity of dwell MSV to 1,003 student bedrooms.

dwell MSV South

dwell MSV South is a freehold property located at 357A Great Western Street, Manchester, M14 4AH, United Kingdom. dwell MSV South has a capacity of 355 student bedrooms arranged predominately as 4 en-suite bedrooms with a shared kitchen and lounge. dwell MSV South is situated at an excellent location, off Wilmslow Road to the south of Wilmslow Park and within 10 minutes' walk of the city campuses to the north and Fallowfield to the south. dwell MSV South has enjoyed high occupancy rates since 2002.

In 3Q2021, the Group completed its asset enhancement initiative in dwell MSV South to reconfigure some rooms in the property to enable occupancy and revenue uplifts in the future, which resulted in the decrease in the capacity of dwell MSV South to 362 student bedrooms. The Group plans to carry out further upgrading works in respect of dwell MSV South including converting some car park lots into a gated landscaped space with outdoor tables, benches and outdoor table tennis table(s).

dwell The Grafton

dwell The Grafton is a freehold property located at 60 Grafton Street, Manchester, M13 9NU, United Kingdom. dwell The Grafton has a current capacity of 145 student beds arranged as 2 and 3 cluster bedrooms with shared kitchen and bathroom facilities. dwell The Grafton is located just off the main Oxford Road, a short walk away from the University of Manchester's main campus and has enjoyed high historical occupancy rates since 2010 when it started operations.

dwell Cathedral Campus

dwell Cathedral Campus is a long leasehold property, with 234 years remaining from 2007, located at 1 Dean Patey Court, Cathedral Gate, Off Upper Duke Street, Liverpool, L1 7BT, United Kingdom. dwell Cathedral Campus has a current capacity of 383 student bedrooms arranged as 4 or 5 bedroom town houses with shared kitchen and bathroom facilities. dwell Cathedral Campus is located in close proximity to Liverpool John Moores University, Liverpool Institute of Performing Arts and Liverpool City Centre and has experienced historically strong occupancy rates.

dwell Weston Court

dwell Weston Court is a 140-bed student development in Manchester which comprises a mix of 2–4 bedroom cluster apartments. dwell Weston Court is situated within Fallowfield, which is a student area within the city containing student-related amenities. The site is a secure complex with closed-circuit television and an outdoor space.

dwell Hotwells House

dwell Hotwells House is a 157-bed student accommodation in Bristol which is within reach of the main University of Bristol campus. The property is in a central location around the Clifton area. dwell Hotwells House offers a range of standard and en-suite rooms in shared cluster flats with a communal lounge and kitchen area.

dwell Garth Heads

dwell Garth Heads is a 181-bed contemporary student accommodation located right in the heart of Newcastle. Both Northumbria University and Newcastle University are just a short walk away, and transport links connect the residents to the city centre and beyond. dwell Garth Heads has many attractions, including shops, bars, restaurants, and the redeveloped Quayside just minutes away.

dwell Princess Street

In July 2018, the Group completed the acquisition of dwell Princess Street, which is located at 121 Princess Street, Manchester, M1 7AG, United Kingdom, for approximately £18.7 million. Located in the heart of the Manchester City Centre in close proximity to Piccadilly Station and Chinatown, the property is a short walk from the Oxford Road knowledge corridor, where the University of Manchester and the Manchester Metropolitan University are located. dwell Princess Street is a newly refurbished, premium-built freehold asset comprising 126 beds. Catering primarily to students, the property is housed in a six-storey, mixed-use building with a combination of studio and one-bedroom apartments.

dwell Castle Gate Haus

In November 2018, the Group completed the acquisition of dwell Castle Gate Haus, which is a freehold property located at 32-44 (even) Castle Gate, Nottingham NG1 7AT, United Kingdom, for approximately £10.2 million. dwell Castle Gate Haus is located within the heart of Nottingham city centre and is easily accessible to the top two universities in Nottingham, namely, University of Nottingham and Nottingham Trent University. The property is also in close proximity to retailers and food and beverage outlets in the city centre and is highly accessible via the surrounding bus and train services. The property is a student accommodation asset with 133 beds, comprising 69 self-contained studios and 64 cluster bedrooms. The property includes a wide range of room sizes to accommodate different student needs and provides a range of ancillary services from on-site laundry and maintenance to a dedicated management team. As at the LPD, the Group's effective interest in dwell Castle Gate Haus is approximately 14.29%.

dwell Archer House

In December 2019, the Group completed the acquisition of dwell Archer House for approximately £15.1 million. dwell Archer House is located at 14–22 Castle Gate, Nottingham NG1 7AW, United Kingdom. The property is strategically located within the heart of leisure and retail areas in the city centre and is close to two renowned universities in Nottingham, namely, University of Nottingham and Nottingham Trent University. It is also located within close proximity to the dwell Castle Gate Haus, the Group's first student accommodation asset in Nottingham, and is highly accessible via surrounding bus and train services. The property is a student accommodation asset with a 177-bed capacity, comprising 93 self-contained studios and 84 en-suite cluster rooms. The property provides common facilities such as laundry facilities and study area. The Group plans to enhance the product and service offering for the property, by adding more facilities and amenities such as gym, television/games rooms etc., at an appropriate time.

(f) United States

The following properties are held by the Fund of which the Group holds 28.74% of the issued units as at LPD. In April 2022, the Fund commenced the sale process of its portfolio in the United States as the Fund is coming to the end of its initial five-year term, notwithstanding an option for the Fund to be extended for a further two years, and as part of the Group's efforts to rationalise its portfolio of assets. In the event that the sale does not close by the end of the Fund's term due to the current uncertain market conditions and the interest rate environment, the Group intends to seek the agreement of the Fund's investors to extend the Fund's term by two years.

dwell The Towers on State

dwell The Towers on State is situated at 502 N. Frances Street, City of Madison, Wisconsin State, United States of America in the heart of Madison's lifestyle district and has a current capacity of 137 units with 231 beds. dwell The Towers on State is close to the University of Wisconsin Madison which is the flagship university in Wisconsin.

dwell The Statesider

dwell The Statesider is situated at 505 N. Frances Street, City of Madison, Wisconsin State, United States of America, in the heart of Madison's lifestyle district, and has a current capacity of 78 units with 226 beds. dwell The Statesider is close to the University of Wisconsin Madison which is the flagship university in Wisconsin.

dwell Logan Square

dwell Logan Square is situated at 733 W. Glenn Avenue, City of Auburn, Alabama, United States of America, and has a current capacity of 356 units with 642 beds. dwell Logan Square is close to Auburn University.

dwell Tenn Street

dwell Tenn Street is situated at 600 Dixie Drive, City of Tallahassee, Florida, United States of America and has a current capacity of 156 units with 624 beds. dwell Tenn Street is close to Florida State University, Florida A&M University and Tallahassee Community College.

dwell Stadium View

dwell Stadium View is situated at 400 Marion Pugh Drive, College Station, Texas, United States of America just across the road from Texas A&M University and in close proximity to the famous Kyle Field football stadium. It comprises 156 units with a total of 216 beds, with excellent communal facilities such as a resort-style swimming pool, fitness centre and picnic area. dwell Stadium View is close to Texas A&M University.

dwell College & Crown

dwell College & Crown is situated at 200 College Street, New Haven, Connecticut, United States of America. It is located within the core Yale District in the downtown New Haven submarket and is immediately proximate and walkable to the most desirable local shopping, entertainment and dining, as well as the New Haven Metro-North train station and major employers. It is also a central point connecting the New Haven central business district and Yale University to the Yale medical facilities, both private and public. It comprises 160 units with a total 206 beds, which is strategically located in close proximity to Yale University, a renowned Ivy League research university and the third oldest institution of higher education in the United States.

(g) South Korea

dwell Dongdaemun

In November 2018, the Group, through a joint venture entity ("**CIV**"), completed the acquisition of dwell Dongdaemun, formerly known as Benikea Hotel KP, a 104-room three-star hotel in Seoul, South Korea, and interest in three lots of freehold land which the property sits on.

The refurbishment of dwell Dongdaemun into a 208-bed accommodation comprising 104 twin rooms with communal facilities was completed and the property was ready for occupancy in February 2019. The property primarily targets students studying in nearby education institutions while operating as a hotel during the school summer break.

Located approximately 150 metres away from the Hoegi Station, a subway station on both the Seoul Subway Line 1 and the Jungang Line, the property provides easy access to four education institutions, namely, Kyunghee University, University of Seoul, KAIST and Hankuk University of Foreign Studies, which are all located within a one-kilometre radius. The property also offers convenient access to multiple tourist attractions of Dongdaemun, such as Seoul Folk Flea Market, Naksan Park, Ihwa Mural Village and Dream Forest.

The Group, through the Company's wholly-owned subsidiary Centurion Overseas Investment Pte. Ltd. ("**COIPL**"), owns 55% of CIV, while its joint venture partners, namely Centurion Properties Pte Ltd ("**CPPL**") and Comanche Co., Ltd., a nominee of KTM Distributions Co., Ltd. ("**KTM**") (together with COIPL, the "**JV Partners**"), hold a 40% and 5% interest respectively. CPPL is a wholly-owned subsidiary of Centurion Global Ltd ("**CGL**") and both CPPL and CGL are controlling shareholders of the Company. KTM is owned by independent third parties and is the Group's local South Korean partner. KTM assisted in sourcing the property and the refurbishment. The JV Partners have also formed CSL Student Living Benikea KP Ltd. ("**OpCo**"), a company incorporated under the laws of South Korea, for the purpose of managing the refurbishment and the operation of dwell Dongdaemun.

As disclosed in the Company's announcement dated 7 November 2018, the Company's joint ventures with CPPL as well as the acquisition and refurbishment of the property are regarded as interested person transactions ("**IPTs**") under Chapter 9 of the SGX-ST's Listing Manual. The IPTs are not subject to the requirement of immediate announcement or shareholders' approval under Chapter 9 of the SGX-ST's Listing Manual. Additionally, as disclosed in the Company's announcement dated 12 December 2018 (the "**HKSE Announcement**"), the formation of, and the initial unit capital injection by COIPL into, CIV and Opco, and the subsequent capital injection into CIV, constitute connected transactions of the Company under Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**HKSE Listing Rules**"), and are subject to the reporting and announcement requirements, but are exempt from the independent shareholders' approval requirement under Chapter 14A of the HKSE Listing Rules.

On 19 October 2022, the Group announced the proposed sale of its 55% stake in its South Korea subsidiary and joint venture, the latter of which owns dwell Dongdaemun. The disposal will result in a sale consideration of approximately S$5.44 million for the Group. The sale is expected to be completed on 30 November 2022. The sale is carried out as part of an ongoing rationalisation of the Group's asset portfolio to align and focus its asset portfolio in countries where the Group has a competitive advantage and is able to expand and scale up its operations.

3.2 Optical Disc Business

The Group's Optical Disc Business, formerly known as SM Summit Holdings Limited, was founded in 1981. The Group started out as an audio cassette tape manufacturing business operating out of a factory with 10 persons. Over the years, the Optical Disc Business evolved together with the market's technology requirements, advancing into the manufacture of optical disc storage media. The Group was listed on the Mainboard of SGX-ST in 1995 and later grew its regional presence with manufacturing plants in Singapore, Australia and Indonesia.

In view of the expected continued falling market demand for physical optical discs in Australia and Indonesia, the Group ceased manufacturing operations of optical discs in Australia and Indonesia in June 2014 and December 2015 respectively. In December 2020, the Group disposed of its entire interest in Shanghai Huade Photoelectron Science & Technology Co. Ltd, which owns an optical disc factory in Shanghai that has ceased its optical disc manufacturing operations since 31 December 2012, as part of the Group's strategy to divest non-core real estate assets. As at the LPD, the Group's Optical Disc Business is carried out in Singapore through its wholly-owned subsidiary. The Group does not expect significant contributions from the Optical Disc Business.

3.3 Impact of Covid-19 on the Group's business

Since December 2019, there has been an ongoing outbreak of Covid-19 in various countries around the world, including Singapore. Covid-19 was officially declared a pandemic by the World Health Organisation on 11 March 2020. Governments worldwide placed unprecedented stringent measures in a bid to contain the virus and economists have since lowered their estimates for global growth.

The Group's Accommodation Business, like any other business, is not immune to disruptions from Covid-19, and operations have been impacted across the Group's geographies. Travel bans and movement restrictions, as well as the stoppage of work and university on-campus programmes, have impacted operations across its markets. The revenue for FY2020 suffered a decline of 4% due to the impact from Covid-19 on the Group's United Kingdom and Australia student accommodation assets, which were cushioned by growth from the Group's expanded portfolio. Across the markets, the Group received requests for a review of lease terms, pre-terminations, rental deferrals, waivers, discounts or rebates. With legislation of temporary rent protection for tenants being enacted in various jurisdictions, delinquencies in receivables had risen and were expected to increase further during the pandemic considering economic uncertainties.

To mitigate the impact, the Group tapped relief packages rolled out by the various governments in the different countries where the Group operates. Additionally, the Group approached its bankers to provide moratoria on principal repayments and grant additional working capital facilities. These requests had generally been well-supported by the banks.

The Group had implemented a series of precautionary measures and contingency actions to ensure business continuity and sustainability, and also focused on strengthening their operating and management capabilities and efficiencies. During the pandemic, the Group worked with the relevant local authorities to monitor, respond to and manage the Covid-19 situation as it developed.

The Covid-19 outbreak has led government agencies to review regulatory specifications and management requirements for purpose-built dormitories. New specifications were piloted in the new temporary dormitories which had been developed by the Singapore government, and will in time be introduced to some extent to existing dormitory properties. The extent of regulatory changes and the impact from these impending changes are not clearly defined as yet. Demand for worker accommodation beds has recovered progressively over the course of 2021, following the phased relaxation of pandemic management measures and lifting of travel restrictions from migrant worker source countries. The Group believes that demand for workers accommodation beds will stabilise in the long term, driven by continued demand for migrant workers and for purpose-built dormitories addressing accommodation needs for the foreign workforce in land-scarce Singapore. The Singapore government has announced initiatives to develop more dormitories meeting new specifications to address this need. The Singapore government has also announced new specifications to improve standards in new migrant worker dormitories, which will apply to all new dormitories developed from 18 September 2021. However, the extent to which these new specifications will apply to existing dormitories has not been announced by the Singapore government, but it is expected to be announced in 2022. Nonetheless, in relation to how such new specifications will apply to existing dormitories, the Singapore government has stated that there would be consideration for practicalities, time and support needed for the industry and businesses to make the transition. The Group's management capabilities and strong track record in workers accommodation puts it in good stead to participate in opportunities arising from upcoming changes in the workers accommodation industry. The Group will actively pursue opportunities in the new dormitories that are being developed, including management service contracts.

Despite the challenges faced by the Group in FY2021 due to Covid-19, and the emergence of new variants of the virus, the Group managed to improve its revenue and profits in FY2021, registering a 11% growth in revenue compared to FY2020, due to the enlargement of its portfolio capacity in Singapore and Malaysia and revenue streams that came into operations, coupled with the recovery of occupancies in United Kingdom due to the easing of international travel restrictions. The outlook for the Group's globally diversified specialised accommodation portfolio remains positive, given the recovery in worker and student populations, and resilient demand in its asset classes. As the world progresses towards endemicity, the Group will continue to calibrate its assets, spaces and operations, adjusting to market shifts and regulatory changes, to improve future pandemic management resilience, while caring for the wellbeing of its worker and student residents, and also the environment.

4. GROWTH STRATEGIES

4.1 Accommodation Business

During the Covid-19 pandemic outbreak, the Group took proactive steps to conserve cash by implementing stricter cost management measures and deferring capital expenditure, where sensible. Expansion plans and non-essential development projects were put on hold, and the Group waited for the Covid-19 pandemic situation to stabilise, before re-evaluating expansion plans and recalibrating them according to market situations. The Group also continues to review and strengthen its operating platforms and processes. The Group expects that the Accommodation Business will recover fairly quickly as the market normalises from the impact of Covid-19, and the Group remains open to opportunities to expand as they arise. The Group will continue to strengthen its focus on the Accommodation Business, which has the right ingredients and available opportunities to propel its continued growth. In doing so, it has put in place a set of strategies to achieve its vision as the leading provider of quality accommodation solutions in the region. The Group's business strategies and future plans for the growth and expansion of its Accommodation Business are as follows:

(a) Acquire and develop quality workers accommodation assets in Singapore and the region and beyond

To strengthen and build its core portfolio of workers accommodation properties, the Group remains open to acquisition opportunities in the region to develop, own and manage either existing or development assets to grow the Workers Accommodation Business. Besides Singapore and Malaysia, the Group intends to continue exploring opportunities in key industrial hubs in the New Markets. The Group is looking to pursue these various prospects on its own or through partnerships with other companies on the condition that the Group will be appointed as the operator for their workers accommodation assets.

The management of the Group has selected the New Markets after evaluating various geographical regions. The New Markets were selected as the Group has been approached by investors and business partners from these countries that are looking to tap on the expertise of the Group in the accommodation development business.

Embarking on the Accommodation Business in the New Markets enables the Group to tap on overseas investment opportunities, ensure stability in revenue levels and maximise revenue and profits through economies of scale.

Having established its presence in Johor, Malaysia, the Group has also expanded its Malaysia footprint into Penang and Selangor, and is open to opportunities to grow its workers accommodation portfolio in the other industrial nodes of Malaysia. Similar to Johor, Penang and Selangor are key industrial hubs which have attracted many large MNCs to set up their manufacturing bases there. Such companies rely heavily on large foreign worker population bases to support the manufacturing activities, and with supportive local governments, Penang and Selangor have the necessary ingredients for the development of quality purpose-built workers accommodation. The Group has successfully duplicated its Johor business model in Penang and Selangor, and will further explore opportunities to expand its portfolio of workers accommodation in other parts of Malaysia.

The Group is also receptive to opportunities to develop workers accommodation for white collar supervisors and administrative staff as well as blue collar workers in the region. For instance, in Jakarta, Indonesia, because of the congested traffic conditions, workers prefer to seek accommodation which is close to their workplace, thus providing opportunities for the Group to develop alternative accommodation options to cater to the needs of these workers.

(b) Further Expansion into Student Accommodation Business

Expanding the Group's investment scope to include student accommodation in addition to workers accommodation has allowed the Group to tap into a key growth area in the accommodation sector, grow with more flexibility through the acquisition and/or development of student accommodation and facilitate a more stable revenue stream. The Group also believes that there are operational synergies in the management and operation of workers accommodation and student accommodation due to the similarity in business models, and the integration of the Student Accommodation Business into the Group's existing businesses will result in a more diverse business group which is able to capitalise on its existing management skill sets and knowledge. The Group also believes that the operation of student accommodation has fewer regulatory requirements and has lower operational risks as compared to the operation of workers accommodation. In addition, the growth in the middle-income class is likely to create more demand for student accommodation as children from these families pursue tertiary education in reputational education institutions from major cities.

In this regard, the Group diversified into the Student Accommodation Business with the acquisition of two student accommodation assets in Australia, 10 student accommodation assets in the United Kingdom, one student accommodation asset in South Korea and approximately 28.74% interest in the Fund holding six student accommodation assets in the United States.

The Group aims to strengthen and grow its portfolio in the Student Accommodation Business going forward so as to achieve a more balanced contribution in revenue from its Accommodation Business. Some of its student accommodation assets such as those in the United Kingdom have the potential for asset enhancement and refurbishment opportunities to improve their attractiveness and value. The Group will continue to evaluate such opportunities for asset enhancement initiatives to be taken. Besides enhancing and redeveloping these assets and improving the room/bed configuration of these assets to raise attractiveness, the Group plans to explore more student accommodation opportunities in Australia, the United Kingdom, the United States and other key educational hubs.

The Group will continue to explore further opportunities for this area of growth as they arise.

(c) Undertake active enhancement initiatives

The Group adopts a proactive stance in improving the quality of its accommodation assets, exceeding customer expectations and adding value to its offerings. Through ongoing reviews of its accommodation assets, the Group identifies opportunities to undertake upgrading, refurbishment, and expansion programs which will improve the market competitiveness and enhance the value of its accommodation assets. The Group completed its refurbishment of Westlite Tebrau in the fourth quarter ended 31 December 2016, dwell Dongdaemun in February 2019 and dwell Village Melbourne City in 2Q2019. The Group also reconfigured some rooms of dwell MSV and dwell MSV South, which completed in 3Q2021. The Group also undertook asset enhancement works in Malaysia, adding three new blocks to Westlite Tampoi in FY2021 and added 688 beds to Westlite Tebrau in 2Q2022.

(d) **Provision of customised management and ancillary services**

Leveraging on its expertise and experience, the Group is always receptive to opportunities to grow its service offering across the value chain of the workers accommodation industry. This may include services to enhance the Group's offerings to its client base and residents such as manpower management services, laundry services, food catering, minimarts and other ancillary services.

Workers accommodation has become an investment asset class in Singapore which attracts institutional or financial investors who have limited experience in managing workers accommodation. The Group intends to leverage on its management expertise to seek opportunities in managing workers accommodation owned by these investors and also to provide quality services to add value to such accommodation assets. For instance, the Group offers transportation arrangements for workers to increase the attractiveness of its workers accommodation.

The Group may also undertake management of accommodation owned by third parties. These may include companies which develop accommodation to house their own workers. The Group secured the JTC Management Service Contract in June 2020 to manage approximately 4,200 beds across three sites in Singapore. The Group also secured contracts in FY2021 to manage two OCs, which commenced operations in March and May 2021 and the management contracts have since expired in September 2022.

(e) **Strategic review of the Group's specialised accommodation portfolio**

In February 2022, the Group announced a strategic review of its specialised accommodation portfolio, to explore opportunities for capital recycling and capital reallocation to rationalise its portfolio of assets, as part of the Group's continuing efforts to deliver sustained and long-term value to its shareholders.

4.2 Optical Disc Business

The operating environment for the Group's Optical Disc Business is likely to remain challenging as the market demand for physical storage media continues to fall with consumers shifting to internet downloads and streaming from physical packaged media. The Group will carefully calibrate and scale down its factory capacity according to demand, and exercise prudent cost management strategies to ensure that the business continues to contribute positively to overall profitability and generates cash flows to meet the Group's expansion needs.

5. COMPETITIVE STRENGTHS

(a) **The Group is the only company dual-listed in Singapore and Hong Kong, focused on workers and student accommodation**

The Group is the only company dual-listed in Singapore and Hong Kong with workers and student accommodation as its core businesses. In FY2021, its Workers Accommodation Business and Student Accommodation Business segments accounted for approximately 76.5% and 22.4% of the Group's total revenue respectively.

(b) Diversified portfolio in different geographical locations and asset types

The Group has a diversified portfolio of workers and student accommodation assets in Singapore, Malaysia, Australia, South Korea, the United Kingdom and the United States. In Singapore, the Group is one of the largest workers accommodation providers managing, as at the LPD, approximately 33,898 beds under its well-regarded "Westlite" brand. The nine workers accommodation assets are well-located in the western and northern parts of Singapore. In September 2020, the Group also secured a tender for leasing and managing four new QBDs in Singapore. The Group believes that currently, it is also the largest commercial provider of purpose-built workers accommodation in Malaysia with approximately 25,099 beds. The Group's eight operational workers accommodation assets in Malaysia are located in the strategic hubs of Johor, Penang and Selangor, in close proximity to customer catchments.

In the United Kingdom, the Group has 10 student accommodation assets, with five in Manchester, two in Nottingham and one student accommodation asset each in Liverpool, Bristol and Newcastle. In Australia, dwell Village Melbourne City is located on the northern edge of Melbourne's central business district in North Melbourne and dwell East End Adelaide is located in Adelaide. In South Korea, the Group has one student accommodation in Dongdaemun, Seoul. In the United States, the Group holds approximately 28.74% interest in the Fund that holds six student accommodation assets across five different states – Auburn, Alabama; Tallahassee, Florida; Madison, Wisconsin; College Station, Texas; and New Haven, Connecticut.

(c) The Group operates a portfolio of quality workers and student accommodation with long land tenures

The Group has a portfolio of quality purpose-built workers accommodation with long land tenures such as Westlite Toh Guan (60 years with effect from 1997), Westlite Mandai (Freehold), Westlite Woodlands (30 years with effect from 2013), ASPRI-Westlite Papan (23 years with effect from 2015) and Westlite Juniper (10+5 years from 2019). The Group's portfolio of workers accommodation in Malaysia also has long land tenures, such as Westlite Tebrau (60 years with effect from 2000), Westlite Pasir Gudang (99 years with effect from 1986), Westlite Johor Tech Park (99 years with effect from 2013), Westlite-PKNS Petaling Jaya (21+9 years from 2020), and freehold land tenures for Westlite Senai, Westlite Senai II, Westlite Tampoi and Westlite Bukit Minyak. Most of the Group's student accommodation assets in Australia, the United Kingdom and the United States have long land tenures as well.

The Group prides itself in providing its residents with quality accommodation that is clean, safe and conducive for their daily living needs. The Group continually upgrades and improves the amenities in its dormitories, which include gymnasiums, outdoor exercise areas and other recreational facilities. With the support of external vendors, the Group's residents have access to canteens, supermarkets, medical clinics and even grooming salons within the Group's premises.

(d) The Group's workers accommodations are generally well located

The Group's workers accommodations are generally located in areas easily accessible by various transportation modes, such as expressways and major roads, making transport to and from its accommodations to the workplace of the Group's residents very convenient. This reduces travel costs and transit time for its customers whose workers are housed at the Group's workers accommodations.

(e) The Group's workers and student accommodation are resilient accommodation asset classes supported by stable demand and supply dynamics

The purpose-built workers accommodation industry in Singapore is underpinned by a large migrant workforce and a strong regulatory environment, with the demand and bed supply being well-balanced. In Malaysia, the supply of purpose-built workers accommodation falls short of the migrant workforce numbers and demand for such purpose-built workers accommodation is growing as employers are pressed to comply with both government regulations and international ethical requirements. The Group's purpose-built workers accommodation across Singapore and Malaysia have therefore delivered stable occupancy over the past three years despite the resulting pressures from Covid-19. In the Group's purpose-built student accommodation segment, there continues to be a shortage of beds in the cities where the Group operates. While measures to curb the spread of Covid-19, such as the implementation of travel restrictions, had affected on-campus learning and demand for purpose-built student accommodation in the short-term, students have returned quickly once such measures were lifted and the Group's purpose-built student accommodation occupancy levels across Australia, the United Kingdom and the United States have rebounded to pre-pandemic levels.

(f) The Group has a proven track record of delivering growth and generating stable operating cash flows

Within a short span of time, the Group has grown from one workers accommodation asset in Singapore (Westlite Toh Guan) with 5,300 beds in 2011 to a strong portfolio of 36 operating workers and student accommodation assets totalling 65,077 beds as at the LPD, comprising 58,997 beds for workers' accommodation and 6,080 beds for students' accommodation. In September 2020, the Group has also secured a tender by JTC for leasing and managing four new QBDs in Singapore and in November 2020, the Group secured a master lease from PKNS to operate a purpose-built workers accommodation in Selangor, Malaysia. The Group has been delivering good profits and strong operating cash flow, with a significant proportion of revenue derived from its repeat customers. The Group believes that this is due to its ability to both effectively manage its assets and reduce operational costs to optimise returns.

(g) The Group's established "Westlite" brand is well regarded for its professional and holistic management approach to workers accommodation

Westlite is synonymous with providing its residents with quality workers accommodation as well as a homely and conducive living environment.

The Group regularly organises various programmes to improve the well-being of its residents and differentiates itself by managing its accommodation with a focus on the well-being of its residents. The Group arranges for free health screenings by voluntary organisations for its residents from time to time, and there are also reading rooms supplied with various reading materials in the native languages of its residents, including newspapers from their home countries to enable them to keep up with the current affairs at home. Internet services and free Wi-Fi are made available for residents in each accommodation to communicate with family and friends. The Group also organises celebrations to commemorate the national days and cultural festivals of the major nationalities that are represented in the Group's accommodation. From time to time, the Group also screens sporting programmes which are well-received by its residents.

In 2015, the Group partnered with HealthServe, a non-profit organisation dedicated to providing healing and hope to migrant workers, to arrange a whole host of events including health forums, health screenings and concerts. HealthServe, in turn, partners with students from educational institutions such as the National University of Singapore, to run these activities. Such collaborations not only benefit the residents, but also involve the greater community and help to raise awareness of the needs of foreign workers in Singapore.

The Group differentiates itself through its holistic management approach in providing on-site management services to its residents and clients. The Group has a team of experienced on-site officers to respond effectively and efficiently to any emergencies which may occur in the premises. Furthermore, the Group is also able to provide its clients with a list of residents who have reported for work and a list of residents who are on medical leave daily.

(h) The Group's diversified workers portfolio caters to multiple industries

The Group's portfolio of workers accommodation in Singapore caters to foreign workers from diverse industries. Westlite Woodlands and ASPRI-Westlite Papan cater mainly to workers from the manufacturing, marine and oil and gas industry while Westlite Toh Guan, Westlite Mandai and Westlite Juniper are not restricted and may house workers from all industries. In Malaysia, the Group's workers accommodation caters to foreign workers mainly from the manufacturing industry. As the Group serves companies from diverse industries such as the marine, engineering, commercial, manufacturing, services, oil and gas, and construction industries, the Group is less affected by economic fluctuations or government policies affecting any one industry. The following table is a breakdown of the industries where the Group's residents' work in Singapore and Malaysia as at 30 June 2022:

S/N.	Industry	Percentage (%)
1	Construction	45
2	Oil & Gas	23
3	Manufacturing	11
4	Marine	11
5	Engineering	4
6	Commercial	3
7	Service	2
8	Others	1
	Total	100

This diversification of customer base, and its accommodation assets, being able to cater to multiple industries insulate the Group, to a certain extent, from being overly reliant on any particular industry.

(i) The Group has established strong relations with its broad workers accommodation customer base

Many of the Group's existing workers accommodation customers have been housing their foreign workers with the Group for several years. The Group believes that its workers accommodation customers are satisfied with the facilities at the workers accommodation and the management and operation of the workers accommodation. The Group believes that it has good relationships with its workers accommodation customers and constantly strives to maintain and improve these relationships. As at 30 June 2022, the Group has more than 1,490 customers in Singapore and Malaysia in the Workers Accommodation Business.

(j) **The Group's student accommodation assets are located in key education hubs and in close proximity to universities and city centres**

The Group's student accommodations are generally well located near their respective surrounding universities. In Australia, dwell Village Melbourne City is strategically located on the northern edge of Melbourne's Central Business District, in a well-established education precinct on Flemington Road, in close proximity to RMIT University and the University of Melbourne. dwell Adelaide is within walking distance to the University of Adelaide and the University of South Australia.

In the United Kingdom, internationally renowned institutions such as the University of Manchester and Manchester Metropolitan University are located within a short distance of the six student accommodation assets in Manchester (dwell MSV, dwell MSV South, dwell The Grafton, dwell Weston Court and dwell Princess Street), while dwell Cathedral Campus is in close proximity to the highly regarded Liverpool John Moores University and the Liverpool Institute of Performing Arts. dwell Garth Heads is located in close proximity to Northumbria University and Newcastle University and dwell Hotwells House is located with easy access to the main University of Bristol campus. dwell Castle Gate Haus and dwell Archer House are easily accessible to University of Nottingham and Nottingham Trent University. This reduces travel costs and transit time for students who live at the Group's student accommodations.

In South Korea, dwell Dongdaemun provides easy access to four education institutions, namely, Kyunghee University, University of Seoul, KAIST and Hankuk University of Foreign Studies, which are all located within a one-kilometre radius.

Similarly in the United States, dwell The Towers on State and dwell The Statesider are situated in the heart of Madison's lifestyle district and the University of Wisconsin Madison. dwell Logan Square is close to Auburn University. dwell Tenn Street is close to Florida State University, Florida A&M University and Tallahassee Community College. dwell Stadium View is just across the road from Texas A&M University and in close proximity to the famous Kyle Field football stadium. Lastly, dwell College & Crown is located within the core Yale District in the downtown New Haven submarket and is immediately proximate and walkable to the most desirable local shopping, entertainment and dining, as well as the New Haven Metro-North train station and major employers.

(k) **The Group's student accommodation assets have the potential for asset enhancement initiatives to enhance asset values**

Some student accommodation assets in the United Kingdom have the potential for asset enhancement to increase bed capacity, improve bed configurations and undertake refurbishment opportunities, which enhances the attractiveness and value of the student accommodation assets. The Group will continue to evaluate such opportunities for asset enhancement initiatives to be taken.

(l) **The Group has enhanced its operational capability and implemented its branding strategy under the "dwell" brand in respect of its student accommodation**

The Group works closely with the students, universities and the communities that it operates in to build a reputable brand name and a scalable platform. In addition, the Group has an established marketing platform to target key source country markets for international students. Apart from offering quality accommodation, the Group enhances the students' stay by providing a range of facilities and activities on its properties. Selected accommodations have features such as swimming pools, barbeque facilities and cafes. Activities such as sporting competitions and themed parties are also organised at certain accommodations to promote a vibrant student community. With an increasing level of experience in managing student accommodation operations, the Group also has enhanced operational capability in respect of its Student Accommodation Business. Following its unveiling, all of the Group's student accommodation assets are now managed under the "dwell" brand.

(m) The Group has a proven track record executed by multi-disciplinary professionals and an experienced and prudent management team

Details of the experience of the management team of the Group can be found in Section 8.

6. INSURANCE

The Directors are of the view that the Group has adequate insurance coverage consistent with market practices for the purpose of its business and operations.

6.1 Accommodation Business

In relation to the operations of the accommodation, the Group maintains insurance coverage for material damage, business interruption and public liability. The Group also maintains terrorism insurance for its accommodation operations in the United Kingdom.

All the policies are in force and the premiums have been paid. These insurance policies are reviewed annually to ensure that the coverage is adequate.

6.2 Optical Disc Business

All the policies are in force and the premiums have been paid. These insurance policies are reviewed annually to ensure that the coverage is adequate.

6.3 Employees Insurance

The Group maintains insurance for its full-time employees, including hospitalisation and surgery insurance, personal accident insurance and work injury insurance.

All the policies are in force and the premiums have been paid. These insurance policies are reviewed annually to ensure that the coverage is adequate.

6.4 Other Insurance

All the policies are in force and the premiums have been paid. These insurance policies are reviewed annually to ensure that the coverage is adequate.

7. AWARDS AND CERTIFICATES

Over the years, the Group has been accorded with a number of certificates and awards. Awards and certificates received by the Group in the past five years are set out below:

Year Since	Description of Award/Certificate	Awarding Authority/ Accrediting Body
2017	Singapore Corporate Awards – Best Chief Financial Officer (companies with less than $300 million in market capitalisation)	See footnote[(1)]
2017	Singapore Corporate Awards – Best Investor Relations Silver Award (companies with less than $300 million in market capitalisation)	See footnote[(1)]
2017	SIAS 18th Investors' Choice Awards 2017 – Shareholder Communications Excellence Award (SCEA) 2017	Securities Investors Association (Singapore)
2017	IRPAS-EQS IR Website Survey Awards 2017 – Best Website, Small Cap, 2nd Runner Up Award (companies with less than $300 million in market capitalisation)	Investor Relations Processionals Association (Singapore)
2018	Singapore Corporate Awards – Best Managed Board Gold Award	See footnote[(1)]
2018	Singapore Corporate Awards – Best Investor Relations Gold Award	See footnote[(1)]
2018	HR Asia Best Companies to Work for in Asia 2018 Award	HR Asia
2019	Singapore Business Awards 2019 – The Enterprise Award	The Business Times and DHL
2019	Le Fonti Real Estate Innovation Awards® – Best Provider of The Year, Customised Accommodation Management Services and CEO of the Year, Customised Accommodation Management Services	Le Fonti Srl
2019	Singapore Corporate Awards 2019 – Best Annual Report Bronze Award in the mid-cap category (for listed companies with a market capitalisation of S$300 million to less than S$1 billion)	See footnote[(1)]
2019	HR Excellence Awards 2019 – Excellence in Total Rewards Strategy Award	Human Resources Online
2019	Hong Kong Outstanding Enterprises Parade 2019 – Hong Kong Outstanding Enterprise Award 2019 (Main Board category)	Economic Digest
2020	The Edge Singapore's Centurion Club Awards 2020 – Overall Winner for the Real Estate Industry sector	The Edge Singapore

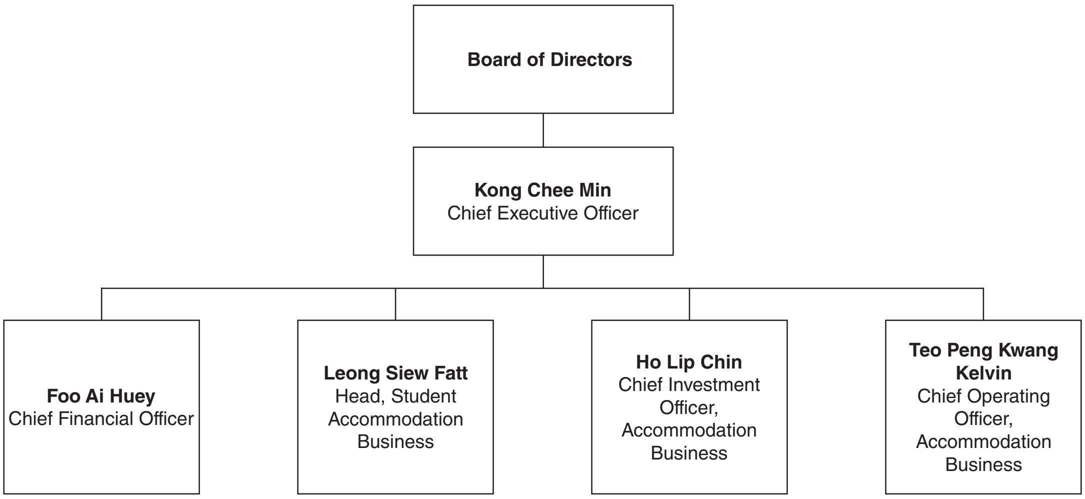
Note:

(1) Organised by the Institute of Singapore Chartered Accountants, Singapore Institute of Directors and The Business Times, supported by Accounting and Corporate Regulatory Authority and SGX-ST, and sponsored by Bank Julius Baer.

8. DIRECTORS AND KEY MANAGEMENT

8.1 Management and reporting structure

The Group's management reporting structure as at the LPD is set out below:



8.2 Board of Directors

The Group's Board of Directors is entrusted with the responsibility of overall management of the Group. Information regarding the business and working experience of the Group's Directors are set out below:

(a) Mr. Wong Kok Hoe *(Executive Director and Deputy Chairman)*

Mr. Wong Kok Hoe ("**Mr. Wong**"), aged 59, first joined the board of directors of the Company (the "**Board**") on 1 August 2011 as a non-executive Director and chairman of the Board. He stepped down as chairman of the Board and was re-designated from non-executive Director to executive Director and appointed as deputy chairman of the Board on 13 November 2019. He was appointed as a member of the Executive Committee on 1 January 2022. He was last re-elected a Director of the Company on 27 April 2020. Mr. Wong is assisted by the chief executive officer and he is responsible for overseeing the Group's operations and implementation of the Company's business strategies and developing new business opportunities for the Group. Mr. Wong is an Executive Director and the Deputy Chairman of the Board.

Mr. Wong is a director of Centurion Global Ltd and Centurion Properties Pte Ltd, controlling shareholders of the Company.

Prior to joining Centurion Global Ltd in 2009, Mr. Wong was a practising lawyer in Singapore since he was admitted on 14 March 1990. He has more than 18 years of legal experience in the areas of corporate law, corporate finance, and mergers and acquisitions. He started his legal career in Drew & Napier before leaving in June 1996 to be a partner in Yeo Wee Kiong & Partners. In October 1999, he joined Rajah & Tann (which was subsequently converted to Rajah & Tann LLP) as a partner and stayed on till June 2008. From July to December 2008, he acted as a consultant in Rajah & Tann LLP.

Mr. Wong is also a director of several other private companies.

Mr. Wong obtained a Bachelor of Law (Honours) degree from the National University of Singapore in June 1989.

(b) Mr. Teo Peng Kwang Kelvin *(Executive Director and Chief Operating Officer – Accommodation Business)*

Mr. Teo Peng Kwang ("**Mr. Teo**"), aged 62, was appointed as chief operating officer of the Group's Accommodation Business in August 2011 and an Executive Director of the Company on 8 May 2018. He was appointed as a member of the Executive Committee on 1 January 2022. He was last re-elected as a director of the Company on 28 April 2022. He is presently responsible for the day-to-day operations and expansion of the Group's Accommodation Business. He also assists the chief executive officer in growth and strategic planning.

Mr. Teo joined in 2007 as an executive director of Westlite Dormitory (Toh Guan) Pte. Ltd. (formerly known as Centurion Dormitory (Westlite) Pte. Ltd.), one of the Group's acquired subsidiaries in 2011. Mr. Teo is also a director of Kelvin & Elvin Investment Pte. Ltd. since May 2018.

Mr. Teo has over 30 years of development and management experience in the property and workers accommodation business. He was the vice president of Dormitory Association of Singapore Limited from July 2015 to July 2021 and previously was the president of the same association from October 2012 to June 2015. He also served as an independent trustee of the board of trustees for the Migrant Workers' Assistance Fund from November 2014 to July 2020.

Prior to joining the Group, Mr. Teo served as a director of Maxi Global Management Pte Ltd, a company which then provided housing services for foreign workers, from March 2009 to April 2011. He was also a director of Maxfresh Leisure Pte Ltd, a company principally engaged in the rental services of fishing boats, from August 2010 to April 2011. Mr. Teo was also a director of Intertrade (S) Enterprise Pte. Ltd., a company principally engaged in chemical trading, from January 2006 to July 2007.

Prior to 2011, Mr. Teo owned and managed various businesses in Singapore including a real estate and construction business.

Mr. Teo was a director of ISO Industry Pte. Limited from March 2006 to February 2011, and Maxi Consultancy Pte. Limited from December 2008 to January 2010. Mr. Teo was also a director at Pointbuilt Pte. Limited from May 2008 to February 2011, Serangoon Garden Staff Apartment Pte. Limited from March 2009 to August 2011 and Swissplan Dormitory Management Pte. Limited from September 2007 to April 2011.

Mr. Teo completed his primary school education in 1972 at River Valley Primary School.

(c) Mr. Loh Kim Kang David *(Executive Director and Joint Chairman)*

Mr. Loh Kim Kang David ("**Mr. Loh**"), aged 58, joined the Board on 8 May 2015 as a non-executive Director and was appointed as a Joint Chairman of the Board on 13 November 2019. Mr. Loh was re-designated from non-executive Director to Executive Director on 1 March 2021, and appointed Chairman of the Executive Committee on 1 January 2022. He was last re-elected a Director of the Company on 28 April 2022. He is responsible for the formulation of corporate and business strategies of the Company and leads the execution of strategic growth plans of the Group.

Mr. Loh has over 20 years of experience in the investment and brokerage industry.

Mr. Loh has been a principal and director of Centurion Global Ltd, a controlling shareholder of the Company, since April 2008 to present. He previously worked at UOB Kay Hian Pte. Ltd. (formerly known as Kay Hian Pte Ltd) where his last position was director (business development consultant) from July 2009 to March 2010. He was a director (dealing) from July 2007 to June 2009, executive director (dealing) from July 1999 to July 2007 and associate director (dealing) from July 1996 to July 1999.

He served as a managing director (management) at UOB Kay Hian (Hong Kong) Ltd (formerly known as Kay Hian Overseas Securities Ltd) from July 1999 to October 2001. Prior to joining UOB Kay Hian Pte Ltd, he was with OUB Securities Pte Ltd as dealing director from August 1995 to June 1996.

Mr. Loh started his career as dealer (dealing director) at Ong & Company Pte. Ltd. from November 1989 to August 1995.

Mr. Loh was presented with the Bintang Bakti Masyarakat (Public Service Star) (BBM) at the 2016 National Day Awards. He was previously presented with the Pingat Bakti Masyarakat (Public Service Medal) (PBM) at the 2011 National Day Awards.

Mr. Loh currently is also a director of Cape Incorporation Limited, Centurion Management and Consultancy Services Pte Ltd, Centurion Private Equity Ltd, Centurion US Student Housing Fund, Dloh Strategic Development Pte. Ltd., Luxnovo Asia Ltd, Ohmyhome Pte Ltd, PC Portfolio Pte. Ltd. and Vienna Management Ltd.

Mr. Loh obtained a degree of Bachelor of Science from the University of Oregon in June 1988. Mr. Loh is the maternal cousin of Mr. Han Seng Juan (non-executive Director, joint chairman of the Board and a controlling shareholder of the Company).

(d) Mr. Han Seng Juan *(Non-Executive Director and Joint Chairman)*

Mr. Han Seng Juan ("**Mr. Han**"), aged 59, joined the Board on 8 May 2015 as a non-executive Director and was appointed a joint chairman of the Board on 13 November 2019 and was last re-elected a Director of the Company on 27 April 2021. He was appointed a member of the Executive Committee on 1 January 2022. He is responsible for participating in the formulation of corporate and business strategies.

Mr. Han has over 20 years of experience in the investment and brokerage industry.

He has been a principal and director of Centurion Global Ltd, a controlling shareholder of the Company, since April 2008 to present. He previously worked at UOB Kay Hian Pte. Ltd. (formerly known as Kay Hian Pte Ltd) where his last position was director (business development consultant) from July 2009 to March 2010. He was a director (dealing) from July 2007 to June 2009, executive director (dealing) from July 1999 to July 2007, and associate director (dealing) from July 1996 to July 1999.

Prior to joining UOB Kay Hian Pte. Ltd., he was with OUB Securities Pte Ltd as dealing director from August 1995 to June 1996 and Ong & Company Pte. Ltd. as dealing director from November 1989 to August 1995.

Mr. Han started his career as a dealer at UOB Securities Pte. Ltd. from July 1987 to October 1989.

Mr. Han was presented with the Bintang Bakti Masyarakat (Public Service Star) (BBM) at the 2015 National Day Awards. He was previously presented with the Pingat Bakti Masyarakat (Public Service Medal) (PBM) at the 2010 National Day Awards.

Mr. Han currently is also a director of Centurion Management and Consultancy Services Pte Ltd, Centurion Private Equity Ltd and Frontier Empire Limited.

Mr. Han obtained a degree of Bachelor of Science from the University of Oregon in March 1987. He is the maternal cousin of Mr. Loh (non-executive Director, joint chairman of the Board and a controlling shareholder of the Company).

(e) Mr. Gn Hiang Meng *(Lead Independent Director)*

Mr. Gn Hiang Meng ("**Mr. Gn**"), aged 73, was appointed as an independent non-executive Director on 17 May 2007 and as the lead independent director on 1 March 2014. Mr. Gn is also the chairman of the Audit Committee and a member of the Nominating Committee. He was last re-elected a Director of the Company on 27 April 2021.

Prior to joining the Group, Mr. Gn was the deputy president in charge of hotels and finance of UOL Group Limited, a company principally engaged in property development and investment, and hospitality ownership and management, from August 2001 to July 2007, where he was responsible for hotel acquisition as well as managing a chain of hotels located in Singapore and the Asia/Australia region. He was also in charge of financial and human resource matters, including reviewing and analysing financial statements and projections of companies to assess investment and business opportunities. From November 1973 to March 2001, he joined United Overseas Bank Limited, a commercial bank providing a wide range of financial services, where he was a member of the general management and as the head of the investment banking sector, he was in charge of various businesses including investment management, private equity investing, corporate planning, mergers and acquisitions, corporate finance and stock-broking. Prior to his resignation, he was the senior executive vice-president in charge of investment banking and stock broking business.

Mr. Gn has served as an independent non-executive director of Haw Par Corporation Limited (SGX stock code: H02.SI), a company principally engaged in manufacturing, marketing and trading healthcare products since 13 August 2014. Mr. Gn. served as an independent non-executive director of each of Koh Brothers Group Limited (SGX stock code: K75.SI), a company principally engaged in construction and building materials, property development and specialist engineering solutions provider and TEE International Limited (SGX stock code: M1Z.SI), a company principally engaged in engineering works with business interests in real estate and infrastructure, from 16 August 2007 to 31 December 2021 and 1 June 2013 to 21 January 2021 respectively. The shares of these companies are listed on the main board of SGX-ST.

Mr. Gn has also served as an independent non-executive director of SingHaiyi Pte. Ltd. (formerly known as SingHaiyi Group Limited), a company principally engaged in investing, developing and managing real estate properties, from 1 December 2013 to 31 January 2022.

Mr. Gn obtained a Bachelor of Business Administration (Honours) degree from the University of Singapore (currently known as the National University of Singapore) in June 1971.

(f) Mr. Chandra Mohan s/o Rethnam *(Independent Non-Executive Director)*

Mr. Chandra Mohan s/o Rethnam ("**Mr. Mohan**"), aged 59, was appointed as an independent non-executive Director on 17 May 2007. He is the chairman of the Remuneration Committee and a member of the Audit Committee. He was last re-elected a Director of the Company on 27 April 2021.

Mr. Mohan is presently an Advocate and Solicitor and has been a partner at Rajah & Tann Singapore LLP, a law firm in Singapore, since January 1995. He is also a director of Oldham Enterprise Pte Ltd and PC Portfolio Pte Ltd.

Mr. Mohan was a lecturer with the Faculty of Law at the National University of Singapore from July 1989 to March 1995. He was appointed to sit on the Singapore Indian Development Association (SINDA) Executive Committee from 2015 to 2021.

Mr. Mohan was presented with the Bintang Bakti Masyarakat (Public Service Star) (BBM) at the 2015 National Day Awards. He was previously presented with the Pingat Bakti Masyarakat (Public Service Medal) (PBM) at the 2011 National Day Awards. Mr. Mohan has been appointed a Justice of the Peace (JP) by the President of the Republic of Singapore for a term of 5 years with effect from 1 September 2020 for his significant contributions to social services and the community at large in Singapore. He is also a Professional Deputy (Personal Welfare and Property & Affairs), Office of the Public Guardian and Deputy Registrar of Marriages, Singapore.

Mr. Mohan has been a council member of the North West Community Development Council ("**NWCDC**") since 2002, holding the appointments of the chairman for the NWCDC SkillsFuture Standing Committee from 2017, NWCDC Finance Committee (2009 – 2017), Organising Committee for NWCDC Food Aid Fund for needy residents (2010 – 2018) and NWCDC Corporate Communications Committee (2006 – 2009). He has been the Chairman of the Organising Committee for Club 100 @ NWCDC annual dinner (which raises funds for the NWCDC Food Aid Fund for needy residents) from 2010 to date.

Mr. Mohan obtained a Bachelor of Law (Honours) degree from the National University of Singapore in June 1986 and a Master of Law degree from the University of Cambridge in July 1989. He is also a fellow of the Singapore Institute of Arbitrators and a member of the Chartered Institute of Arbitrators in the United Kingdom.

(g) Mr. Owi Kek Hean *(Independent Non-Executive Director)*

Mr. Owi Kek Hean ("**Mr. Owi**"), aged 64, was appointed as an independent non-executive Director on 1 January 2017. Mr. Owi is the chairman of the Nominating Committee and a member of the Audit Committee. He was last re-elected a Director of the Company on 27 April 2020.

Mr. Owi worked with KPMG LLP in Singapore from 1982 until his retirement in October 2015 and had held various senior positions including the head of tax, head of enterprise, finance partner and deputy managing partner.

Mr. Owi obtained a degree of Bachelor of Business Administration from the National University of Singapore in May 1981. He is an Accredited Tax Advisor (Income Tax and Goods and Services Tax) with the Singapore Institute of Accredited Tax Professionals.

Mr. Owi has been appointed as an independent director and the lead independent director of SLB Development Ltd, a company which shares are listed on the Catalist Board of SGX-ST (SGX stock code: 1J0), since 23 March 2018. He is also an executive director of IMO & Partners Pte Ltd, a director of Centurion US Student Accommodation Holdings Pte Ltd and an independent director of Centurion US Student Accommodation Inc.

(h) Ms. Tan Poh Hong *(Independent Non-Executive Director)*

Ms. Tan Poh Hong ("**Ms. Tan**"), aged 63, was appointed as an independent non-executive Director of the Company on 8 May 2018. She is also a member of the Remuneration Committee and a member of the Nominating Committee. She was last re-elected a Director of the Company on 28 April 2022.

Ms. Tan previously served as the chief executive officer of Agri-Food & Veterinary Authority (AVA) of Singapore from May 2009 to September 2017 and was responsible for the implementation of the organisation's policies and strategies. Prior to her appointment at AVA, Ms. Tan was deputy chief executive officer of the Housing and Development Board (HDB) from September 2004 to March 2009, where she was responsible for the planning, development and management of HDB properties. She also held various leadership positions in HDB, ranging from sales and operations to corporate strategy and communications; and policy development. She has been appointed an independent director of VICOM Ltd, Sheng Siong Group Ltd. and APAC Realty Limited, companies incorporated in the Republic of Singapore which shares are listed on the Mainboard of SGX-ST, since 25 April 2019, 5 January 2018 and 1 October 2020, respectively. She is also an independent director of AnnAik Limited and OTS Holdings Limited, companies incorporated in the Republic of Singapore which shares are listed on the Catalist Board of SGX-ST, since 26 July 2018 and 19 May 2021, respectively. She has also been a director on the board of Barramundi Asia Pte Ltd and Jilin Food Zone Pte Ltd, since 5 March 2018 and 1 October 2019, respectively.

Ms. Tan is also Singapore's non-resident ambassador to the Kingdom of Denmark.

Ms. Tan was awarded the Public Administration Medal (Gold) in August 2013, and the Public Service Medal in August 1999 by the Singapore Government.

Ms. Tan has a Bachelor of Science (Honours) in Estate Management from the National University of Singapore, and a Master of Business Administration (with Distinction) from New York University.

(i) Mr. Lee Wei Loon *(Independent Non-Executive Director)*

Mr. Lee Wei Loon ("**Mr. Lee**"), aged 42, was appointed as an independent non-executive Director on 13 November 2019. Mr. Lee is also a member of the Remuneration Committee. He was last re-elected a Director of the Company on 27 April 2020.

Mr. Lee has been a director, executive vice president and chief executive officer of Asia of Watchbox Asia from August 2019. Mr. Lee was also a director of Novena Global Healthcare Group (Cayman) from 30 December 2016 to 23 October 2020. Mr. Lee was previously an executive director, investment banking division, of Morgan Stanley Asia (Singapore) from October 2017 to August 2019 and a director commissioner of PT Morgan Stanley Asia International (Indonesia) from January 2015 to September 2017. Prior to that, Mr. Lee was an executive director, institutional equities division, of Morgan Stanley Asia (Singapore) from June 2012 to January 2015, a director, Asian equities sales, at Bank of America Merrill Lynch (Singapore) from May 2010 to June 2012, and vice president, Asian equities sales & trading, hedge fund sales, of Credit Suisse (New York and Singapore), from May 2004 to March 2010.

Mr. Lee obtained a Bachelor of Science degree with a major in Finance from the New York University, Stern School of Business in May 2004.

8.3 Senior Management

(a) Mr. Kong Chee Min *(Chief Executive Officer)*

Mr. Kong Chee Min ("**Mr. Kong**"), aged 56, was appointed as the chief executive officer of the Group in August 2011 and is responsible for overall management of the Group's operations and the implementation of business strategies and the long term growth objectives approved by the Board. Mr. Kong joined the Group in March 1996 and was appointed a member of the Board on 28 March 2000 until he stepped down on 8 May 2015. Mr. Kong was appointed a member of the Executive Committee on 1 January 2022.

Prior to Mr. Kong's appointment as the Group's chief executive officer, he was the regional chief executive officer and finance director of the Group. He also assisted Mr. Lee Kerk Chong, the founder of the Company (formerly known as SM Summit Holdings Limited), in managing and driving the strategic development and growth of the Group's optical disc business.

Prior to joining the Group, Mr. Kong was the accountant of General Motors Overseas Distribution Corporation, a company principally engaged in the sales and distribution of motor vehicles, motor vehicles parts and accessories since April 1994. He was an audit senior at Cooper & Lybrand, an accountancy firm, from June 1991 to April 1994.

Mr. Kong obtained a degree of Bachelor of Accountancy from the National University of Singapore in July 1991. He is currently a member of the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore).

(b) Ms. Foo Ai Huey *(Chief Financial Officer)*

Ms. Foo Ai Huey ("**Ms. Foo**"), aged 53, was appointed as the chief financial officer of the Group in August 2011 after the Group enlarged its principal business activities to include the Accommodation Business. She joined the Group as a finance manager on 10 April 2000. She oversees the finance team and manages a full spectrum of finance accounting and tax functions for the Group. Ms. Foo has accumulated close to three decades of finance and accounting related experience covering internal audit, taxation, internal control, financial accounting, cost and management accounting in the accommodation, manufacturing, service and health care industries.

Prior to joining the Group, Ms. Foo was a senior accountant at MOH Holdings Pte. Ltd. (formerly known as Health Corporation of Singapore Pte. Ltd.), a company principally engaged in the provision of healthcare services, from May 1996 to March 2000. She was also a senior executive officer of the internal audit department of Singapore Reinsurance Corporation Limited, a reinsurance company, from May 1992 to May 1996.

Ms. Foo obtained a degree of Bachelor of Commerce from the University of Newcastle, Australia in May 1992. She has been a member of the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore) since 31 August 1996, and a Certified Practicing Accountant of the Australian Society of Certified Practicing Accountants since 12 September 1994.

(c) Mr. Ho Lip Chin *(Chief Investment Officer – Accommodation Business)*

Mr. Ho Lip Chin ("**Mr. Ho**"), aged 53, joined the Group in January 2012 as Director, Investments before his appointment as chief investment officer of Accommodation Business in 2015. He is responsible for growing the Group's Accommodation Business and assists in the Group's strategic planning activities.

Mr. Ho has over 20 years of experience in the real estate and hospitality industries across the Asia Pacific. From May 2010 until joining the Group in January 2012, he was the director, real estate, of Centurion Properties Pte Ltd (a subsidiary of the controlling shareholder, Centurion Global Ltd), where he was involved in its real estate investments and workers accommodation business.

From July 2002 to prior to joining Centurion Properties Pte Ltd in May 2010, Mr. Ho worked in a number of companies including those in the hospitality and real estate industry such as HVS International Singapore, a hospitality consulting firm, as a senior associate from July 2002 to shortly before he joined Intercontinental Hotels Group (Asia Pacific) Pte. Ltd., a subsidiary of InterContinental Hotels Group which was then principally engaged in franchising hotel brands to or managing hotels on behalf of third party hotel owners, in January 2003 to January 2007 where his last position was director of development, Southern Asia.

He was a senior vice president of investment of Pramerica Real Estate Investors (Asia) Pte. Ltd., a fund management company principally engaged in real estate investment, from March 2008 until joining Centurion Properties Pte Ltd in May 2010. He was a director at GE Real Estate Investments Singapore Pte. Ltd., a company principally engaged in real estate investment, from February 2007 to August 2007; an investment manager at HKR Asia-Pacific Pte Ltd, an investment holding company, from January 1996 to June 2002; and a management trainee at Shangri-La Hotel, a company principally engaged in hotel operations, from September 1994 to March 1995 and August 1989 to January 1990.

Mr. Ho obtained a degree of Bachelor of Science in Business Administration and a degree of Master of Business Administration from the University of San Francisco in August 1993 and August 1994, respectively.

(d) Mr. Leong Siew Fatt *(Head, Student Accommodation Business)*

Mr. Leong Siew Fatt ("**Mr. Leong**"), aged 55, joined the Group as an engineer in March 1993 before being promoted to the position of group technical manager in 1997 in the Group's optical disc business. He is currently the head of Student Accommodation Business and responsible for the overall management of the Group's Student Accommodation Business across the United States, the United Kingdom, Australia and South Korea.

Mr. Leong has extensive technical, operational and management experience spanning over 33 years of experience. Prior to his appointment as head of Student Accommodation Business, Mr. Leong was responsible for the operations of the Group's Workers Accommodation Business in Malaysia as well as the technical and manufacturing operations of the Group's optical disc business.

Prior to joining the Group, Mr. Leong was a regular military specialist of Singapore Armed Forces from March 1985 to March 1991.

Mr. Leong obtained a degree of Bachelor of Engineering Management from the University of Western Sydney in September 2001.

8.4 Company Secretaries

(a) Ms. Hazel Chia Luang Chew

Ms. Hazel Chia Luang Chew ("**Ms. Chia**") was appointed as company secretary of the Company on 30 January 2015. She also previously served as a company secretary of the Company from 12 January 1995 to 17 June 2005 and from 1 January 2006 to 31 July 2014. She has been responsible for the Company's compliance with the relevant statutory and regulatory requirements under the Singapore Companies Act and SGX-ST Listing Rules since her appointment.

Ms. Chia has over 30 years of experience in corporate secretarial practice having worked in several established professional business services companies in Singapore, such as, Lim Associates (Pte) Ltd, a member of Boardroom Limited and KCS Corporate Services Pte Ltd, specialising in providing corporate secretarial and advisory services to public listed and private companies. During the tenure of her employment with these companies, she was appointed company secretary to several companies listed on the SGX-ST and private limited companies incorporated in Singapore.

She is currently a director of Alpine Corporate Services Pte Ltd, a professional service provider specialising in corporate secretarial and corporate governance advisory services.

Ms. Chia was admitted as a fellow member of the Institute of Chartered Secretaries and Administrators, United Kingdom, in April 2001 and has been a practising chartered secretary to engage in public practice in Singapore certified by the Chartered Secretaries Institute of Singapore (formerly known as the Singapore Association of the Institute of Chartered Secretaries and Administrators) since October 1991.

(b) Ms. Juliana Tan Beng Hwee

Ms. Juliana Tan Beng Hwee ("**Ms. Tan**") was appointed as company secretary of the Company on 1 January 2017. She also previously served as a company secretary of the Company from 1 January 2006 to 30 January 2015. She has been responsible for the Company's compliance with the relevant statutory and regulatory requirements under the Singapore Companies Act and SGX-ST Listing Rules since her appointment.

Ms. Tan has over two decades of experience in corporate secretarial practice having worked in several established professional business services companies, namely, Lim Associates (Pte) Ltd, a member of Boardroom Limited and KCS Corporate Services Pte Ltd, specialising in providing corporate secretarial and advisory services to public listed and private limited companies in Singapore. During the tenure of her employment with these companies, she was also appointed company secretary to several companies listed on the SGX-ST and private limited companies incorporated in Singapore.

She is currently an associate director of Alpine Corporate Services Pte Ltd, a professional service provider specialising in corporate secretarial and corporate governance advisory services.

Ms. Tan obtained an external degree of Bachelor of Science (Economics) in the specialism of management studies from the University of London and was admitted as a practising chartered secretary to engage in public practice in Singapore certified by the Chartered Secretaries Institute of Singapore (formerly known as the Singapore Association of the Institute of Chartered Secretaries and Administrators) in September 2005.

(c) Ms. Cheung Yuet Fan

Ms. Cheung Yuet Fan ("**Ms. Cheung**") was appointed as the Hong Kong company secretary of the Company on 19 June 2019.

Ms. Cheung is a director of the corporate services division of Tricor Services Limited ("**Tricor**"), a global professional services provider specialising in integrated business, corporate and investor services. Ms. Cheung has over 30 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

Ms. Cheung is currently acting as the company secretary or joint company secretary of several companies, the shares of which are listed on the Stock Exchange of Hong Kong Limited. Ms. Cheung is a chartered secretary and a fellow member of both The Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in the United Kingdom. Prior to joining Tricor, Ms. Cheung had worked in the company secretarial department of Deloitte Touche Tohmatsu in Hong Kong and also in the role of company secretary and corporate governance area in various Hong Kong listed companies. Ms. Cheung holds a Bachelor of Arts degree in Accountancy from City Polytechnic of Hong Kong (now known as City University of Hong Kong).

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The selected consolidated financial information as of and for the financial years ended 31 December 2019 ("**FY2019**"), 31 December 2020 ("**FY2020**") and 31 December 2021 ("**FY2021**") and the half-years ended 30 June 2021 ("**1H2021**") and 30 June 2022 ("**1H2022**") has been derived from the audited financial statements of the Group and the unaudited financial information for 1H2021 and 1H2022 as announced by the Company on 11 August 2022.

CONSOLIDATED INCOME STATEMENT

	← Unaudited →		← Audited →		
	1H2022	**1H2021**	**FY2021**	**FY2020**	**FY2019**
	S$'000	**S$'000**	**S$'000**	**S$'000**	**S$'000**
Revenue	90,528	64,727	143,017	128,355	133,353
Cost of sales	(29,613)	(21,266)	(48,701)	(38,756)	(36,417)
Gross Profit	60,915	43,461	94,316	89,599	96,936
Other income	1,280	2,355	4,715	8,948	1,244
Other (losses)/gains – net					
– Loss on derecognition of financial assets	(119)	–	(666)	(3,589)	–
– Write back/(allowance) for impairment of trade and other receivables	381	90	112	(1,300)	(177)
– Others	(1,058)	(5)	1,937	697	(217)
Net fair value gains/(losses) on investment properties	9,541	(14,492)	(3,076)	(27,641)	66,266
Expenses					
– Distribution expenses	(791)	(617)	(1,158)	(1,284)	(1,462)
– Administrative expenses	(13,070)	(9,760)	(20,629)	(21,186)	(23,619)
– Finance expenses	(11,786)	(11,328)	(22,734)	(23,319)	(28,759)
Share of profit of associated companies and joint venture	3,619	2,600	15,077	4,819	789
Profit before income tax	48,912	12,304	67,894	25,744	111,001
Income tax expense	(13,839)	(3,206)	(12,097)	(7,033)	(7,213)
Total profit	35,073	9,098	55,797	18,711	103,788
Profit attributable to:					
Equity holders of the Company	32,898	8,735	52,679	17,171	99,951
Non-controlling interests	2,175	363	3,118	1,540	3,837
Total profit	35,073	9,098	55,797	18,711	103,788
Earnings per share for profit attributable to equity holders of the Company					
Basic earnings per share (cents)	3.91	1.04	6.27	2.04	11.89
Diluted earnings per share (cents)	3.91	1.04	6.27	2.04	11.89

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	← Unaudited →		← Audited →		
	1H2022	**1H2021**	**FY2021**	**FY2020**	**FY2019**
	S$'000	**S$'000**	**S$'000**	**S$'000**	**S$'000**
Total profit	35,073	9,098	55,797	18,711	103,788
Items that may be reclassified subsequently to profit or loss:					
Financial assets, at fair value through other comprehensive income ("**FVOCI**") – debt instruments					
– Fair value (losses)/gains	(101)	635	618	(600)	386
– Reclassification	6	2	2	77	171
Cash flow hedges					
– Fair value gains/(losses)	1,552	1,825	2,311	(6,779)	(1,782)
– Reclassification	691	1,065	2,109	1,762	144
Share of other comprehensive gains/(losses) of associated companies and joint venture	843	282	140	(217)	(602)
Currency translation (losses)/gains arising from consolidation	(22,086)	3,599	(3,672)	10,376	3,288
Other comprehensive (loss)/income, net of tax	(19,095)	7,408	1,508	4,619	1,605
Total comprehensive income	15,978	16,506	57,305	23,330	105,393
Total comprehensive income attributable to:					
Equity holders of the Company	13,742	16,125	54,118	21,815	101,557
Non-controlling interests	2,236	381	3,187	1,515	3,836
	15,978	16,506	57,305	23,330	105,393

BALANCE SHEET

	Unaudited 30 June 2022 S$'000	← Audited 31 Dec 2021 S$'000	31 Dec 2020 S$'000	31 Dec 2019 S$'000 →
Current assets				
Cash and bank balances	60,602	67,493	83,868	48,588
Trade and other receivables	15,358	17,996	11,687	8,060
Inventories	242	164	65	44
Other assets	4,935	4,524	5,307	6,748
Financial assets, at fair value through other comprehensive income	6,852	6,453	6,779	9,165
	87,989	96,630	107,706	72,605
Assets held for sale	–	–	1,292	5,447
	87,989	96,630	108,998	78,052
Non-current assets				
Other assets	2,383	896	1,022	994
Financial assets, at fair value through profit or loss	57	57	24	156
Derivative financial instruments	987	–	–	–
Investments in associated companies	119,246	117,071	111,462	108,918
Investment in a joint venture	4,477	4,732	4,758	4,819
Investment properties	1,329,731	1,354,593	1,307,770	1,275,879
Property, plant and equipment	7,322	8,735	7,678	10,149
	1,464,203	1,486,084	1,432,714	1,400,915
Total assets	**1,552,192**	**1,582,714**	**1,541,712**	**1,478,967**
Current liabilities				
Trade and other payables	44,537	46,182	37,154	40,496
Other liabilities	–	–	52	–
Current income tax liabilities	11,656	9,336	9,657	7,092
Derivative financial instruments	25	122	165	–
Borrowings	64,446	63,258	71,788	55,780
Lease liabilities	17,959	17,946	10,282	6,738
	138,623	136,844	129,098	110,106
Non-current liabilities				
Other liabilities	1,314	1,489	490	131
Deferred income tax liabilities	19,132	13,295	9,168	9,796
Derivative financial instruments	954	2,113	6,490	1,638
Borrowings	626,153	664,432	682,878	683,259
Lease liabilities	77,422	87,222	84,803	60,172
	724,975	768,551	783,829	754,996
Total liabilities	**863,598**	**905,395**	**912,927**	**865,102**
Net assets	**688,594**	**677,319**	**628,785**	**613,865**
Equity				
Share capital	142,242	142,242	142,242	142,242
Other reserves	(44,205)	(25,049)	(26,488)	(31,132)
Retained profits	571,206	542,521	489,842	481,081
	669,243	659,714	605,596	592,191
Non-controlling interests	19,351	17,605	23,189	21,674
Total equity	**688,594**	**677,319**	**628,785**	**613,865**

FINANCIAL REVIEW

9M 2022 review – 9M 2022 versus 9M 2021

	9M 2022 $'000	9M 2021 $'000	Change %
Revenue	**134,858**	**99,993**	**35**
Revenue by business segment			
Workers Accommodation	101,532	76,808	32
Student Accommodation	31,900	22,506	42
Others	1,426	679	110
	134,858	99,993	35
Revenue by geographical area			
Singapore	91,694	68,124	35
Malaysia	11,264	10,133	11
United Kingdom	7,860	3,480	126
Australia	22,098	16,678	32
Other countries	1,942	1,578	23
	134,858	99,993	35

The Group's revenue increased by 35% from S$100.0 million in the nine months ended 30 September 2021 ("**9M 2021**") to S$134.9 million in the nine months ended 30 September 2022 ("**9M 2022**").

In Singapore, the purpose-built workers accommodation segment's revenue was robust, boosted by contributions from all four QBDs where two commenced operations in 2H2020 and the other two commenced operations in 2021. The average financial occupancy for the Group's five purpose-built dormitories was 97% for 9M 2022 as compared to 84% for 9M 2021. Including the 4 QBDs, average financial occupancy for the Group's nine purpose-built workers accommodations was 97% for 9M 2022. In September 2022, the Group's management services contracts for two OCs expired, and the Group has returned the properties to the government. With the re-opening of Singapore's borders, increased arrivals of dormitory-bound work permit holders continue to drive the demand for approved accommodation such as purpose-built dormitories and QBDs.

In Malaysia, the Group's portfolio of eight purpose-built workers accommodation assets recorded a financial occupancy of 75% for 9M 2022 amid a slower recovery, as employers experienced delays bringing in migrant workers. The Group however continued to grow its purpose-built workers accommodation segment's revenue as the migrant workforce gradually returns to pre-pandemic levels, driven primarily by strong improvements in financial occupancy at Westlite Bukit Minyak, Penang and Westlite – PKNS Petaling Jaya, Selangor.

The revenue growth from the Group's purpose-built student accommodation segment continued to outpace the growth in purpose-built workers accommodation revenue, rising by 42% from S$22.5 million to S$31.9 million for 9M 2022 as bookings and financial occupancies across the Group's purpose-built student accommodation assets in the United Kingdom and Australia grew steeply in third quarter ended 30 September 2022 and continued to benefit from the lifting of travel restrictions and a return of international students.

The average financial occupancy of the Group's 10 purpose-built student accommodation assets in the United Kingdom rose from 68% for 9M 2021 to 90% for 9M 2022.

In Australia, the average financial occupancy of the Group's two purpose-built student accommodation assets increased from 26% for 9M 2021 to 68% for 9M 2022. The Group expects this recovery trend to gain momentum into the next academic year in 2023.

Half year 2022 review – 1H2022 versus 1H2021

In 1H2022, the Group's revenue increased by 40% to S$90.5 million, from S$64.7 million reported in 1H2021 while profit from core business operations increased by S$8.4 million or 35% from the corresponding period a year ago, to S$32.4 million.

The higher Group revenue was mainly due to revenue contribution from (i) new QBDs for workers accommodation in Singapore as well as two OCs that the Group manages; and (ii) existing Singapore purpose-built dormitories which recovered in financial occupancy rates; and (iii) existing United Kingdom and Australia purpose-built student accommodation portfolio with financial occupancies improving and recovering from the Covid-19 disruption. The increase in revenue was however offset by cessation of operations of dwell Selegie in Singapore in June 2021.

Two of the QBDs in Singapore, Westlite Jalan Tukang and Westlite Tuas South Boulevard have commenced operations progressively since June 2021 and the two OCs that have commenced operations since March 2021 have contributed significantly to the growth in revenue in 1H2022.

Financial occupancy for the Group's Singapore purpose-built dormitories also recovered in 1H2022 from 82% in 1H2021 to 96% in 1H2022, as the inflow of migrant workers from South Asia gradually resumed after the re-opening of the borders.

The Group's student accommodation assets in the United Kingdom saw a growth in occupancy from 66% in 1H2021 to 90% in 1H2022, as Covid-19 restrictions on international travel and on-campus programmes were lifted during the second half of 2021.

As Australia international borders re-opened on 15 December 2021, just before the new academic year started, average financial occupancy in Australia increased to 58% for 1H2022 from 27% in 1H2021, notwithstanding the fact that students had not returned in large numbers in 1H2022 as universities were still delivering courses in a blended mode, adopting a mix of face-to-face on-campus and online study, in semester 1 for the academic year 2022.

The Group's gross profit increased 40% from S$43.5 million in 1H2021 to S$60.9 million in 1H2022 in tandem with the revenue growth.

Other income reduced by S$1.1 million with the cessation of various government support schemes in respect of Covid-19.

Administrative and distribution expenses increased by S$3.5 million due to business expansion as well as reinstatement of the staff and management salaries which had been reduced since 1 May 2020.

Finance expenses increased by S$0.5 million due to higher interest rate environment but were partially offset against reduced loan balances.

Share of profit of associated companies and joint venture increased by S$1.0 million, largely due to better operating performance with better occupancy rates and lower fair value loss in investment properties compared to 1H2021.

Net change in fair value of investment properties in 1H2022 mainly relates to the valuation movements on the Group's investment properties as at 30 June 2022 based on management assessment made in consultation with the independent valuers who had carried out the valuation of the investment properties as at the last financial year end, as well as the adjustment of fair value of right-of-use ("**ROU**") investment properties that were leased as at 30 June 2022, in accordance with SFRS(I) 16 Leases.

Net fair value gain of S$9.5 million in 1H2022 was mainly due to the Group's investment properties in United Kingdom and Australia and offset against the fair value loss of investment properties in Singapore as well as against the adjustment of fair value of the ROU investment properties. This was compared against a fair value loss of S$14.5 million in 1H2021 when the market conditions and occupancy rates were more affected by Covid-19 and the adjustment of fair value of ROU investment properties.

Income tax expenses increased by S$10.6 million largely due to higher profit and deferred income tax provided on the fair value gain in investment properties.

Accordingly, net profit after tax derived from the Group's operations for 1H2022 was S$35.1 million, as compared to S$9.1 million in 1H2021.

Excluding fair value adjustments, net profit derived from core business operations was S$32.4 million in 1H2022, which was S$8.4 million higher than S$24.0 million in 1H2021.

FY2021 versus FY2020

The Group registered a 11% growth in revenue to S$143.0 million in FY2021 from S$128.4 million in FY2020, while profit from core business operations increased S$5.8 million or 12% year-on-year to S$53.1 million over the same period.

The higher revenue was mainly due to revenue contribution from newly leased and operated assets for workers accommodation in Singapore and Malaysia. These included four QBDs as well as a purpose-built workers accommodation, Westlite-PKNS Petaling Jaya, in Malaysia. The two OCs that the group manages have also contributed positively to the revenue growth. The improvement in revenue was also seen in the Group's United Kingdom purpose-built student accommodation portfolio, which is recovering from Covid-19 disruptions with financial occupancies improving two percentage points to 72%. The increase in revenue was, however, offset by a reduction in revenue from the Group's existing purpose-built workers accommodation assets in Singapore and purpose-built student accommodation portfolio in Australia where they experienced weaker demands due to Covid-19 travel and immigration restrictions. Singapore purpose-built workers accommodation assets financial occupancy rates reduced nine percentage points from 94% in FY2020 to 85% in FY2021 with a lower number of migrant workers population as the migrant workers inflow back to Singapore continues to be disrupted with the emergence of new Covid-19 variants coupled with a higher supply of dormitory beds from QBDs and Construction Temporary Quarters built in response to the pandemic. The purpose-built student accommodation portfolio in Australia experienced further reduction in demand as strict travel restrictions and border closures continued during FY2021.

Gross profit increased by S$4.7 million, in line with the increase in revenue from new businesses, however, this was offset by lower contribution from Australia purpose-built student accommodation portfolio and Singapore purpose-built workers accommodation portfolio.

Other income and loss on derecognition of financial assets reduced by S$4.2 million and S$2.9 million respectively due to lower government grant income.

Allowance of S$1.3 million was provided for the impairment of trade and other receivables in FY2020 whereas S$112,000 was written back in FY2021.

During FY2021, the Group registered a gain of S$2.0 million from the disposal of the factory unit in Indonesia. In comparison, in FY2020, the Group registered a gain of S$1.4 million on disposal of Shanghai Huade Photoelectron Science & Technology Co. Ltd in China, however, this was offset by a S$0.5 million impairment of property, plant & equipment in dwell Selegie in FY2020.

Finance expenses decreased by S$0.6 million to S$22.7 million due to the lower interest rate environment in FY2021, however, this was offset by higher interest incurred in the lease liabilities from the leasing of the four QBDs in Singapore and Westlite-PKNS Petaling Jaya in Malaysia.

Share of profit of associated companies and joint venture increased S$10.3 million to S$15.1 million in FY2021 from S$4.8 million in FY2020 largely due to the fair value uplift on investment properties in the United States purpose-built student accommodation portfolio.

Net fair value losses on investment properties was S$3.1 million as compared to S$27.6 million in FY2020 mainly from fair value reduction on ROU assets and the purpose-built workers accommodation portfolio in Singapore, however, this was offset by the fair value gains in the United Kingdom purpose-built student accommodation portfolio and Malaysia purpose-built workers accommodation portfolio due to the recovery of occupancy rates and market environment from Covid-19 in FY2021.

Income tax expenses increased S$5.1 million largely due to deferred income tax provided on fair value adjustments in investment properties.

Accordingly, the Group's net profit in FY2021 was S$55.8 million, S$37.1 million or 198% higher than the S$18.7 million recorded in FY2020.

Excluding the effects on fair value adjustments, net profit from the Group's core business operations was S$53.1 million in FY2021, which was S$5.8 million or 12% higher than S$47.3 million in FY2020.

The Group's net profit from core business operations attributable to equity holders was S$46.5 million in FY2021, an increase of 13% from S$41.3 million in FY2020.

FY2020 versus FY2019

The Group registered a S$5.0 million reduction in revenue to S$128.4 million in FY2020 from S$133.4 million in FY2019.

The lower revenue was mainly attributable to revenue reductions of S$14.2 million from the Group's United Kingdom and Australia student accommodation, as well as Singapore workers accommodation, where occupancies were affected by Covid-19 since the second quarter ended 30 June 2020.

The reduction was partially offset by revenue contribution of S$9.8 million from properties added to the portfolio in 2019 such as Westlite Juniper and dwell Archer House as well as management fee income from three Factory-Converted Workers Dormitories and the revenue from the two QBDs, namely Westlite Kranji Way and Westlite Tuas Avenue 2 that commenced operations in the second half of 2020.

Gross profit of S$89.6 million in FY2020 was 8% lower compared to S$96.9 million in FY2019 mainly due to the lower revenue coupled with additional expenses of S$2.0 million incurred to manage the Covid-19 situation.

Other income and gains increased by S$3.9 million to S$4.8 million in FY2020 from S$0.9 million in FY2019 largely attributable to government support schemes and gains on disposal of Shanghai Huade Photoelectron Science Technology Co Ltd in China. These gains were offset by the rental support provided to tenants, a S$0.5 million impairment of property, plant and equipment in dwell Selegie as well as S$1.3 million allowance for doubtful debts in FY2020.

Distribution and administrative expenses had reduced to S$22.5 million in FY2020 from S$25.1 million in FY2019 because of savings in travelling cost, marketing and selling expenses such as advertising, and commission expenses due to Covid-19 lockdowns.

Due to the lower interest rate environment, finance expenses decreased by S$5.5 million to S$23.3 million in FY2020 compared to S$28.8 million in FY2019.

Share of profit of associated companies and joint venture was S$4.0 million higher than S$0.8 million in FY2019 mainly due to higher contribution from the Fund.

Net fair value losses on investment properties and assets held for sale was S$27.6 million as compared to fair value gains of S$66.3 million in FY2019.

The Group's net profit attributable to the equity holders of the Company in FY2020 is S$17.2 million, an 83% reduction as compared to FY2019.

Excluding one-off items, net profit derived from the Group's core business operations was S$47.3 million in FY2020, which was S$3.7 million or 9% higher than S$43.6 million in FY2019.

The Group's net profit from core business operations attributable to equity holders of the Company was S$41.3 million in FY2020, an increase of 8% from S$38.2 million in FY2019.

RISK FACTORS

Prior to making an investment or divestment decision, prospective investors in or existing holders of the Securities should carefully consider all the information set forth in this Information Memorandum and any documents incorporated by reference herein, including the risk factors set out below.

The risk factors set out below do not purport to be complete or comprehensive of all the risk factors that may be involved in the business, assets, financial condition, performance or prospects of the Issuer and its subsidiaries or the properties owned by the Group or any decision to purchase, own or dispose of the Securities. Additional risk factors which the Issuer is currently unaware of may also impair its business, assets, financial condition, performance or prospects. If any of the following risk factors develops into actual events, the business, assets, financial condition, performance or prospects of the Issuer and/or the Group could be materially and adversely affected. In such cases, the ability of the Issuer to comply with its obligations under the Trust Deed and the Securities may be adversely affected and investors may lose all or part of their investment in the Securities.

Prospective investors should not rely on the information set out herein as the sole basis for any investment decision in relation to the Securities but should seek appropriate and relevant advice concerning the appropriateness of an investment in the Securities for their particular circumstances.

Headings and sub-headings are for convenience only and investment considerations and risk factors that appear under a particular heading or sub-heading may also apply to one or more other headings or sub-headings.

LIMITATIONS OF THIS INFORMATION MEMORANDUM

This Information Memorandum does not purport to nor does it contain all information that a prospective investor in or existing holder of the Securities may require in investigating the Issuer or the Group, prior to making an investment or divestment decision in relation to the Securities issued under the Programme.

Neither this Information Memorandum nor any document or information (or any part thereof) delivered or supplied under or in relation to the Programme or the Securities (or any part thereof) is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer, the Arranger or any of the Dealers that any recipient of this Information Memorandum or any such other document or information (or such part thereof) should subscribe for or purchase or sell any of the Securities.

This Information Memorandum is not, and does not purport to be, investment advice. A prospective investor should make an investment in the Securities only after it has determined that such investment is suitable for its investment objectives. Determining whether an investment in the Securities is suitable is a prospective investor's responsibility, even if the investor has received information to assist it in making such a determination. Each person receiving this Information Memorandum acknowledges that such person has not relied on the Issuer, its subsidiaries and/or associated companies (if any), the Arranger, any of the Dealers or any person affiliated with each of them in connection with its investigation of the accuracy or completeness of the information contained herein or of any additional information considered by it to be necessary in connection with its investment or divestment decision. Any recipient of this Information Memorandum contemplating subscribing for, purchasing or selling any of the Securities should determine for itself the relevance of the information contained in this Information Memorandum and any such other document or information (or any part thereof) and its investment or divestment should be, and shall be deemed to be, based solely upon its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Group, the terms and conditions of the Securities and any other factors relevant to its decision, including the merits and risks involved. A prospective investor should consult with its legal, tax and financial advisers prior to deciding to make an investment in the Securities.

This Information Memorandum contains forward-looking statements. These forward-looking statements are based on a number of assumptions which are subject to uncertainties and contingencies, many of which are outside of the Issuer's control. The forward-looking information in this Information Memorandum may prove inaccurate. Please see the section "Forward-Looking Statements" on page 10 of this Information Memorandum.

Any published unaudited interim financial statements in respect of the Issuer or the Group which are included in this Information Memorandum, or which are, from time to time, deemed to be incorporated by reference in this Information Memorandum will not have been audited or subject to review by the auditors in respect of the Issuer and/or the Group, as the case may be, and may be different had they been audited or reviewed.

RISKS RELATING TO THE SECURITIES GENERALLY

The Securities may not be a suitable investment for all investors

Each potential investor in the Securities must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

(i) have sufficient knowledge and experience to make a meaningful evaluation of the Securities, the merits and risks of investing in the Securities and the information contained or incorporated by reference in this Information Memorandum or any applicable supplement to this Information Memorandum;

(ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Securities and the impact such investment will have on its overall investment portfolio;

(iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Securities, including Securities with principal, interest or distribution (as the case may be) payable in one or more currencies, or where the currency for principal, interest or distribution payments is different from the potential investor's currency;

(iv) understand thoroughly the terms of the relevant Securities and be familiar with the behaviour of any relevant indices and financial markets;

(v) understand thoroughly the nature of all those risks before making a decision to invest in the Securities; and

(vi) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Securities are complex financial instruments. Investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Securities which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Securities will perform under changing conditions, the resulting effects on the value of the Securities and the impact such investment will have on the potential investor's overall investment portfolio.

Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should seek independent legal advice to determine whether and to what extent (a) Securities are legal investments for the potential investor, (b) Securities can be used as collateral for various types of borrowing and (c) other restrictions apply to its purchase or pledge of any Securities. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Securities under any applicable risk-based capital or similar rules.

Limited liquidity of the Securities issued under the Programme

There can be no assurance regarding the future development of the market for the Securities issued under the Programme or the ability of the Securityholders, or the price at which the Securityholders may be able, to sell their Securities.

The Securities may have no established trading market when issued, and one may never develop. The Dealer(s) are not obliged to make a trading market for the Securities and any such market making, if commenced, may be discontinued at any time at the sole discretion of the Dealer(s). Even if a market for the Securities does develop, there can be no assurance as to the liquidity or sustainability of such market. Therefore, investors may not be able to sell their Securities easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This may particularly be the case for Securities that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Securities would generally have a more limited secondary market and more price volatility than conventional debt securities. If the Securities are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Issuer. If the Securities are trading at a discount, investors may not be able to receive a favourable price for their Securities, and in some circumstances investors may not be able to sell their Securities at their fair market value or at all.

Liquidity may have a severely adverse effect on the market value of the Securities. Although the issue of additional Securities may increase the liquidity of the Securities, there can be no assurance that the price of such Securities will not be adversely affected by the issue in the market of such additional Securities.

Although an application will be made for the listing and quotation of any Securities to be issued under the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the SGX-ST, there is no assurance that such application will be accepted, that any particular Tranche of Securities will be so admitted or that an active trading market will develop. In addition, the market for investment grade debt has been subject to disruptions that have caused volatility in prices of securities similar to the Securities to be issued under the Programme. Accordingly, there is no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Tranche of Securities.

Fluctuation of market value of Securities issued under the Programme

Trading prices of the Securities are influenced by numerous factors, including the operating results, business, the financial condition and/or the future prospects of the Issuer, its subsidiaries and/or associated companies (if any), the market for similar securities, political, economic, financial and any other factors that can affect the capital markets, the industry, the Issuer, its subsidiaries and/or associated companies (if any) generally. Adverse economic developments, in Singapore as well as countries in which the Issuer, its subsidiaries and/or associated companies (if any) operate or have business dealings, could have a material adverse effect on the operating results, business, the financial condition and/or the future prospects of the Issuer, its subsidiaries and/or associated companies (if any). As a result, the market price of the Securities may be above or below the price at which the Securities were initially issued to the market.

Further, recent global financial turmoil has resulted in substantial and continuing volatility in international capital markets. Any further deterioration in global financial conditions could have a material adverse effect on worldwide financial markets, which may also adversely affect the market price of any Series or Tranche of Securities.

Investments in the Securities are subject to interest rate risk

Securityholders may suffer unforeseen losses due to fluctuations in interest rates. Generally, a rise in interest rates may cause a fall in the price of the Securities, resulting in a capital loss for the Securityholders. However, the Securityholders may reinvest the interest or distribution payments at higher prevailing interest rates. Conversely, when interest rates fall, the price of the Securities may rise. The Securityholders may enjoy a capital gain but interest or distribution payments received may be reinvested at lower prevailing interest rates.

Currency risk associated with Securities denominated in foreign currencies

As the Securities can be denominated in currencies other than Singapore dollars, the Issuer may be affected by fluctuations between the Singapore dollar and such foreign currencies in meeting the payment obligations under such Securities and there is no assurance that Issuer may be able to fully hedge the currency risks associated with such Securities denominated in foreign currencies.

The regulation and reform of "benchmark" rates of interest and indices may adversely affect the value of Securities linked to or referencing such "benchmarks"

The Programme allows for the issuance of Securities that reference certain interest rates or other types of rates or indices which are deemed to be "benchmarks", including LIBOR, EURIBOR or SIBOR, in particular with respect to certain Floating Rate Notes or Floating Rate Perpetual Securities where the reference rate may be LIBOR, EURIBOR, SIBOR or another such benchmark. The Pricing Supplement for the Securities will specify whether LIBOR, EURIBOR, SIBOR or another such benchmark is applicable.

Reference rates and indices which are deemed to be or used as "benchmarks" are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective while others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past or to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Securities linked to or referencing such a benchmark.

More broadly, any of the international or national reforms or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. Specifically, the sustainability of LIBOR has been questioned as a result of the absence of relevant active underlying markets and possible disincentives (including possibly as a result of benchmark reforms) for market participants to continue contributing to such benchmarks. The United Kingdom Financial Conduct Authority ("**FCA**") has indicated through a series of announcements that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. On 5 March 2021, the FCA announced, *inter alia*, the dates on which the various LIBOR rates in respect of various currencies will either cease to be provided or cease to be representative of their underlying market, with such end-date falling either on 31 December 2021 or by 30 June 2023.

As the Swap Offer Rate ("**SOR**") methodology relies on US$ LIBOR in its computation, the likely discontinuation of LIBOR after June 2023 will impact the future sustainability of SOR. On 30 August 2019, the MAS announced that it had established an industry-led steering committee, the Steering Committee for SOR & SIBOR Transition to SORA (the "**SC-STS**") to oversee an industry-wide interest rate benchmark transition from the SOR to the Singapore Overnight Rate Average ("**SORA**."). On 5 August 2020, MAS announced several initiatives to support the adoption of SORA, including prescribing SORA as a financial benchmark under the SFA. The initiatives aim to catalyse greater activity in SORA markets, safeguard the benchmark's integrity and enhance market confidence in SORA. Similarly, the Association of Banks in Singapore has also proposed to discontinue certain tenors for SIBOR and to amend the methodology for determining SIBOR. On 27 October 2020, the SC-STS announced industry timelines to support a coordinated shift away from the use of SOR in financial products, and to concurrently accelerate usage of SORA. SOR is set to be discontinued alongside LIBOR discontinuation after June 2023 and more specifically, all lenders and borrowers are to cease the issuance of SOR-linked loans and securities that mature after end-2021. On 29 July 2021, the SC-STS published a report setting out updated timelines and key recommendations for the industry-wide transition of financial contracts away from the legacy use of SOR. The recommendations cover a wide spectrum of financial products across wholesale and retail markets, and aim to facilitate a smooth transition out of SOR contracts.

The potential elimination of the LIBOR, EURIBOR or SIBOR benchmarks or any other benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the Conditions, or result in other consequences, in respect of any Securities linked to such benchmark. Such factors may have the following effects on certain benchmarks: (i) discourage market participants from continuing to administer or contribute to the benchmark; (ii) trigger changes in the rules or methodologies used in the benchmark or (iii) lead to the disappearance of the "benchmark".

Following the implementation of any such potential reforms, the manner of administration of benchmarks may change, with the result that they may perform differently than in the past, or the benchmark could be eliminated entirely, or there could be other consequences that cannot be predicted. The elimination of the LIBOR benchmark or any other benchmark, or changes in the manner of administration of any benchmark, could require or result in an adjustment to the interest calculation provisions of the Conditions (as further described in Condition 5(V) of the Notes and Condition 4(III) of the Perpetual Securities), or result in adverse consequences to holders of any securities linked to such benchmark (including but not limited to Floating Rate Securities or Securities whose interest or distribution rates are linked to LIBOR or any other such benchmark that is subject to reform). Furthermore, even prior to the implementation of any changes, uncertainty as to the nature of alternative rates and as to potential changes to such benchmark may adversely affect such benchmark during the term of the relevant Securities, the return on the relevant Securities and the trading market for securities based on the same benchmark.

Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Securities linked to or referencing a benchmark.

Investors should consult their own independent advisers and make their own assessment about the potential risks posed by any international reforms in making any investment decision with respect to any Securities linked to or referencing a benchmark.

The market continues to develop in relation to risk free rates (including overnight rates) as reference rates for Floating Rate Notes or Floating Rate Perpetual Securities

Investors should be aware that the market continues to develop in relation to risk free rates as reference rates in the capital markets and their adoption as alternatives to the relevant interbank offered rates. Please refer to the risk factor entitled "The regulation and reform of "benchmark" rates of interest and indices may adversely affect the value of Securities linked to or referencing such "benchmarks"" for further details of the recent interest rates and benchmarks reform.

The market or a significant part thereof may adopt an application of risk free rates that differs significantly from that set out in the Conditions and used in relation to any that reference risk free rates issued under the Programme. The Issuer may in the future also issue Securities referencing risk free rates that differ materially in terms of interest determination when compared with any previous Securities referencing the same risk free rate issued by it under the Programme. The development of risk free rates as interest reference rates for the bond markets and of the market infrastructure for adopting such rates could result in reduced liquidity or increased volatility or could otherwise affect the market price of any Securities issued under the Programme which references any such risk free rate from time to time.

Furthermore, the basis of deriving certain risk free rates, such as SORA, may mean that interest on the Securities which reference any such risk free rate would only be capable of being determined after the end of the relevant observation period and immediately prior to the Interest Payment Date or, as the case may be, Distribution Payment Date. It may be difficult for investors in Securities which reference any such risk free rate to accurately estimate the amount of interest or distribution which will be payable on such Securities, and some investors may be unable or unwilling to trade such Securities without changes to their IT systems, both of which could adversely impact the liquidity of such Securities. Further, in contrast to SIBOR-linked securities, if Securities referencing SORA become due and payable as a result of an event of default or enforcement event under the Conditions, the rate of interest payable for the final Interest Period or, as the case may be, Distribution Period in respect of such Securities may only be determined on the date which the Securities become due and payable. Investors should consider these matters when making their investment decision with respect to any such Securities.

In addition, the manner of adoption or application of risk free rates in the bond markets may differ materially compared with the application and adoption of such risk free rates in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of risk free rates across these markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of Securities referencing such risk free rates. Since risk free rates are relatively new market indices, Securities linked to any such risk free rate may have no established trading market when issued, and an established trading market may never develop or may not be very liquid. Market terms for debt securities indexed to any risk free rate, such as the spread over the index reflected in interest rate provisions, may evolve over time, and trading prices of such Securities may be lower than those of later-issued indexed debt securities as a result. Further, if any risk free rate to which a series of Securities is linked does not prove to be widely used in securities like the Securities, the trading price of such Securities linked to a risk free rate may be lower than those of Securities linked to indices that are more widely used. Investors in such Securities may not be able to sell such Securities at all or may not be able to sell such Securities at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. There can also be no guarantee that any risk free rate to which a series of Securities is linked will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of investors in the Securities referencing such risk free rate. If the manner in which such risk free rate is calculated is changed, that change may result in a reduction of the amount of interest or distribution payable on such Securities and the trading prices of such Securities.

Exchange rate risks and exchange controls may result in Securityholders receiving less interest, distribution and/or principal than expected

The Issuer will pay interest, distribution and/or principal on the Securities in the currency specified. This presents certain risks relating to currency conversions if the Securityholder's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than the currency in which the Securities are denominated. These include the risk that exchange rates may significantly change (including changes due to devaluation of the currency in which the Securities are denominated or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the currency in which the Securities are denominated would decrease (i) the Investor's Currency equivalent yield on the Securities, (ii) the Investor's Currency equivalent value of the principal payable on the Securities and (iii) the Investor's Currency equivalent market value of the Securities.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, Securityholders may receive less interest, distribution and/or principal than expected, or no interest, distribution and/or principal.

Investments in the Securities are subject to inflation risk

Securityholders may suffer erosion on the return of their investments due to inflation. Securityholders would have an anticipated rate of return based on expected inflation rates on the purchase of the Securities. An unexpected increase in inflation could reduce the quantum of actual returns.

The Securities are not secured

The Notes and Senior Perpetual Securities and the Coupons relating to them constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Issuer. The Subordinated Perpetual Securities and the Coupons relating to them constitute direct, unconditional, subordinated and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any preference or priority among themselves and *pari passu* with any Parity Obligations of the Issuer.

Accordingly, on a winding-up or dissolution of the Issuer at any time prior to maturity of any Securities, the Securityholders will not have recourse to any specific assets of the Issuer and its subsidiaries and/or associated companies (if any) as security for outstanding payment or other obligations under the Securities and/or Coupons owed to the Securityholders and there can be no assurance that there would be sufficient value in the assets of the Issuer after meeting all claims ranking ahead of the Securities, to discharge all outstanding payment and other obligations under the Securities and/or Coupons owed to the Securityholders.

The Securities may be represented by Global Securities or Global Certificates and holders of a beneficial interest in a Global Security or Global Certificate must rely on the procedures of the relevant Clearing System(s) (as defined below)

Securities issued under the Programme may be represented by one or more Global Securities or Global Certificates. Such Global Securities or Global Certificates will be deposited with or registered in the name of, or in the name of a nominee of, the Common Depositary, or lodged with CDP (each of Euroclear, Clearstream, Luxembourg and CDP and/or such other clearing system, a "**Clearing System**"). Except in the circumstances described in the relevant Global Security or

Global Certificate, investors will not be entitled to receive Definitive Securities or Certificates. The relevant Clearing System(s) and their respective direct and indirect participants will maintain records of the beneficial interests in the Global Securities and Global Certificates held through it. While the Securities are represented by one or more Global Securities or Global Certificates, investors will be able to trade their beneficial interests only through the relevant Clearing Systems and their respective participants.

While the Securities are represented by one or more Global Securities or Global Certificates, the Issuer will discharge its payment obligations under the Securities by making payments to CDP or such other Clearing System and its participants, as the case may be, for distribution to their account holders. A holder of beneficial interest in a Global Security or Global Certificate must rely on the procedures of the relevant Clearing System(s) to receive payments under the relevant Securities. The Issuer bears no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Securities or Global Certificates.

Holders of beneficial interests in the Global Securities and Global Certificates will not have a direct right to vote in respect of the relevant Securities. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant Clearing System(s) to appoint appropriate proxies. Similarly, holders of beneficial interests in the Global Securities and Global Certificates will not have a direct right under the Global Securities and Global Certificates to take enforcement action against the Issuer in the event of a default under the relevant Securities or an enforcement event under the relevant Perpetual Securities but will have to rely upon their rights under the Trust Deed.

Performance of contractual obligations by the Issuer is dependent on other parties

The ability of the Issuer to make payments in respect of the Securities may depend upon the due performance by the other parties to the documents relating to the Programme or an issue of Securities of their obligations thereunder including the performance by the Trustee and the Agents of their respective obligations. Whilst the non-performance of any relevant parties will not relieve the Issuer of its obligations to make payments in respect of the Securities, the Issuer may not, in such circumstances, be able to fulfil its obligations to the Securityholders and/or the Couponholders.

The value of the Securities could be adversely affected by a change in Singapore law or administrative practice

The Conditions are based on Singapore law in effect as at the date of issue of the Securities. No assurance can be given as to the impact of any possible judicial decision or change to Singapore law or administrative practice after the date of issue of the Securities and any such change could materially adversely impact the value of any Securities affected by it.

The market prices of Securities issued at a substantial discount or premium tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities

The market value of securities issued at a substantial discount or premium from their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

The Trustee may request the Securityholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before taking action on behalf of Securityholders

In certain circumstances (including, without limitation, pursuant to Condition 11 of the Notes or Condition 9 of the Perpetual Securities, as the case may be), the Trustee may (at its sole discretion) request Securityholders to provide an indemnity and/or security and/or pre-funding to its satisfaction before it takes action on behalf of Securityholders. The Trustee shall not be obliged to take any such action if not indemnified and/or secured and/or pre-funded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or pre-funding can be a lengthy process and may impact on when such actions can be taken.

The Trustee may not be able to take action, notwithstanding the provision of an indemnity and/or security and/or pre-funding to it, in breach of the terms of the Trust Deed and in circumstances where there is uncertainty or dispute as to the applicable laws or regulations and, to the extent permitted by the agreements and the applicable law, it will be for the Securityholders to take such actions directly.

Provisions in the Trust Deed and the terms and conditions of the Securities may be modified

The terms and conditions of the Securities contain provisions for calling meetings of Securityholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Securityholders including Securityholders who did not attend and vote at the relevant meeting and Securityholders who voted in a manner contrary to the majority.

The terms and conditions of the Securities also provide that the Trustee may, without the consent of the Securityholders, agree to (i) any modification of any of the provisions of the Trust Deed which is in the opinion of the Trustee is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of Singapore law or is required by Euroclear, Clearstream, Luxembourg, the Depository and/or any other clearing system in which the Securities may be held and (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed which is in the opinion of the Trustee not materially prejudicial to the interests of the Securityholders.

Commencement of proceedings under applicable Singapore insolvency or related laws may result in a material adverse effect on the Securityholders

There can be no assurance that the Issuer will not become bankrupt, unable to pay its debts or insolvent or be the subject of judicial management, schemes of arrangement, winding-up or liquidation orders or other insolvency-related proceedings or procedures. In the event of an insolvency or near insolvency of the Issuer, the application of certain provisions of Singapore insolvency and related laws may have a material adverse effect on the Securityholders. Without being exhaustive, below are some matters that could have a material adverse effect on the Securityholders.

Where the Issuer is insolvent or close to insolvent and the Issuer undergoes certain insolvency procedures, there may be a moratorium against actions and proceedings which may apply in the case of judicial management, schemes of arrangement and/or winding-up in relation to the Issuer. It may also be possible that if a company related to the Issuer proposes a creditor scheme of arrangement and obtains an order for a moratorium, the Issuer may also seek a moratorium even if the Issuer is not in itself proposing a scheme of arrangement. These moratoriums can be lifted with court permission and in the case of judicial management, additionally with the permission of the judicial manager. Accordingly, if for instance there is any need for the Trustee to bring an action against the Issuer, the need to obtain court permission or the judicial manager's permission may result in delays in being able to bring or continue legal proceedings that may be necessary in the process of recovery.

Further, Securityholders may be made subject to a binding scheme of arrangement where the majority in number representing 75% in value of creditors and the court approve such scheme. In respect of company-initiated creditor schemes of arrangement, there are cram-down provisions that may apply to a dissenting class of creditors. The court may notwithstanding a single class of dissenting creditors approve a scheme provided an overall majority in number representing 75% in value of the creditors meant to be bound by the scheme have agreed to it and provided that the scheme does not unfairly discriminate and is fair and equitable to each dissenting class and the court is of the view that it is appropriate to approve the scheme. In such scenarios, Securityholders may be bound by a scheme of arrangement to which they may have dissented.

The Insolvency, Restructuring and Dissolution Act 2018 (Act 40 of 2018) (the "**IRD Act**") was passed in the Parliament of Singapore on 1 October 2018 and came into force on 30 July 2020. The IRD Act includes a prohibition against terminating, amending or claiming an accelerated payment or forfeiture of the term under, any agreement (including a security agreement) with a company that commences certain insolvency or rescue proceedings (and before the conclusion of such proceedings), by reason only that the proceedings are commenced or that the company is insolvent. This prohibition is not expected to apply to any contract or agreement that is, or that is directly connected with, the Securities. However, it may apply to other related contracts that are not found to be directly connected with the Securities.

The Issuer's ability to comply with its obligation to repay the Securities may be dependent upon the earnings of, and distributions by, the members of the Group and future performance of the Group

The Issuer's ability to comply with its obligation to repay the Securities may depend on the earnings of the Group and the distribution of funds amongst members of the Group, primarily in the form of dividends. Whether or not the members of the Group can make distributions to the Issuer will depend on distributable earnings, cash flow conditions, restrictions that may be contained in the debt instruments of its members, applicable law and other arrangements. These restrictions could reduce the amount of distributions that the Issuer receives from its members, which would restrict the Group's ability to fund its business operations and the Issuer's ability to comply with its payment obligations under the Securities.

Further, the ability of the Issuer to make scheduled principal, distribution or interest payments on its indebtedness, including the Securities, and to fund its growth aspirations, will depend on the Group's future performance and its ability to generate cash, which to a certain extent is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors, as well as other factors discussed in this section "Risk Factors", many of which are beyond the control of the Issuer. If the Issuer's future cash flow from operations and other capital resources are insufficient to pay its debt obligations, including the Securities, or to fund its other liquidity needs, it may be forced to sell assets, attempt to restructure or refinance its existing indebtedness. No assurance can be given that the Issuer would be able to accomplish any of these measures on a timely basis or on satisfactory terms or at all.

Enforcement of remedies

Enforcement of available remedies under the Trust Deed, the Securities, the Coupons and the Talons, could result in delays in recovery of amounts owed to the Securityholders by the Issuer. There is no assurance that the Trustee would recover all amounts secured upon such enforcement, and funds received may not be sufficient to make all required payments to any Securityholders.

RISKS RELATING TO THE NOTES

The Notes may be subject to optional redemption by the Issuer

An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes issued by it, the market value of such Notes generally will not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period. The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate that is as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Singapore taxation risk

The Notes to be issued from time to time under the Programme during the period from the date of this Information Memorandum to 31 December 2023 are intended to be "qualifying debt securities" for the purposes of the ITA subject to the fulfilment of certain conditions more particularly described in the section "Singapore Taxation" in this Information Memorandum.

However, there is no assurance that such Notes will continue to enjoy the tax concessions in connection therewith should the relevant tax laws be amended or revoked at any time.

Variable Rate Notes may have a multiplier or other leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

RISKS RELATING TO THE PERPETUAL SECURITIES

Perpetual Securities may be issued for which investors have no right to require redemption

The Perpetual Securities are perpetual and have no fixed final maturity date. Perpetual Securityholders have no right to require the Issuer to redeem Perpetual Securities at any time, and an investor who acquires Perpetual Securities may only dispose of such Perpetual Securities by sale. Perpetual Securityholders who wish to sell their Perpetual Securities may be unable to do so at a price at or above the amount they have paid for them, or at all. Therefore, potential investors should be aware that they may be required to bear the financial risks of an investment in Perpetual Securities for an indefinite period of time.

If specified in the relevant Pricing Supplement, Perpetual Securityholders may not receive distribution payments if the Issuer elects not to pay all or a part of a distribution under the Conditions of the Perpetual Securities

If Optional Payment is specified in the relevant Pricing Supplement, the Issuer may, at its sole discretion and subject to certain conditions, elect not to pay any scheduled distribution on the Perpetual Securities in whole or in part for any period of time. The Issuer is not subject to any limit as to the number of times or the amount with respect to which the Issuer can elect not to pay distributions under the Perpetual Securities. While the Issuer may, at its sole discretion, and at any time, elect to pay an Optional Distribution, being an optional amount equal to the amount of distribution which is unpaid in whole or in part, there is no assurance that the Issuer will do so, and distributions which are not paid in whole or in part may remain unpaid for an indefinite period of time. Any non-payment of a distribution in whole or in part shall not constitute a default for any purpose. Any election by the Issuer not to pay a distribution in whole or in part, will likely have an adverse effect on the market price of the Perpetual Securities. In addition, as a result of the potential non-cumulative distribution feature of the Perpetual Securities and the Issuer's ability to elect not to pay a distribution in whole or in part, the market price of the Perpetual Securities may be more volatile than the market prices of other debt securities on which original issue discount or interest accrues that are not subject to such election not to pay and may be more sensitive generally to adverse changes in the Issuer's or the Group's financial condition. Investors should be aware that the interest of the Issuer may be different from the interest of the Securityholders.

If specified in the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the Issuer's option at date(s) specified in the relevant Pricing Supplement or on the occurrence of certain other events

The Perpetual Securities are perpetual and have no fixed final redemption date. If specified in the relevant Pricing Supplement, the Perpetual Securities may be redeemed at the option of the Issuer on certain date(s) specified in the relevant Pricing Supplement at their principal amount (or such other redemption amount stated in the relevant Pricing Supplement) together with all outstanding Arrears of Distribution, Additional Distribution Amounts and distribution accrued to (but excluding) the date fixed for redemption. In addition, if specified in the relevant Pricing Supplement, the Issuer may, on giving irrevocable notice to the Perpetual Securityholders falling within the Issuer's Redemption Option Period shown on the face thereof and specified in the applicable Pricing Supplement, redeem all or, if so provided, some of the Perpetual Securities at their Redemption Amount or integral multiples thereof and on the date or dates so provided. In addition, if specified on the applicable Pricing Supplement, the Issuer may, at its option, redeem the Perpetual Securities in whole, but not in part, on any Distribution Payment Date, or any time after such Distribution Payment Date, upon the occurrence of certain other events. Please refer to the section "Terms and Conditions of the Perpetual Securities – Redemption and Purchase" in this Information Memorandum.

The date on which the Issuer elects to redeem the Perpetual Securities may not accord with the preference of individual Perpetual Securityholders. This may be disadvantageous to Perpetual Securityholders in light of market conditions or the individual circumstances of the holder of Perpetual Securities. In addition, an investor may not be able to reinvest the redemption proceeds in comparable securities at an effective distribution rate at the same level as that of the Perpetual Securities.

There are limited remedies for non-payment default under the Perpetual Securities

Any scheduled distribution will not be due if the Issuer elects not to pay all or a part of that distribution pursuant to the Conditions of the Perpetual Securities. Notwithstanding any of the provisions relating to non-payment defaults, the right to institute Winding-up proceedings (as defined in Condition 9(b) of the Perpetual Securities) is limited to circumstances where payment under the Perpetual Securities has become due and the Issuer fails to make such payment when due. The only remedy against the Issuer available to the Trustee or (where the Trustee has failed to proceed against the Issuer as provided in the Conditions of the Perpetual Securities) any Perpetual Securityholder for recovery of amounts in respect of the Perpetual Securities following the occurrence of a non-payment default after any sum becomes due in respect of the Perpetual Securities will be instituting proceedings for the Winding-up of the Issuer and/or proving in such Winding-up and/or claiming in the liquidation of the Issuer in respect of any payment obligations of the Issuer arising from the Perpetual Securities.

The Issuer may raise or redeem other capital which affects the price of the Perpetual Securities

The Issuer may raise additional capital through the issue of other securities or other means. There is no restriction, contractual or otherwise, on the amount of securities or other liabilities which the Issuer may issue or incur and which rank senior to, or *pari passu* with, the Perpetual Securities. Similarly, subject to compliance with the Conditions of the Perpetual Securities, the Issuer may redeem securities that rank junior to, *pari passu* with, or senior to the Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities or the redemption of any such securities may reduce the amount (if any) recoverable by holders of Perpetual Securities on a Winding-up of the Issuer, and may increase the likelihood of a deferral of distribution under the Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities or the redemption of any such securities might also have an adverse impact on the trading price of the Perpetual Securities and/or the ability of holders of Perpetual Securities to sell their Perpetual Securities.

The Subordinated Perpetual Securities are subordinated obligations

The obligations of the Issuer under the Subordinated Perpetual Securities will constitute unsecured and subordinated obligations of the Issuer. In the event of the Winding-up of the Issuer, the rights of the holders of Subordinated Perpetual Securities to receive payments in respect of the Subordinated Perpetual Securities will rank senior to the holders of all Junior Obligations and *pari passu* with the holders of all Parity Obligations, but junior to the claims of all other creditors, including, for the avoidance of doubt, the holders of Senior Perpetual Securities and/or Notes. In the event of a shortfall of funds or a Winding-up of the Issuer, there is a real risk that an investor in the Subordinated Perpetual Securities will lose all or some of its investment and will not receive a full return of the principal amount or any unpaid Arrears of Distribution, Additional Distribution Amounts or accrued distribution.

In addition, subject to the limit on the aggregate principal amount of Securities that can be issued under the Programme (which can be amended from time to time by the Issuer without the consent of the Securityholders), there is no restriction on the amount of unsubordinated securities or other liabilities which the Issuer may issue or incur and which rank senior to, or *pari passu* with, the Subordinated Perpetual Securities. The issue of any such securities or the incurrence of any such other liabilities may reduce the amount (if any) recoverable by holders of Subordinated Perpetual Securities on a Winding-up of the Issuer and/or may increase the likelihood of a non-payment of distribution under the Subordinated Perpetual Securities.

A change in the law governing the subordination provisions of the Perpetual Securities may adversely affect Securityholders

The provisions of the Conditions of the Perpetual Securities that relate to subordination are governed by Singapore law. No assurance can be given as to the impact of any possible judicial decision or change to such law or administrative practice after the date of issue of the relevant Perpetual Securities.

A change in the accounting treatment of the Perpetual Securities may entitle the Issuer to redeem such Securities

Any changes or amendments to the International Financial Reporting Standards, as amended from time to time (the "**IFRS**") or any other accounting standards that may replace IFRS for the purposes of the consolidated financial statements of the Issuer and/or the Group which results in the Perpetual Securities not being regarded as "**equity**" of the Issuer and/or the Group will allow the Issuer to redeem such Perpetual Securities if so provided in the relevant Pricing Supplement.

The date on which the Issuer elects to redeem the Perpetual Securities may not accord with the preference of individual Perpetual Securityholders. This may be disadvantageous to Perpetual Securityholders in light of market conditions or the individual circumstances of the Perpetual Securityholder. In addition, an investor may not be able to reinvest the redemption proceeds in comparable securities at an effective distribution rate at the same level as that of the Perpetual Securities.

Tax treatment of the Perpetual Securities is unclear

It is not clear whether any particular tranche of the Perpetual Securities (the "**Relevant Tranche of the Perpetual Securities**") will be regarded as "debt securities" by IRAS for the purposes of the ITA, whether distribution payments made under the Relevant Tranche of the Perpetual Securities (including any Arrears of Distribution and Additional Distribution Amount) will be regarded by IRAS as interest payable on indebtedness for the purposes of the ITA or whether the tax exemptions or tax concessions available for qualifying debt securities under the qualifying debt securities scheme (as set out in the section "Singapore Taxation" in this Information Memorandum) would apply to the Relevant Tranche of the Perpetual Securities.

If the Relevant Tranche of the Perpetual Securities is not regarded as "debt securities" for the purposes of the ITA, the distribution payments made under the Relevant Tranche of the Perpetual Securities (including any Arrears of Distribution and Additional Distribution Amount) are not regarded by IRAS as interest payable on indebtedness for the purposes of the ITA and/or holders thereof are not eligible for the tax exemptions or tax concessions under the qualifying debt securities scheme, the tax treatment to holders may differ. No assurance, warranty or guarantee is given on the tax treatment to investors and holders of the Relevant Tranche of the Perpetual Securities in respect of the distributions payable to them. Investors and holders of the Relevant Tranche of the Perpetual Securities should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of the Relevant Tranche of the Perpetual Securities.

RISKS RELATING TO THE ISSUER'S AND THE GROUP'S BUSINESS, FINANCIAL CONDITION AND/OR RESULTS OF OPERATIONS

GENERAL RISKS RELATING TO THE GROUP

The outbreak of Covid-19 could materially and adversely affect the business of the Group

The outbreak of Covid-19 has spread globally and triggered a global downturn and economic contraction. The number of reported cases of Covid-19 worldwide, as well as the number of reported deaths as a consequence of Covid-19 worldwide, significantly exceed those observed during the Severe Acute Respiratory Syndrome ("**SARS**") epidemic that occurred in 2002/2003 and the Covid-19 outbreak has resulted in a more widespread health crisis than that observed during the SARS epidemic. On 11 March 2020, the World Health Organisation declared the Covid-19 outbreak as a pandemic. Due to the ongoing Covid-19 pandemic, global economic activity has experienced a sharp drop and has adversely affected the economies of Singapore and other countries in which the Group operates or has investments.

The Covid-19 outbreak resulted in governments around the world, including in Singapore, Australia, Malaysia, the United Kingdom, the United States and South Korea where the Group operates, introducing various measures designed to slow the spread of the Covid-19 pandemic, including strict border controls, travel restrictions, ordering residents to stay at home with a limited range of exceptions, suspension of business activities and major events, and implementation of quarantine and movement control orders. Many universities closed their campuses, moved their curricula online, or announced plans to offer blended online and on-campus programmes. These measures have directly affected the Group's business operations and results of operations.

With the world entering a third year of the Covid-19 pandemic in 2022, many countries have rolled out vaccination for the general population and most parts of the world are moving from a pandemic into an endemic state of Covid-19. Singapore has taken a measured approach to the easing of Covid-19 restrictions and has effected the easing of safe management measures as well as a substantial easing up of cross-border travel, with minimal travel restrictions on visitors entering Singapore.

The Group's Accommodation Business has been and will continue to be affected in a number of ways due to the Covid-19 outbreak, including, without limitation:

(i) reduced bookings and occupancy due to travel ban and restrictions;

(ii) pre-termination of leases leading to lower bed occupancy;

(iii) granting of rental waivers, discounts and deferment to assist customers who are in financial distress or need financial assistance;

(iv) increase in operating and capital cost to deal with Covid-19;

(v) increase in debt delinquencies and collection cycle;

(vi) softening of demand for worker and student accommodation should the Covid-19 pandemic prolong; and

(vii) disruption and deferment of the Group's development projects and asset enhancement works.

Although the Group has reported good recovery of occupancy and revenue in 2022 due to the lifting of travel restrictions and endemicity globally, there continues to be uncertainty as to the duration and development of the Covid-19 pandemic due to the possible emergence of new Covid-19 variants or mutant strains of the virus and the resurgence or occurrence of subsequent waves of outbreak of Covid-19. Whilst most governments globally have re-opened their borders, there remains a risk that various countries may resume their Covid-19 pandemic and restrictive measures to contain new outbreaks. The actual extent of the pandemic and its impact on the domestic, regional and global economy therefore remains uncertain. The Covid-19 pandemic could result in protracted volatility in international markets and/or result in a prolonged global economic crisis or recession as a consequence of possible further disruptions to travel and retail segments, tourism and manufacturing supply chains and educational systems worldwide, further imposition of quarantines and further closures of workplaces, and this could materially and adversely affect the Group's business and financial condition. In particular, at its onset, the Covid-19 pandemic has caused stock markets worldwide to lose significant value and impacted economic activity in Asia and worldwide. If the disruption to capital and securities markets due to uncertainty about the effects of Covid-19 continues, the Group's ability to raise new capital and refinance its existing debt may be affected.

While the actual extent of the Covid-19 impact on the Group's business, financial condition and results of operations remain uncertain, as, *inter alia*, the situation remains fluid and rapidly evolving, the Group's business, operating results and financial position has been, and will continue to be, affected by the Covid-19 pandemic. The actual extent of the impact on the Group's business, financial condition and results of operations will depend on, among other things, the duration and impact of the Covid-19 pandemic and the extent and speed of the post-pandemic economic recovery and the transition to an endemic phase.

The Group may be adversely affected by changes in economic and geopolitical conditions around the world

The Group's business may be materially and adversely affected by local and global developments in relation to inflation, bank interest rates, government policies and regulations and other conditions which impact on social, economic and political stability. The Group has no control over such conditions and developments and there is no assurance that such conditions and developments will not occur and adversely affect the Group's operations.

Geopolitical risks have continued to emerge globally in relation to the incursion of Ukraine by Russia, leading to rising tensions and increased military activity in the Baltic Sea, the increased nuclear capabilities of Iran and North Korea, the maritime claims in the South and East China Seas, the ongoing trade wars between China and the United States, and tensions between China and Taiwan. The consequences of such political events globally are unpredictable, and these could undermine the stability of global economies and result in a general global economic downturn or recession, which could have a material adverse effect on the Group's business, financial condition and results of operation. Global economic conditions have also in the past resulted in the consolidation, failure or near failure of a number of institutions in the banking and insurance industries. These events could materially and adversely affect the Group insofar as they result in:

(i) a negative impact on the ability of tenants to pay their rents in a timely manner or continue their leases, loss of key tenants and difficulties in finding suitable replacement tenants in a timely manner and on a comparable lease term, tenants requesting rental rebates or restructuring of their lease terms due to the impact of an economic downturn or tenants requesting waiver of interest on late payment of rent, thus reducing the Group's cash flow;

(ii) a decline in the demand for leased space for worker and student accommodation purposes across the markets in which the Group operates and the rents that can be charged when leases are renewed or new leases entered into, as compared to rents that are currently charged;

(iii) a decline in the market valuation of the Group's properties;

(iv) a devaluation of the relevant currency of any market in which the Group operates against Singapore dollars or other global currencies;

(v) access to capital markets becoming more difficult, expensive or impossible resulting in a material adverse effect on the Group's ability to obtain debt or equity capital to fund its operations, meet its obligations, purchase additional properties or otherwise conduct its business; and/or

(vi) an increase in counterparty risk (being the risk of monetary loss which the Group may be exposed to if any of its counterparties encounters difficulty in meeting its obligations under the terms of its respective transaction).

There is also uncertainty as to the strength of the global economy, the potential for slowdown in consumer demand and the impact of the global downturn on the Singapore economy and/or any of the economies in which the Group operates. In addition, such uncertain and unfavourable economic and political conditions could have a collateral effect on growth and financial performance in trade-exposed economies such as Singapore. These factors could contribute to an economic decline in Singapore and/or any of the economies in which the Group operates, which may adversely affect the Group's results of operations and future growth.

The Group's business may be affected by increased inflation, high interest rates and high utilities rates

High interest rates may increase the costs of acquiring and holding real estate assets and could also result in slower economic growth and impact the demand for the Group's properties. High interest rates could also increase the cost of borrowing and financing for the Group and may in turn, affect the Group's ability to expand its businesses by way of acquisition or reduce the Group's potential investments.

The rise in utilities rates globally may increase the Group's cost of operations as it is one of the main costs of running an accommodation business and may reduce the profitability of the Group's accommodation business, which may in turn adversely affect the Group's business, financial condition and results of operations.

Inflation rates may spike due to various reasons such as supply chain disruptions, release of pent-up consumer demand as economies reopen from the easing of Covid-19 restrictions or loose monetary and fiscal policies, as well as the optimistic outlook on the global economy due to the easing of Covid-19 restrictions and Covid-19 vaccines available. Some or a combination of all of these factors may cause inflation to be elevated for long periods of time, at levels which exceed targets set by policymakers and central banks. As a result, this may cause policymakers and central banks to increase interest rates to curb inflation, since interest rate and inflation are inversely linked.

In March 2022, in an effort to reduce persistently high inflation, the Federal Open Market Committee of the United States announced an increase in the federal funds rate by 0.25 per cent and indicated there would be six more federal funds rate hikes in 2022. Subsequently, in May 2022, federal funds rate increased by 0.5 per cent and in each of June 2022, July 2022 and September 2022, federal funds rate increased by 0.75 per cent. An increase in the federal funds rate could influence and may have influenced global interest rates.

In August 2022, in an effort to control rampant inflation resulting from a massive surge in prices of global energy, grain and other key commodities caused by Russia's invasion of Ukraine, the Bank of England (the United Kingdom's central bank) hiked its key interest rate by 0.5 percentage points to 1.75 per cent, its highest level since the global financial crisis in 2008. The Bank of England's monetary policy committee also indicated that further interest rate increases were likely given their projection of an even higher peak in inflation and a long recession for the United Kingdom starting from the fourth quarter of 2022, which is expected to last for five consecutive quarters. Subsequently, in September 2022, the Bank of England raised its key interest rate to 2.25 per cent, and in November 2022, its key interest rate was raised to 3 per cent.

As at 31 December 2021, the Group has the following outstanding borrowings in respect of the major currencies of which the Group is exposed to[1]:

Currency of borrowings	**SGD**	**GBP**	**AUD**	**MYR**	**KRW**
Amount (in its SGD equivalent)	S$505.2 million	S$134.9 million	S$62.0 million	S$25.6 million	S$46,000

Any major or unexpected hikes to the benchmark interest rates for these currencies could have an adverse impact on the Group's revenue and result in higher borrowing costs, which may in turn affect the Group's business, financial condition, profits and/or results of operations.

1 The figures reflected in the table include both fixed rate and floating rate borrowings.

Overall, a rise in long-term interest rates may have a negative impact on the real estate sector, and this would add to the uncertainties relating to the overall prospects for the global economy and the economies in which the Group operates, which could have an adverse effect on the profitability of the Group's properties, which may in turn have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's business operations may be affected by an outbreak of communicable diseases such as Covid-19, SARS, Influenza A, Monkeypox and Middle East Respiratory Syndrome ("MERS")

The outbreak of communicable diseases in Singapore, Malaysia, South Korea, Australia, United Kingdom, the United States or other parts of the world may disrupt global and regional businesses. On 23 July 2022, the World Health Organisation declared the monkeypox outbreak to be a Public Health Emergency of International Concern. There can be no assurance that governments around the world will not implement restrictions or measures to curb the spread of monkeypox, if the outbreak worsens. Such an outbreak of a communicable disease could have a material adverse effect on the Group's operations, as well as the operations of its customers, for example, resulting in the shutting down of accommodation facilities and quarantining of residents in the event that the residents in the Group's accommodation are infected with such disease in order to prevent the spread of such disease, and the reduction in the number of rooms that the Group may sell in order to adhere to requirements to set aside empty rooms for pandemic contingencies. In addition, the suspension of operations by the Group's customers may result in cashflow problems for them, potentially leading to a delay or default in payment of rental to the Group. If any of these should arise, the Group's business and results of operations would be adversely affected. Please refer to the risk factor titled "The outbreak of Covid-19 could materially and adversely affect the business of the Group" above for more information on risks relating to the outbreak of Covid-19.

The uncertain global economic outlook may adversely affect the Group's business operations, financial condition, prospects and future plans

Natural calamities and/or the outbreak of communicable diseases could result in volatility in international capital markets and may adversely affect Singapore and other economies. Since December 2019, there has been an ongoing outbreak of Covid-19 in various countries around the world, bringing about a slowdown in the global economy. Any material change in the financial markets or the Singapore economy or regional economies as a result of these events or developments may materially and adversely affect the Group's business, financial condition and results of operations.

Additionally, since 2008, disruption in global credit markets, coupled with a re-pricing of credit risks, have created increasingly difficult conditions in the financial markets. These developments have resulted in historic volatility in equity securities markets, tightening of liquidity in credit markets, widening of credit spread and loss of market confidence. These developments have also resulted in the failure of a number of financial institutions in the United States and unprecedented actions by governmental authorities and central banks around the world. Concerns about the outlook of China's economy, escalating oil prices, the exit of the United Kingdom from the European Union, the rise in global trade protectionism, a deterioration in economic and trade relations between the United States and its major trading partners, including China and the interest rate environment in the United States also continue to have a negative impact on the global financial markets. There is a potential for new laws and regulations regarding lending and funding practices and liquidity stands, and governments and bank regulatory agencies are expected to be aggressive in adopting such new measures in response to concerns and identified trends. It is difficult to predict how long these developments and measures will exist and how the Group's markets and businesses may be affected. These developments may be exacerbated by persistent volatility in the financial sector and the capital markets or concerns about, or a default by, one or more institutions which could lead to significant market wide liquidity problems, losses or defaults by other institutions.

Accordingly, these developments and measures could potentially present risks to the Group for an extended period of time, including a slowdown in securing new customers, increase in interest expenses on the Group's bank borrowings, or reduction of the amount of banking facilities currently available to the Group, or its customers and suppliers, thereby adversely affecting the Group's future financial performance or results of operations.

The Group is exposed to general risks of doing business in various countries

Although the Company is based in Singapore, the Group has operations across the United States, the United Kingdom, Australia, Malaysia, South Korea and Singapore and it may expand its business to other countries in the future.

There are inherent risks in doing business in various countries. These include difficulties in and increases in costs of staffing and managing foreign operations, social, economic and political instability, terrorism threats, fluctuations in currency exchange rates and interest rates, inflation, potentially adverse tax consequences, price and wage controls, risks of nationalisation and expropriation of assets, tariffs and other trade barriers, and variable and unexpected changes in local laws, regulations and government policies (including barriers to the repatriation of profits and regulations relating to the industries in which the Group has operations), any of which could materially affect the Group's overseas operations.

If there are policy changes involving trade barriers which serve to limit or prevent international trade, the Group's overseas operations will also be affected. Some governments may request additional funds or tariffs in exchange for the right to acquire property or invest in their countries, which would have an effect on the profits of the Group. In addition, the income and gains derived from investments in property in other countries may be subject to various types of taxes, including income tax and capital gains tax. Dividends or repayment of shareholders' loans from the Group's overseas subsidiaries may be subject to withholding tax if there are no tax treaties between Singapore and those countries which exempt or reduce such withholding tax.

The legal and regulatory regimes in these countries may be uncertain and subject to unforeseen changes. The interpretation or application of laws and regulations in these countries may be unclear and could affect issues such as rights to real property. Should such risks materialise, the Group's business and financial condition may be adversely affected. The Group has no control over such conditions and developments and can provide no assurance that such conditions and developments will not have a material adverse effect on its business, profitability, results of operations and financial condition.

Furthermore, repatriation of investment income, capital and the proceeds from sales of securities by foreign investors such as the Group may require certain governmental registration and approval. If the governments of the countries in which the Group operates tighten or otherwise change their laws and regulations relating to the repatriation of their local currency, the ability of the Group's overseas operations to repatriate profits may be affected and accordingly, the Group's cash flow will be adversely affected.

The Group's profitability may be affected by fluctuations in value of its investment properties

The values of the Group's investment properties will be affected by those factors that affect the rental yield, such as: (i) government regulations; (ii) changes in the general economic climate unfavourable to the Group's operations; (iii) the supply of and demand for comparable properties;

(iv) changes in applicable tax laws; (v) interest rate levels; (vi) inflation, political and economic developments in the countries the Group operates in; and (vii) applicable zoning law.

In addition, the Group's profitability may be affected by the annual revaluation of its investment properties required by IFRS. In accordance with IFRS, the Group must recognise changes to the fair value of its investment properties as a gain or loss (as applicable) in its consolidated income statement. The recognition of any such gain or loss reflects unrealised capital gains or losses on its investment properties on the relevant balance sheet dates and does not generate any actual cash inflow or outflow until such investment properties are disposed of.

The amount of revaluation adjustments has been, and may continue to be, significantly affected by the prevailing property market conditions and may be subject to market fluctuations. A variety of factors must be considered in valuing properties, and there can be no guarantee that any valuation method will be reliable. In addition, some of the criteria used in valuations are subjective in nature and may be assessed differently by different persons.

The valuation of property is inherently subjective due to, among other factors, the individual nature of each property, its location, the expected future rental revenues from that particular property, the expected expenses, subsidies, capital expenditures and, in the case of development land, the expectations as to the cost and timing of that development and its ability to attract tenants.

As a result, the valuations of property, which account for the vast majority of the Group's assets, will be subject to a degree of uncertainty and will be made on the basis of assumptions, which may prove to be inaccurate or incomplete, particularly in periods of volatility or low transaction volume in the real estate property market. As such, the Group cannot guarantee that it will record fair value gains on investment properties in the future or that the fair value of its investment properties will not decrease in the future. Any decrease in the fair value of its investment properties will have an adverse effect on the Group's profits.

In addition, the Group's existing debt facilities contain certain covenants, such as an obligation to maintain a maximum loan to valuation ratio, which could also be adversely affected by a decrease in the market value of its properties. As a result, fluctuations in the valuation of the Group's properties could have a material adverse effect on the Group's business, financial condition, prospects, results of operations and execution of its strategy.

The Group may fail to successfully implement its growth and expansion strategies

The Group intends to explore and/or pursue various expansion and growth initiatives. Its growth and future success will be dependent on, amongst others, the successful completion of such expansion and growth initiatives proposed to be undertaken by the Group and the sufficiency of demand for its services. There is no assurance that these initiatives undertaken will achieve results that commensurate with the Group's investment costs or that the Group will be successful in securing new customers. Should the Group fail to implement its expansion plans or there is insufficient demand for its services, the Group's business, results of operation and financial position will be materially and adversely affected.

The Group may face uncertainties associated with the expansion of its business

The Group intends to explore strategic alliances, acquisitions or investment opportunities (in Singapore and overseas) in businesses that are complementary to its business. Expansion involves numerous risks, including but not limited to, the financial costs of setting up overseas operations and working capital requirements. There can be no assurance that the Group's expanded operations will achieve a sufficient level of revenue which will cover its operational costs and if the Group fails to manage such costs, its profitability and financial position may be adversely affected.

Participation in strategic alliances, acquisitions or investments similarly involves numerous risks, including but not limited to, difficulties in assimilation of the management, operations, services, products and personnel and the possible diversion of management attention from other business concerns. The successful implementation of the Group's growth strategies depends on the Group's ability to identify suitable partners and the successful integration of their operations with the Group. There can be no assurance that the Group will be able to execute such growth strategies successfully and as such, the performance of any strategic alliances, acquisitions or investments could fall short of expectations.

The Group is dependent on certain key personnel for its continued success

The Group's success to date is attributable to the contributions and expertise of its Directors, management and key officers who have contributed towards the success of the Group. The Group's continued success and growth will depend, to a large extent, on its ability to retain the services of its Directors, management and key officers. The loss of the services of its Directors, management and key officers without suitable and timely replacement, or the inability to attract and retain other qualified personnel, would have an adverse effect on the Group's operations and financial performance.

The Group faces risks associated with debt financing and debt refinancing and may require additional financing in future

The Group is subject to the risks associated with debt financing and debt refinancing (including issues under the Programme), including the risk that its cash flow will be insufficient to meet required payments of principal and interest under such financing.

The Group may need to obtain additional debt or equity financing to fund its business operations, acquisitions or capital expenditure in the future. Additional debt financing may include conditions that would restrict the Group's freedom to operate its business, such as conditions that:

(i) limit the Group's ability to pay dividends or require the Group to seek the lenders' consent for payment of dividends;

(ii) impose restrictions on acquisitions of new businesses;

(iii) require the Group to set aside a portion of cash flow from business operations towards repayment of the Group's debt, thereby reducing the availability of the Group's cash flow to fund capital expenditure, working capital and other general corporate purposes; and/or

(iv) limit the Group's flexibility in planning for, or reacting to, changes in the Group's business and industry.

The Group cannot ensure that it will be able to obtain any additional financing on terms that is acceptable to the Group, or at all. Failure to obtain additional financing on favourable terms will result in the Group foregoing expansion opportunities and this could affect the Group's business materially and adversely.

Furthermore, if prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, the interest expense relating to such refinanced indebtedness would increase, which would adversely affect the Group's cash flow. An increase in interest rates, especially for a prolonged period, could have a material and adverse effect on the Group's business and financial performance.

The Group's high gearing ratio which may or may not be associated with its rapid expansion and development plans may expose it to liquidity risk

The Group relies on cash generated from its business operations and bank borrowings to finance its business operations and expansion. The Group currently expects that there will not be any material change in the sources of funding within the Group, which has been bank borrowings, the issuance of Notes under the Programme and third-party like-minded investors for the funding of the expansion of the Group's Accommodation Business in the past few years.

In addition, the Group may obtain additional bank borrowings for the acquisition, development, or construction of additional accommodation assets, which may further deteriorate the Group's gearing ratio due to rapid expansion and development plans. The Group's high level of borrowings and gearing ratio could materially and adversely affect its liquidity. For example, the high level of bank borrowings and high gearing ratio coupled with sustained high borrowing costs could:

(i) require the Group to allocate a higher portion of its cash flow from operations to fund the repayments, thus reducing the availability of its cash flow from operations to fund working capital, capital expenditure and other general corporate purposes;

(ii) increase the Group's vulnerability to adverse economic or industry conditions;

(iii) limit the Group's flexibility in planning for, or reacting to, changes in its business or in the industry in which it operates;

(iv) potentially restrict the Group from pursuing strategic business opportunities;

(v) limit the Group's ability to incur additional debt; and/or

(vi) increase the Group's exposure to interest rate fluctuations.

The Group may be affected by changes to tax laws and tax rates

There is no assurance that the taxes which the Group is subject to will remain as forecast and projected. The Group's tax expenses may increase due to reasons including but not limited to the following:

(i) increase in applicable tax rates;

(ii) changes to the basis of assessment for the applicable taxes; and

(iii) changes to the tax legislation.

There can be no assurance that should the taxes increase, such increase will not have a significant impact on the Group's business and financial position.

The Group faces foreign exchange risks and translation risks

To the fullest extent possible, the Group matches its sales and purchases in the same foreign currency. To the extent that the Group's sales, purchases and operating costs are not naturally matched in the same currency and to the extent that there are timing differences between invoicing and collection or payment, as the case may be, the Group will be exposed to adverse fluctuations of the various currencies and as a result, its earnings may be adversely affected.

In addition, the Group is subject to translation risks as its consolidated financial statements are reported in Singapore dollars while the financial statements of each entity in the Group are prepared using the currency of the primary economic environment in which the entity operates.

The Group's financial statements are subject to changes in accounting standards

The accounting standards setting bodies may issue new and revised accounting standards and pronouncements from time to time. Applying such standards and pronouncements to the Group's financial statements may result in a change in the presentation and measurement of financial information, and thus may result in a change in the way the Group records its revenues, expenses, assets, liabilities or reserves. For example, since 1 January 2018, the Group has applied a new financial reporting framework identical to IFRS known as SFRS(I), as well as the IFRS framework. While comparative financial statements have been restated with no significant changes as a result of this change, the Group cannot predict the impact of other similar changes in accounting standards and pronouncements. These changes could adversely affect the Group's reported financial results and positions and may adversely affect the comparability of the Group's future financial statements with those relating to prior periods.

The Group's acquisition or future acquisitions may be subject to risks and may not yield expected returns

While the Group believes that reasonable due diligence investigations and feasibility studies have been conducted with respect to its property, there can be no assurance that the Group's property or future acquisitions will not have defects or deficiencies requiring significant capital expenditure, repair or maintenance costs, or payment or other obligations to third parties. Certain building defects and deficiencies may be difficult or impossible to ascertain due to the limitations inherent in the scope of the inspections, the technologies or techniques used and other factors.

There is no assurance that the Group would be able to renew the leases to its accommodation assets

The Group holds a number of its accommodation assets under land leases. There is no assurance that the Group will be able to renew the leases on terms commercially acceptable to the Group or that the Group would be able to renew the leases at all. If the Group is unable to do so, the Group will have to surrender the accommodation asset to the relevant lessor upon the expiry of the lease, resulting in a loss of the income attributable to such accommodation asset and a corresponding reduction of the Group's net assets. This may have an adverse effect on the Group's business, financial condition and results of operation.

Development of properties for the Group will increase the Group's exposure to construction risks

Delays in completion of the construction of the Group's properties can arise due to several factors, including adverse weather conditions, shortage of construction materials, equipment and/or labour, accidents and disputes with the Group's contractors. Such delays may result in cost overruns and increased financing costs, and accordingly affect the Group's profitability. Further, in a sale situation, any delay in project completion may also expose the Group to claims for liquidated damages from purchasers.

In the event of a shortage of raw materials, labour and/or construction equipment to the Group, the costs of such raw materials, equipment and labour may increase and the Group's costs of development may exceed its initial projections, thereby affecting its profitability or even causing the Group to suffer a loss. If the Group is unable to pass on such cost increases to its customers or find alternative sources of cheaper supplies, the Group's financial performance will be adversely affected.

Furthermore, the Group faces the risk of accidents involving its employees, residents or third parties at its development sites. If accidents occur but are not covered by the Group's insurance policies, or if claims arising from such accidents are in excess of its insurance coverage and/or any of its insurance claims are contested by its insurers, the Group will be required to pay compensation and its financial performance may be adversely affected.

Such accidents could also have an adverse impact on the Group's operations if the Group is required by regulatory manpower authorities to suspend its operations for a period of time. This may result in fines or delays in project completion and possibly, cost overruns or liquidated damages, which will in turn affect the Group's profitability. Such accidents could damage the Group's reputation and may, as a result, lead to a loss of business.

The Group may suffer material losses in excess of insurance proceeds or the Group may not put in place or maintain adequate insurance in relation to the Group's properties and its potential liabilities to third parties

The Group's properties would face the risk of suffering physical damage caused by fire, acts of God such as natural disasters or other causes, as well as potential public liability claims, including claims arising from the operations of the Group's properties.

In addition, certain types of risks (such as war risk, terrorist acts and losses caused by the outbreak of contagious diseases, contamination or other environmental breaches) may be uninsurable or the cost of insurance may be prohibitive when compared to the risk (for example war, terrorist acts, outbreak of contagious diseases, contamination or other environmental breaches).

Should an uninsured loss or a loss in excess of insured limits occur, the Group could be required to pay compensation and/or lose capital invested in the affected property as well as anticipated future revenue from that property as it may not be able to rent out or sell the affected industrial property. The Group will also be liable for any debt or other financial obligation related to that property. No assurance can be given that material losses in excess of insurance proceeds will not occur.

The value of the Group's properties might be adversely affected if the Group does not provide adequate management and maintenance

Should the Group fail to provide adequate management and maintenance, the value of the Group's properties might be adversely affected and this may result in a loss of tenants, which will adversely affect the Group's financial position, results of operations, cash flows and prospects.

Renovation or redevelopment works or physical damage to the Group's properties may disrupt the operations of the properties and collection of rental income or otherwise have an adverse impact on the financial condition of the Group

The properties owned by the Group may need to undergo renovation or redevelopment works from time to time to retain their competitiveness and may also require unforeseen ad hoc maintenance or repairs in respect of faults or problems that may develop or because of new planning laws or regulations.

In addition, physical damage to the Group's properties resulting from fire, industrial accidents or other causes may lead to a significant disruption to the business and operation of the Group's properties and, together with the foregoing, may impose unbudgeted costs on the Group and result in an adverse impact on the financial condition and results of operations of the Group, especially if the claims exceeds the insurance coverage.

The Group's share of profit of associated companies and joint ventures may vary which may affect its overall financial performance

The Group's share of profit of associated companies and joint ventures may be subject to fair value gain or loss and a number of one-off transactions or other business development or plans of its associated companies and joint ventures, which may adversely affect the Group's overall financial performance. Further, the Group's share of profit of associated companies and joint ventures during the past years may not be indicative of future financial performance.

In addition, the Group's investments in associated companies and joint ventures are accounted for using the equity method of accounting less impairment losses, if any. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of its associated companies' or joint ventures' post-acquisition profits or losses of the investee in profit or loss and its share of movement in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies or joint ventures are recognised as a reduction of the carrying amount of the investments. Accordingly, even if profits are reported under equity accounting for these investments in associated companies and joint ventures, there will be no cash inflow to the Group until dividends are declared and received by it. Such investments are not as liquid as compared to other investments as the shares of these investments in associated companies and joint ventures are not publicly traded and the Group does not have a controlling stake in these investments. Hence, it will be more difficult to identify a potential buyer and agree on the price as there are pre-emptive provisions to dispose its shares to the controlling and existing shareholders of the associated companies or joint ventures. The Group's liquidity will be affected if the associated companies and joint ventures do not make sufficient profits and declare and pay dividends or it is not able to dispose such investments within a reasonable short time.

The Group is exposed to credit risk

The majority of the Group's sales are on cash terms. The remaining amounts are with credit terms of 30 to 60 days and which are mostly covered by customers' rental deposits. Thus, the Group's working capital and liquidity positions are subject to its customers' prompt payment of rental. The Group has made allowance for impairment on trade receivables and these impaired trade receivables arise mainly from sales to customers who have financial difficulties and significant delays in payments. There is no assurance that the Group will be able to recover all or any part of the amount due from its customers, or that it will be able to collect all or any part of the amount within the agreed credit terms. Any delay or difficulty in collecting its trade receivables may negatively affect its cash flows and financial performance.

The Group will be exposed to risks associated with exchange rate fluctuations between the currencies of the markets and the Singapore dollar markets in which the Group engages in business

The Group's revenue from its non-Singapore operations and any investments in assets which it makes in non-Singapore dollar markets will be denominated in foreign currencies. However, the Group maintains its financial statements in Singapore dollars, declares Singapore dollar dividends and the Company's share price is in Singapore dollars. A substantial proportion of the Group's expenses and liabilities are also denominated in Singapore dollars. The Group will therefore be exposed to risks associated with exchange rate fluctuations between the Singapore dollar and the currencies of the foreign markets in which it operates or may invest in in the future. Should the Singapore dollar appreciate in value against such foreign currencies, there may be a material adverse effect on the Group's net asset value, results of operations and profitability. While the Group may enter into hedging transactions to protect itself or its portfolio from, amongst other things, the effects of exchange rate fluctuations between the Singapore dollar and such other currencies such as purchasing or selling futures contracts, purchasing put and call options or entering into forward agreements, these hedging activities may not have the desired beneficial impact on the results of operations or financial condition of the Group, and may not completely insulate the Group from the risks associated with changes in exchange rates. In addition, hedging activities involve risks and costs, including transaction costs, which may reduce overall returns. The Group will regularly monitor the feasibility of engaging in such hedging transactions taking into account the cost of such transactions.

RISKS RELATING TO BUSINESS ACTIVITIES IN THE EXISTING MARKETS

I. Risks associated with business activities in Malaysia

The Group may be unable to obtain relevant approvals from the Malaysian authorities

Approval of the state authorities is required prior to any acquisition of interests in land or any creation of a lease or a charge over certain types of land in Malaysia. Any acquisition of interest in land in favour of any foreign interest requires approval of the state authorities under the relevant land legislations. However, there can be no assurance that the Malaysian state authorities will approve the application for the acquisition of interest in land. In the event that the Group wishes to acquire any real property in Malaysia which require such approvals, the Group cannot assure investors that it will be able to obtain the necessary approvals to do so in a timely manner or at all. If such an event occurs, the Group's proposed acquisition may not be completed in a timely manner or at all and as a result the Group's business, financial condition, results of operations and prospects may be adversely affected.

There is foreign exchange control in Malaysia

There are foreign exchange policies in Malaysia which support the monitoring of capital flows into and out of the country in order to preserve its financial and economic stability. The foreign exchange policies are administered by the Foreign Exchange Administration, an arm of Bank Negara Malaysia which is the central bank of Malaysia. The foreign exchange policies monitor and regulate both residents and non-residents. Under the current Exchange Control Notices of Malaysia and Foreign Exchange Administration Policies issued by Bank Negara Malaysia, non-residents are free to repatriate any amount of funds in Malaysia at any time, including capital, divestment proceeds, profits, dividends, rental, fees and interest arising from investment in Malaysia, subject to the applicable reporting requirements, and any withholding tax. In the event that Bank Negara Malaysia is to introduce restrictions in the future, the Group may be affected in its ability to repatriate dividends or distributions from its Malaysian subsidiaries.

II. Risks associated with business activities in the United Kingdom

The Group's business may be affected by the control of the immigration rules and student visas in the United Kingdom

The student accommodation industry is dependent on the presence of a certain population of students coming from around the world. Since the tabling of a Statement of Changes in Immigration Rules on 13 July 2015 where further education students from outside the European Union were eliminated of work rights, the incentives of international students to study in the United Kingdom could potentially decline due to the stringent controls of the immigration rules and the post-work visas in the United Kingdom. As evidenced by the Home Secretary of the United Kingdom, Amber Rudd, who pledged a crackdown on international student numbers at the Conservative party conference in October 2016, to include tougher visa rules for lower quality universities and courses, the potential intention of the United Kingdom government to cut international student numbers at the universities could mean that there is less demand for the Group's student accommodation assets in the United Kingdom.

Since 2016, however, the current government policy has shifted and aims to attract more international students to the United Kingdom, but there is no certainty that such policy will continue, and the United Kingdom government may return to policies which curb or discourage international student interest. As such, the business and financial performance of the Group could be materially and adversely affected.

III. Risks associated with business activities in Australia

The Group faces increasing competition that could adversely affect its business and financial position in Australia

In recent years, a large number of operators have begun to undertake student accommodation projects in Australia, especially in Melbourne. Many of these operators have significant financial, managerial, marketing and other resources, as well as experience in property and accommodation development. Competition among these developers is intense and may result in, among others, increased operating costs, oversupply of student accommodation in Australia, a decrease in accommodation price, a slowdown in the rate at which the Group's new accommodations will be approved by the relevant government authorities, and an increase in difficulty in obtaining high quality occupants. Any such developments may adversely affect the Group's business, results of operation and financial position. In addition, the market for student accommodation in Australia is rapidly changing. If the Group cannot respond to changes in market conditions more swiftly or effectively than its competitors, its ability to generate revenue, its financial conditions and its results of operations as well as its future growth and prospects may be adversely affected.

RISKS RELATING TO GEOGRAPHICAL EXPANSIONS TO THE NEW MARKETS

The Group has a limited track record in the New Markets

While the Group has acquired workers accommodation assets located in Singapore and Malaysia for the Workers Accommodation Business as well as two student accommodation assets in Australia, a student accommodation asset in South Korea, 10 student accommodation assets in the United Kingdom and six student accommodation assets in the United States for the Student Accommodation Business, the Group has yet to embark on the Student Accommodation Business or the Workers Accommodation Business in any of the other New Markets. Additionally, the Group's operations in respect of the Workers Accommodation Business and the Student Accommodation Business are currently confined to Singapore, Malaysia, South Korea, Australia, the United Kingdom and the United States. The Group therefore does not have a substantive operating track record in each of the New Markets in respect of the Workers Accommodation Business and the Student Accommodation Business for holders to assess and evaluate its future performance. Securityholders should also note that the Group's past operating results are derived from operations which do not relate to its operation in the New Markets and which consequently may not be indicative of the Group's future financial performance.

The Group will be subject to the laws, regulations and policies of the governments of the New Markets as well as existing social, economic or political conditions in the New Markets and may also be adversely affected by future changes in such laws, regulations, policies and conditions

The Group's Student Accommodation Business and the Workers Accommodation Business operations will be subject to the legal and regulatory framework in the New Markets (in addition to legal and regulatory requirements in the current markets in which the Group conducts such businesses). Laws and regulations governing business entities in the New Markets may be subject to a number of possibly conflicting interpretations, both by business entities and by the courts.

The relative efficiency of the legal framework and the dispute resolution systems available to the Group in the New Markets will have an impact on the Group's business, financial condition and results of operations. A less efficient dispute resolution system in any of the New Markets would likely prolong the period of disputes, during which the Group is unable to receive income from its workers and student accommodation, which would have a material adverse effect on the Group's business, financial condition and results of operations.

Any amendment or change in the existing laws, regulations, policies and conditions in the New Markets may adversely and directly affect the Group's financial condition, results of operations and profitability. For example, the Group's operations in the New Markets will be taxed in compliance with relevant laws and regulations. If there is a change in the tax laws, regulations, policies or conditions, concessions and treatment (including any retrospective change of the basis or to the agreement reached with the relevant governments as aforesaid), the Group's taxation expenses may be affected adversely, resulting in a material adverse effect on the Group's financial condition and financial performance.

In certain New Markets, title to any land or property is held under a limited term of lease or land use right granted by the government authorities, subject to a number of specific conditions. Such conditions may include the completion of the relevant development projects according to a specified schedule and attaining a certain threshold of construction. The failure to comply with such conditions imposed by the government authorities could result in the government authorities imposing penalties or modifying the terms of the lease or land use right granted or, in extreme cases, taking back the granted lease or land use right without compensation. This may affect the business, financial condition and the results of operations of the Group. There might separately be a negative impact on the Group's operations and properties in the New Markets as a result of measures and policies adopted by the relevant foreign governments and regulatory authorities at national, provincial or local levels, such as government control over property investments or regulations in relation to foreign exchange.

There is also no assurance that the Group will be able to repatriate to Singapore the income and gains derived from its workers and student accommodation in the New Markets on a timely and regular basis, due to foreign exchange controls which may be imposed from time to time. Any inability to repatriate the income and gains from the New Markets to Singapore will have an adverse effect on the Group's financial condition, results of operations and profitability.

The Group is exposed to operational risks which may be more acute in the New Markets

The Group may be a new entrant in the New Markets in respect of both the Workers Accommodation Business and the Student Accommodation Business. An overseas expansion involves numerous risks, including but not limited to, the financial costs of setting up overseas operations and working capital requirements. As each New Market has a unique business framework, operating conditions will generally vary from one New Market to another. The Group's lack of relative familiarity with such conditions may result in the Group incurring additional costs in order to deal with exigencies which it may not be able to foresee. There can be no assurance that the Group's expanded operations will achieve a sufficient level of revenue which will cover any increased operational costs in the New Markets and if the Group fails to manage such costs, its profitability and financial position may be adversely affected. There are no firm projects at the moment in the New Markets although the Group is presently evaluating further opportunities in these countries.

In embarking on acquisitions in the New Markets, the Group will be subject to property market conditions in the New Markets generally and in particular, the provinces where its property developments will be located. Currently, reliable and up-to-date information is generally not readily available in some of the New Markets on the amount and nature of property development and investment activities, the demand for such development, the supply of new properties being developed or the availability of land and buildings suitable for development and investment. The Group will accordingly have to adapt in a timely and cost-efficient manner to meet its customer needs as well as the general business framework in each New Market.

The Group's growth strategy in the New Markets is partly contingent on its ability to identify suitable business partners to form strategic alliances or joint ventures with and the successful implementation of such strategic alliances or joint ventures

In order to facilitate its entry into the New Markets, the Group also intends to explore strategic alliances, acquisitions or investments with partners in the New Markets that are complementary to the Workers Accommodation Business and/or the Student Accommodation Business. Participation in strategic alliances, acquisitions or investments similarly involves numerous risks, including but not limited to, difficulties in assimilation of the management, operations, services and personnel and the possible diversion of management attention from other business concerns. The successful implementation of the Group's growth strategy for the New Markets depends on the Group's ability to identify suitable partners and the successful integration of their operations with the Group. There can be no assurance that the Group will be able to execute such growth strategies successfully and as such, the performance of any strategic alliances, acquisitions or investments could fall short of expectations.

The Group may be subject to risks relating to the operation of business in developing countries

In conducting both the Workers Accommodation Business and the Student Accommodation Business in certain emerging markets, the Group is subject to political, economic, legal, operational and other risks arising from operating in these countries. These risks may include, amongst others:

(i) civil unrest, military conflict, terrorism, change in political climate and general security concerns;

(ii) relatively less developed legal systems and business practices which may give rise to difficulties in enforcement of agreements entered into with counterparties;

(iii) changes in duties payable and taxation rates;

(iv) imposition of restrictions on currency conversion or the transfer of funds;

(v) fluctuation in the currency values;

(vi) expropriation or nationalisation of private enterprises or confiscation of private property or assets;

(vii) reversal or change of laws, regulations or policies; and

(viii) relatively less developed business and communication infrastructure which may hamper the Group's efficiency and internal controls.

Should any of the aforementioned risks materialise, the Group's business, results of operations and/or financial condition may be adversely affected.

The Group may require additional financing for working capital requirements in relation with expanding into the New Markets

Projects undertaken pursuant to the proposed geographical expansions in the New Markets may require substantial working capital and cash outlay. The Group may need to use cash from operations, or incur additional borrowings or obtain additional debt or equity financing for the increase in working capital levels or for the funding of these projects. Such financing may increase the Group's vulnerability to economic and industrial conditions due to increased demands on its operating cashflow.

Further, there is no assurance that the Group will be able to obtain additional financing on terms that are acceptable to it, or at all. The Group's ability to obtain bank financing or to access the capital markets for future offerings of equity, debt or convertible securities may be limited by its financial position at the time of any such financing or offering, limitations imposed by its existing credit facilities, as well as by adverse market conditions resulting from, *inter alia*, general economic conditions and contingencies and uncertainties that are beyond its control.

GENERAL RISKS RELATING TO ACCOMMODATION BUSINESS

The Group faces competition from its competitors and new entrants

The Group may face competition and price-cutting pressures from its competitors. Further, such competition may increase due to the entry of new players in the workers accommodation industry, student accommodation industry, or completion of new accommodation developments. If the Group is unable to respond competitively, the occupancy rate at the Group's accommodation could fall and the Group's profitability and financial performance will be adversely affected.

Any failure by the Group to compete effectively with its existing and future competitors and to adapt to changing market conditions and trends and remain competitive will adversely affect the demand for its business, results of operations and financial condition.

The Group is exposed to increases in property expenses and other operating costs

Factors that could increase the Group's property expenses and other operating expenses include:

(i) increases in property taxes, value added taxes, goods and services taxes, council tax and rates and other indirect tax and statutory charges;

(ii) changes in statutory laws, regulations or government policies which increase the cost of compliance with such laws, regulations or policies;

(iii) increase in insurance premiums;

(iv) increase in the rate of inflation;

(v) increase in labour costs;

(vi) increase in repair and maintenance costs;

(vii) increase in management costs and utility charges; and

(viii) increase in rental expenses.

For instance, in the past, the State of Victoria more than doubled the property tax for foreign buyers. As a result, the stamp duty surcharge had increased to 7% from the previous 3%. Also, in the United Kingdom, foreign buyers will need to pay an additional 3% surcharge on purchase of additional residential properties. Foreign owners of United Kingdom residential properties will also face a new capital gains tax on gains accruing on the disposal of their residential properties with effect from 6 April 2015. These regulatory changes may affect the Group's operations and profitability.

There can be no assurance that should the property expenses and operating expenses increase, such increase will not have a significant impact on the Group's business and financial position.

Losses or liabilities from latent building or equipment defects may adversely affect the Group's business and financial performance

Any design, construction or other latent property or equipment defects in the Group's accommodation assets, should they arise, may require additional capital expenditure, special repair or maintenance costs or the payment of damages or other obligations to third parties.

Costs or liabilities arising from such property or equipment defects may involve significant and potentially unpredictable patterns and levels of expenditure which may have a material adverse effect on the Group's earnings and cash flows.

The contractual representations, warranties and indemnities given to the Group by the vendor of the Group's accommodation assets may have already lapsed. In addition, statutory representations, warranties and indemnities given to the Group by the vendor of accommodation or statutory or contractual representations, warranties and indemnities given to the Group by any supplier of equipment may not accord satisfactory protection from costs or liabilities arising from such property or equipment defects.

Furthermore, if the Group is unable to repair any latent defects in its accommodation or carry out structural repairs, there may be an impact on its ability to rent out the units at the accommodation, which will have an adverse impact on the Group's business and financial performance.

The Group is exposed to the risk of loss from natural disasters and other events outside its control that affect the place where its accommodation are or may be located

The Group faces the risk of loss or damage to its accommodation or properties that the Group may own or lease from time to time due to riots, fire, theft and natural disasters including but not limited to earthquakes and floods. The occurrence of any of the aforesaid where the Group's properties or customers are located could interrupt its business. Such events may cause disruptions or cessation in the Group's operations, and thus adversely affect its financial results.

The Group may be affected by legal proceedings which may arise from the development of its new or existing accommodation

The Group may be involved in disputes with various parties involved in the development of new accommodation projects or upgrading of its existing accommodation such as contractors, subcontractors, suppliers, construction companies and other parties. Such disputes may lead to legal or arbitration proceedings, and may cause the Group to suffer additional costs and delays. In addition, whilst the Group does not currently have and have not previously had disputes or disagreements with regulatory bodies during the course of its operations, in the event that such disputes or disagreements arise, the Group may be subjected to administrative proceedings and unfavourable decrees that result in financial losses and delays in the construction or completion of the Group's projects or upgrading works.

The Workers Accommodation Business and Student Accommodation Business are dependent on the availability of land suitable for development of workers and student accommodation

The Workers Accommodation Business and Student Accommodation Business are dependent, in part, on the availability of land suitable for development of workers and student accommodation. Governments may implement measures to adjust macroeconomic policies to prevent and curtail the overheating of its economies, which may affect the real estate markets that the Group operates or will operate in. Additionally, the Group's ability to acquire land or licensing rights to develop such land for future development and the acquisition costs of such land will be affected by the policies of governments toward land supply. There is no assurance that the Group will be able to identify and acquire attractive sites in the future at commercially acceptable prices, or at all. If the Group is not able to identify and acquire attractive new sites at commercially acceptable prices, this could impair the Group's ability to compete with other property developers in the workers and student accommodation sector and materially and adversely affect the Group's business and financial performance.

Failure to retain existing tenants and attract new tenants may have an adverse impact on the Group

The Group derives its revenue primarily from the rental and service income from its workers and student accommodations and commercial spaces.

The Group's workers accommodation lease agreements are generally for a term of one year, subject to an option to renew for a further term of one year. Generally, three months prior to the expiry date of such lease agreements, the existing tenants will be approached to confirm if they wish to renew the tenancy. If the existing tenants indicate that they do not wish to renew the tenancy, the Group will put the unit up for lease with another new tenant.

On the other hand, the term of tenancy for the student accommodation is generally for the whole of an academic year ranging from 40 to 52 weeks in Australia and South Korea, 42 to 51 weeks in the United Kingdom and 40 to 52 weeks in the United States. In general, one or two weeks before the launch of leasing of units for the next academic year, the existing tenants are offered the priority to rebook or lease the existing units for the next academic year. Units not rebooked by the existing tenants will be put up for lease with new tenants before the commencement of the next academic year. While the Group's lease management officers will closely monitor the leases near expiry from the Group's rental listing and follow up with its tenants on renewal, there is no assurance that the Group's existing tenants will renew their leases or that the Group is able to attract new tenants when the existing tenants do not wish to renew upon lease expiry.

Whether the Group can retain existing tenants and attract new tenants depends on a number of factors including, but not limited to, the following:

(i) availability of alternative accommodation at better rental rates;

(ii) any governmental or other policy changes which reduces the number of foreign workers or students; and/or

(iii) the Group's ability to maintain the existing accommodation to the satisfaction of its existing tenants and/or new tenants.

Some of the factors above, to a large extent, are beyond the Group's control. If the Group's existing tenants decide not to renew their lease agreements for any reason, and the Group is unable to attract new tenants, its business and result of operations may be materially and adversely affected.

RISKS RELATING TO WORKERS ACCOMMODATION BUSINESS

The Group's business may be affected by policy changes which reduces the number of foreign workers

The workers accommodation industry is dependent on the presence of a certain transient population of foreign workers in Singapore and Malaysia, and is also subject to the policies (including those governing foreign worker levies and the granting of work permits) imposed by the governmental bodies in these countries. Any change in such policies which increases the foreign worker levies payable by companies employing foreign workers in Singapore and Malaysia or which reduces the number of work permits granted to foreign workers could result in a reduction of foreign workers in Singapore and Malaysia. In addition, there could be pressure to reduce the number of foreign workers present in Singapore and Malaysia to minimise any potential problems that may arise with a large foreign worker presence. If such policy changes materialise, these could reduce the population of foreign workers in Singapore and Malaysia leading to a reduced demand for the Group's accommodation.

The Group is dependent on the industries its customers operate in

The Group is dependent on the industries in which its customers operate in. The Group's customers comprise companies that rent its accommodation units to house their foreign workers. As at the LPD, such customers principally comprise companies operating in the marine, engineering, manufacturing, oil and gas, and construction industries in Singapore and Malaysia. As such, the Group will be affected by the cyclical changes of such industries in Singapore and Malaysia. A downturn in these industries in Singapore and Malaysia may result in fewer manufacturing orders and projects which may lead to a fluctuation in the number of foreign workers brought into Singapore and Malaysia to work on such orders or projects. A downturn may also halt existing projects thereby causing existing foreign workers to be repatriated to their home countries due to a lack of suitable employment for them. For example, in the oil and gas industry, the level of business activities is affected principally by actual and projected prices of oil and gas which are subject to substantial fluctuation. Such price fluctuations are beyond the control of the Group, and a decrease in business activities in the oil and gas sector may in turn lead to less demand for the Group's accommodation from workers in the oil and gas industry.

The Group is subject to policies of foreign governments on the employment of foreigners

The Group provides housing for foreign workers employed in Singapore and Malaysia. As such, demand for the Group's services and accommodation will depend on the presence of sufficient numbers of foreign workers. The employers of these foreign workers may have to comply with the rules and conditions imposed by the immigration and other authorities of the different countries from where the foreign workers come from, with regard to the employment of these foreigners to work. Any future changes to the policies of the immigration department of any country that restricts their travel and employment may adversely affect the numbers of foreigners of that nationality who are employed to work. In the event that suitable replacements from other countries cannot be obtained, this may affect the number of foreign workers, and hence the occupancy rate of the Group's accommodation and business operations.

The Group's business may be affected by changes in regulations relating to the workers accommodation industry

The workers accommodation industry in Singapore and Malaysia is subject to various government regulations which regulate general matters such as compulsory land acquisition, urban redevelopment and planning, as well as restrictions on the design, construction and use of properties as workers accommodation in particular. Compliance with such regulations may increase the Group's cost of operations.

Changes in laws and governmental regulations relating to real estate including those governing usage, zoning, taxes and government charges may lead to an increase in the costs of managing the Group's accommodation or unforeseen capital expenditure in order to ensure compliance. The Group's usage of the workers accommodation may also be restricted by legislative actions, such as revisions to the relevant building standards laws, city planning laws, or the enactment of new laws relating to the use and/or redevelopment of properties.

In addition, the government may introduce policies concerning the workers accommodation industry in general or restrictions on areas that can be used for workers accommodation, which could have a material adverse effect on the Group's financial condition and results of operation.

The Group may also require certain additional statutory and regulatory permits, licences and approvals in order for it to carry on its business.

From 2016, operators of dormitories in Singapore that can house 1,000 or more foreign employees are required to obtain a licence from the Ministry of Manpower in respect of those dormitories. The licence may impose conditions requiring the operators to comply with standards on structural safety, sanitation, and cleanliness.

There is no guarantee that the Group would be able to obtain the necessary licence or that it would be able to renew such licence upon expiry. The failure to obtain or renew such licence may have a material adverse effect on the Group's business as the Group may not be able to carry on its operations without such licence being granted or renewed. In addition, it may be costly for the Group to comply with the conditions stipulated in the licence and the profitability of the Group may be adversely affected.

Furthermore, if the Group is required to apply for fresh approvals and permits for its Workers Accommodation Business, there can be no assurance that the relevant authorities will issue any of such permits or approvals within the time frames anticipated by the Group or at all. If the Group fails to obtain the necessary approvals and permits or if there is any delay in obtaining these approvals and permits, this may impede the execution of the Group's business plans, and may materially and adversely affect the Group's business and financial condition.

More recently, the Covid-19 outbreak which significantly affected workers' dormitories in Singapore has led government agencies to review regulatory specifications and management requirements for purpose-built dormitories. The Singapore government has announced new specifications to improve standards in workers dormitories, which is applicable to all new applications submitted on or after 18 September 2021 to the relevant Government agencies for clearance to develop a dormitory. New specifications for existing dormitory properties are expected to be announced in 2022, which will require dormitory owners and operators to do retrofitting works and to calibrate the existing dormitories accordingly, with the Singapore authorities extending time and support for the industry to achieve the desired state. These may include specifications pertaining to a reduction in capacity as the government has announced intentions to de-densify the resident population in existing dormitories. The extent of regulatory changes and the impact from these impending changes are not clearly defined as yet. Compliance with such new regulations could significantly increase the Group's cost of operations and may materially and adversely affect the Group's business and financial condition.

The Group is in breach of land title conditions

The Group may acquire more land in Malaysia and elsewhere to expand its Accommodation Business. Some land in Malaysia may impose express conditions on the usage of the land for certain purposes, unless otherwise varied in accordance with the relevant procedures. Westlite Tebrau was not in compliance with the express conditions stated in the issue documents of title.

Any breaches of title conditions as stated above may cause the properties to be liable to forfeiture by the relevant state authority in Malaysia, unless the land administrator elects to impose a fine (and rectification of the breaches) or require the breach (which is capable of being remedied) to be remedied.

As at the LPD, the Group had:

(a) sought and obtained written confirmation from the registered owner of Westlite Tebrau (the "**Owner**"), an investment arm of the relevant state authority, that the Group is permitted to build workers accommodation on the relevant land and that they will render the necessary assistance to the Group to apply for variation of title conditions; (b) provided the approved building plan and certificate of completion and compliance to the Owner as agreed with them on 7 January 2020 and the Owner had agreed to proceed with the application for variation of title conditions on 4 February 2020; and (c) submitted the necessary documents for the variation of title conditions to the relevant authority, and the Group awaits acceptance of the variation from the relevant authority.

In the event that the Group is unable to vary the express title condition on the document issue of title of Westlite Tebrau and the relevant state authority decides to forfeit the land, it may have an adverse financial effect on the Group's operations. In addition, there is no assurance that the Group will not encounter similar situations for other workers accommodation assets of the Group in the future.

The Group may be subject to a reduction in future financial earnings and a reduction in property valuation in relation to the discrepancy in the number of permitted beds at its accommodation assets

In 2012, the Group undertook upgrading works to increase Westlite Toh Guan's bed capacity from approximately 5,300 beds to approximately 8,600 beds and expanded its existing recreation and commercial facilities.

During the licensing application process in August 2016, it was brought to the Group's attention that there was a discrepancy between the actual bed capacity of 8,628 at Westlite Toh Guan and the bed capacity of 7,820 documented in the architect's plans, which were attached to the written permission granted by URA in 2011 when the Group undertook an asset enhancement initiative for Westlite Toh Guan.

In August 2016, the Group wrote to URA to clarify the discrepancy in the bed capacity of Westlite Toh Guan but URA disallowed the Group's request to increase the bed capacity of Westlite Toh Guan in URA's records from 7,820 to 8,628. In November 2016, the Group submitted an appeal against URA's decision but URA disallowed the appeal. Accordingly, the bed capacity in Westlite Toh Guan was reduced by 808 beds to 7,820 and the excess workers were shifted out of that accommodation asset.

There is no assurance that the Group will not encounter similar situations for other workers accommodation assets of the Group in the future, and this may adversely affect the Group's business and financial condition.

The on-going upgrading works on the worker's accommodation may have an impact on the Group's business operations and financial position

The actual cost of the Group's upgrading works in the accommodation may be different from its current estimates. In the event that the actual cost is higher than its current estimated cost, the Group's financial position could be adversely affected. The upgrading works may entail the demolition of a number of the Group's accommodation units and commercial spaces. The temporary loss of income from such affected units during upgrading could have an adverse effect on its business and financial position. In addition, tenancy of some operational accommodation units may also be affected by the construction activities and disruption caused by the upgrading works and this could have an adverse effect on the Group's business and financial position.

The Group is exposed to risk of illegal immigrants found at its accommodation

The Group's accommodation caters to the housing needs of foreign workers employed in various industries in Singapore and Malaysia, primarily the marine, engineering, manufacturing, oil and gas, and construction industries. The Group is accordingly required to ensure that the foreigners residing in its accommodation are not illegal immigrants. The Group has taken precautionary measures to ensure that the persons residing at its accommodation have the necessary work passes/permits before they are registered as residents of its accommodation. Residents are issued with access passes and are registered into the facial recognition access system before they can gain access into the living domain of the accommodation. Regular checks on the validity of their work passes/permits are also conducted.

Notwithstanding the aforesaid, the Group cannot assure that no illegal immigrants will be found at its accommodation in the future, and there can be no assurance that the measures that the Group undertakes to ensure that no illegal immigrants will be found at its accommodation would be effective.

RISKS RELATING TO STUDENT ACCOMMODATION BUSINESS

The Group's business may be affected by policy changes which reduces the number of students

The student accommodation industry is dependent on the presence of a certain population of foreign students in Australia, South Korea and the United Kingdom, and is also subject to the policies (including, without limitation, those policies governing immigration, academic fees, student loans and the granting of student permits or visas) imposed by the governmental bodies in these countries. Any change in immigration policies, policies affecting the subsidies in respect of academic fees or student loans, or policies which reduces the number of student permits or visas granted to foreign students could result in a reduction of foreign students in Australia, South Korea and the United Kingdom.

In addition, despite the easing of strict border controls, travel restrictions and quarantine and movement control orders as the world moves towards an endemic state of Covid-19, given the fluid and rapidly evolving nature of the Covid-19 pandemic with the possibility of emergence of new Covid-19 variants or the worsening of the monkeypox outbreak, there is no assurance that countries will not impose strict border controls, travel restrictions and quarantine and movement control orders in response to curb the spread of such viruses. Such measures, if imposed, will reduce the number of international students being able to travel to the cities or localities where their universities are located.

The Group's business may be affected by the policies of universities on the admission of students

The student accommodation industry is dependent on the presence of sufficient numbers of foreign students. If a university located in the areas which the Group operates in decides to reduce its intake of students for any or all academic years for any reason, the student population in the areas where the Group operates in may be reduced. This may result in an oversupply of student accommodation and hence affect the occupancy rate of the Group's student accommodation assets. The Group's business and financial performance may be adversely affected.

The Group's business may be affected by changes in regulations relating to the student accommodation industry

There may be new restrictions on foreign investment imposed from time to time which may impact the Group's ability to secure the requisite permissions to operate the Student Accommodation Business. This would have an adverse impact on the Group's business and financial performance.

It should be particularly noted that the governmental authorities where the Group's student accommodation are located may be empowered under local laws to compulsorily acquire any of the Group's properties, or any part of such properties, for public purposes or various other reasons, and compensate the Group in respect of such properties, or part thereof, being compulsorily acquired. There is a risk that the compensation in respect of any such compulsory acquisition by the relevant governmental authority will be less than the market value of the relevant property and/or the purchase consideration paid by the Group for the property or the carrying amount of the relevant property. This may adversely affect the Group's financial condition and the Group's results of operations and its profitability. Further, there is no assurance that the Group will be able to find a suitable alternative investment to replace the income lost in a timely manner or at all and this may have an adverse effect on the financial condition and the Group's results of operations and its profitability.

As the Group's strategy for its Student Accommodation Business is to locate its student accommodation within or in close proximity to student campuses, any change in zoning rules or regulations may adversely affect the business operations and consequently, the occupancy of the Group's student accommodation within or in close proximity to such student campuses. While the Group will conduct all reasonable due diligence investigations, the Group's future investment and business decisions may accordingly not be based on accurate, complete and timely information. Inaccurate information may adversely affect the Group's business decisions, which could materially and adversely affect the Group's business and financial condition.

The student accommodation industry is subject to the laws and regulations of the markets in which the Group is currently operating in. Any change in laws and regulations may require the Group to obtain fresh or additional regulatory approvals, permits, certificates, consents, and/or licences to engage in the Student Accommodation Business. In the event that the Group is unable to obtain such approvals and/or licences, or where there is a delay in obtaining them, the Group's ability to engage in the Student Accommodation Business will be adversely affected.

The Group's business may be affected by any drop in the reputation of universities located in the areas which the Group operates in

Australia, the United Kingdom and the United States are some of the world's key education hubs, with students from across the world seeking quality education in these countries. Nevertheless, if for whatever reason, there is a drop in the ranking of any university located in the areas which the Group operates in, there is a possibility that students may decide to enrol in other universities with higher rankings instead. Where such universities are located in areas which the Group does not operate in, this may lead to an outflow of students to such areas. This may affect the occupancy rates of the Group's student accommodation assets and adversely affect the Group's business and financial condition.

The Group's business may be subject to high maintenance costs

The Group's business may be affected by high maintenance costs. Student accommodation assets generally have a high turnaround cost and experience above-average "wear and tear" on their units. This leads to higher maintenance and renovation costs for the Group as compared to workers accommodation assets. The increased rate of "wear and tear" would require the Group to spend additional amounts on renovation at more shortened intervals. A swift turnaround to prepare the student accommodation assets for the next academic year is needed to efficiently manage the Group's Student Accommodation Business. If not properly managed, this could have a material adverse effect on the Group's business and financial condition.

Should the Group fail to provide adequate management and maintenance, the value of the Group's properties might be adversely affected and this may result in a loss of tenants, which will adversely affect the Group's financial position, results of operations, cash flows and prospects.

The Group's business may be affected by the risk of terrorist threats in the United Kingdom and the United States

Major cities in the United Kingdom such as London and Manchester and in the United States such as New York City and San Francisco have faced a number of terrorist attacks in the recent years. Due to rising concerns over the risk of terrorist threats in the United Kingdom and the United States, new tertiary students may opt to study in countries other than the United Kingdom and the United States, and overseas students currently studying in the United Kingdom and the United States may decide to cancel or shorten their tertiary programmes in order to leave the United Kingdom and the United States. In the event that the number of international students coming to the United Kingdom and the United States to pursue their tertiary education decreases as a result of the increased risk of terrorist threats in the country, the overall occupancy rate of the Group's student accommodation assets and the Group's business and financial performance may be materially and adversely affected.

There is no assurance of investment returns on the investment fund established in relation to the investment in the six student accommodation assets in the United States

The six student accommodation assets in the United States may not achieve their expected revenues and may experience substantial fluctuations in their value. Property investment and trading is subject to the effect of economic cycles such that values can increase or decrease. The investment fund will be subject to the risks associated with the underlying investments, including market conditions, changes in regulatory environment, general economic and political conditions, loss of key management personnel and other factors. There can be no assurance that the investment fund's investment objectives will be achieved, nor that an investor will receive a return on its capital.

The fund manager of the investment fund established in relation to the investment in the six student accommodation assets in the United States may not be able to implement the fund's investment objective and strategy

The investment objective and strategy of the investment fund is to generate stable and recurring income to deliver a total return by investing in student accommodation assets located in education hubs in the United States. As at the LPD, the contemplated expected payback period of the investment in the six student accommodation assets is in the range of 10 to 15 years and the fund manager has to sell all the portfolio assets comprising the six student accommodation assets prior to the expiry of the investment fund life. However, if market conditions are not favourable to effect a sale, the fund manager can seek the approvals of the investors of investment fund to extend the life of the investment fund. The ability of the fund manager to achieve the investment objective and strategy of the investment fund to be established in relation to the investment in the six student accommodation assets in the United States is subject to factors such as changes in regulatory environment, general economic, industrial, political and international conditions, loss of key management personnel, prices and costs and other factors. There is no assurance that the fund manager will be able to achieve the fund's investment objective and strategy successfully.

The Group's business may be affected by its inability to recover payments from the students and vacate its student accommodation for use by other students

In relation to the Student Accommodation Business, the Group's operations depend on its ability to collect rental fees from students occupying the Group's student accommodations in a timely manner. There is a possibility that the students may fail to make payment for their accommodation on a timely basis or even at all. In such situations, it may also not be possible for the Group to make its student accommodation available to other students within a short period from the students' default due to the disturbances they may create if the Group takes steps to evict them. The Group's inability to recover payments and vacate its student accommodation for use by other students may have a material adverse effect on the Group's business, financial condition and results of operations.

PURPOSE OF THE PROGRAMME AND USE OF PROCEEDS

The net proceeds arising from the issue of the Securities under the Programme (after deducting issue expenses) will be used for general corporate purposes, including refinancing of borrowings, financing investments and general working capital of the Issuer or its subsidiaries or such other purposes as may be specified in the relevant Pricing Supplement.

CLEARING AND SETTLEMENT

Clearance and Settlement under the Depository System

In respect of Securities which are accepted for clearance by CDP in Singapore, clearance will be effected through an electronic book-entry clearance and settlement system for the trading of debt securities ("**Depository System**") maintained by CDP. Securities that are to be listed on the SGX-ST may be cleared through CDP.

CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. CDP holds securities for its accountholders and facilitates the clearance and settlement of securities transactions between accountholders through electronic book-entry changes in the securities accounts maintained by such accountholders with CDP.

In respect of Securities which are accepted for clearance by CDP, the entire issue of the Securities is to be held by CDP in the form of a Global Security or Global Certificate for persons holding the Securities in securities accounts with CDP ("**Depositors**"). Delivery and transfer of Securities between Depositors is by electronic book-entries in the records of CDP only, as reflected in the securities accounts of Depositors.

Settlement of over-the-counter trades in the Securities through the Depository System may only be effected through certain corporate depositors ("**Depository Agents**"). Depositors holding the Securities in direct securities accounts with CDP, and who wish to trade Securities through the Depository System, must transfer the Securities to a securities sub-account with a Depository Agent for trade settlement.

CDP is not involved in money settlement between the Depository Agents (or any other persons) as CDP is not a counterparty in the settlement of trades of debt securities. However, CDP will make payments of interest and distributions and repayment of principal on behalf of issuers of debt securities.

Although CDP has established procedures to facilitate transfer of interests in the Securities in global form among Depositors, it is under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Issuer, the Issuing and Paying Agent or any other agent will have the responsibility for the performance by CDP of its obligations under the rules and procedures governing its operations.

Clearance and Settlement under Euroclear and/or Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each holds securities for participating organisations and facilitates the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in the accounts of such participants, thereby eliminating the need for physical movements of certificates and any risks from lack of simultaneous transfer. Euroclear and Clearstream, Luxembourg provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of internationally-traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg each also deals with domestic securities markets in several countries through established depository and custodial relationships. The respective systems of Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems which enables their respective participants to settle trades with one another. Euroclear and Clearstream, Luxembourg participants are financial institutions throughout the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Euroclear or Clearstream, Luxembourg is also available to other financial institutions, such as banks, brokers, dealers and trust companies which clear through or maintain a custodial relationship with a Euroclear or Clearstream, Luxembourg participant, either directly or indirectly.

A participant's overall contractual relations with either Euroclear or Clearstream, Luxembourg are governed by the respective rules and operating procedures of Euroclear or Clearstream, Luxembourg and any applicable laws. Both Euroclear and Clearstream, Luxembourg act under those rules and operating procedures only on behalf of their respective participants, and have no record of, or relationship with, persons holding any interests through their respective participants. Payments of principal, interest or distributions with respect to book-entry interests in the Securities held through Euroclear or Clearstream, Luxembourg will be credited, to the extent received by the relevant Paying Agent, to the cash accounts of the relevant Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system's rules and procedures.

SINGAPORE TAXATION

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines and circulars issued by IRAS and MAS in force as at the date of this Information Memorandum and are subject to any changes in such laws, administrative guidelines or circulars, or the interpretation of those laws, guidelines or circulars, occurring after such date, which changes could be made on a retroactive basis. These laws, guidelines and circulars are also subject to various interpretations and the relevant tax authorities or the courts could later disagree with the explanations or conclusions set out below. Neither these statements nor any other statements in this Information Memorandum are intended or are to be regarded as advice on the tax position of any holder of the Securities or of any person acquiring, selling or otherwise dealing with the Securities or on any tax implications arising from the acquisition, sale or other dealings in respect of the Securities. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to subscribe for, purchase, own or dispose of the Securities and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or financial institutions in Singapore which have been granted the relevant Financial Sector Incentive(s)) may be subject to special rules or tax rates. Prospective holders of the Securities are advised to consult their own professional tax advisers as to the Singapore or other tax consequences of the acquisition, ownership of or disposal of the Securities, including, in particular, the effect of any foreign, state or local tax laws to which they are subject. It is emphasised that none of the Issuer, the Arranger and any other persons involved in the Programme accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of the Securities.

In addition, the disclosure below is on the assumption that IRAS regards each tranche of the Perpetual Securities as "debt securities" for the purposes of the ITA and that distribution payments made under each tranche of the Perpetual Securities (including any Arrears of Distribution and Additional Distribution Amount) will be regarded as interest payable on indebtedness and holders thereof may therefore enjoy the tax concessions and exemptions available for qualifying debt securities, provided that the other conditions for the qualifying debt securities scheme are satisfied. If any tranche of the Perpetual Securities is not regarded as "debt securities" for the purposes of the ITA, any distribution payment made under any tranche of the Perpetual Securities (including any Arrears of Distribution and Additional Distribution Amount) is not regarded as interest payable on indebtedness or holders thereof are not eligible for the tax concessions or exemptions under the qualifying debt securities scheme, the tax treatment to holders may differ. Investors and holders of any tranche of the Perpetual Securities should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding and disposal of any tranche of the Perpetual Securities.

1. Interest and Other Payments

Subject to the following paragraphs, under Section 12(6) of the ITA, the following payments are deemed to be derived from Singapore:

(a) any interest, commission, fee or any other payment in connection with any loan or indebtedness or with any arrangement, management, guarantee, or service relating to any loan or indebtedness which is (i) borne, directly or indirectly, by a person resident in Singapore or a permanent establishment in Singapore (except in respect of any business carried on outside Singapore through a permanent establishment outside Singapore or any immovable property situated outside Singapore); or (ii) deductible against any income accruing in or derived from Singapore; or

(b) any income derived from loans where the funds provided by such loans are brought into or used in Singapore.

Such payments, where made to a person not known to the paying party to be a resident in Singapore for tax purposes, are generally subject to withholding tax in Singapore. The rate at which tax is to be withheld for such payments (other than those subject to the 15.0% final withholding tax described below) to non-resident persons (other than non-resident individuals) is currently 17.0%. The applicable rate for non-resident individuals is currently 22.0% and is proposed to be increased to 24.0% from the year of assessment 2024 pursuant to the Singapore Budget Statement 2022. However, if the payment is derived by a person not resident in Singapore otherwise than from any trade, business, profession or vocation carried on or exercised by such person in Singapore and is not effectively connected with any permanent establishment in Singapore of that person, the payment is subject to a final withholding tax of 15.0%. The rate of 15.0% may be reduced by applicable tax treaties.

However, certain Singapore-sourced investment income derived by individuals from financial instruments is exempt from tax, including:

(a) interest from debt securities derived on or after 1 January 2004;

(b) discount income (not including discount income arising from secondary trading) from debt securities derived on or after 17 February 2006; and

(c) prepayment fee, redemption premium and break cost from debt securities derived on or after 15 February 2007,

except where such income is derived through a partnership in Singapore or is derived from the carrying on of a trade, business or profession.

In addition, as the Programme as a whole was arranged by DBS Bank Ltd., which was a Financial Sector Incentive (Bond Market) Company (as defined in the ITA) at such time, any tranche of the Securities (the "**Relevant Securities**") issued as debt securities under the Programme during the period from the date of this Information Memorandum to 31 December 2023 would be qualifying debt securities ("**QDS**") for the purposes of the ITA, to which the following treatment shall apply:

(i) subject to certain prescribed conditions having been fulfilled (including the furnishing by the Issuer, or such other person as MAS may direct, to MAS of a return on debt securities for the Relevant Securities in the prescribed format within such period as MAS may specify and such other particulars in connection with the Relevant Securities as MAS may require, and the inclusion by the Issuer in all offering documents relating to the Relevant Securities of a statement to the effect that where interest, discount income, prepayment fee, redemption premium or break cost from the Relevant Securities is derived by a person who is not resident in Singapore and who carries on any operation in Singapore through a permanent establishment in Singapore, the tax exemption for qualifying debt securities shall not apply if the non-resident person acquires the Relevant Securities using the funds and profits of such person's operations through the Singapore permanent establishment), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively, the "**Qualifying Income**") from the Relevant Securities derived by a holder who is not resident in Singapore and who (aa) does not have any permanent establishment in Singapore or (bb) carries on any operation in Singapore through a permanent establishment in Singapore but the funds used by that person to acquire the Relevant Securities are not obtained from such person's operation through a permanent establishment in Singapore, are exempt from Singapore income tax;

(ii) subject to certain conditions having been fulfilled (including the furnishing by the Issuer, or such other person as MAS may direct, to MAS of a return on debt securities for the Relevant Securities in the prescribed format within such period as MAS may specify and such other particulars in connection with the Relevant Securities as MAS may require), Qualifying Income from the Relevant Securities derived by any company or body of persons (as defined in the ITA) in Singapore is subject to income tax at a concessionary rate of 10.0% (except for holders of the relevant Financial Sector Incentive(s) who may be taxed at different rates); and

(iii) subject to:

  (aa) the Issuer including in all offering documents relating to the Relevant Securities a statement to the effect that any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Relevant Securities is not exempt from tax shall include such income in a return of income made under the ITA; and

  (bb) the furnishing by the Issuer, or such other person as MAS may direct, to MAS of a return on debt securities for the Relevant Securities in the prescribed format within such period as MAS may specify and such other particulars in connection with the Relevant Securities as MAS may require,

  payments of Qualifying Income derived from the Relevant Securities are not subject to withholding of tax by the Issuer.

Notwithstanding the foregoing:

(A) if during the primary launch of any tranche of Relevant Securities, the Relevant Securities of such tranche are issued to fewer than four persons and 50.0% or more of the issue of such Relevant Securities is beneficially held or funded, directly or indirectly, by related parties of the Issuer, such Relevant Securities would not qualify as QDS; and

(B) even though a particular tranche of Relevant Securities are QDS, if, at any time during the tenor of such tranche of Relevant Securities, 50.0% or more of such Relevant Securities which are outstanding at any time during the life of their issue is beneficially held or funded, directly or indirectly, by any related party(ies) of the Issuer, Qualifying Income derived from such Relevant Securities held by:

  (i) any related party of the Issuer; or

  (ii) any other person where the funds used by such person to acquire such Relevant Securities are obtained, directly or indirectly, from any related party of the Issuer,

  shall not be eligible for the tax exemption or concessionary rate of tax as described above.

The term "**related party**", in relation to a person *(A)*, means any other person who, directly or indirectly, controls *A*, or is controlled, directly or indirectly, by *A*, or where *A* and that other person, directly or indirectly, are under the control of a common person.

The terms "**prepayment fee**", "**redemption premium**" and "**break cost**" are defined in the ITA as follows:

"prepayment fee", in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities;

"redemption premium", in relation to debt securities and qualifying debt securities, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity; and

"break cost", in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption.

References to "prepayment fee", "redemption premium" and "break cost" in this Singapore tax disclosure have the same meaning as defined in the ITA.

Where interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) is derived from the Relevant Securities by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for QDS under the ITA (as mentioned above) shall not apply if such person acquires such Relevant Securities using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest (including distributions which are regarded as interest for Singapore income tax purposes), discount income, prepayment fee, redemption premium or break cost (i.e. the Qualifying Income) derived from the Relevant Securities is not exempt from tax is required to include such income in a return of income made under the ITA.

2. Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Securities will not be taxable in Singapore. However, any gains derived by any person from the sale of the Securities which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

Holders of the Securities who apply or who are required to apply the Financial Reporting Standard ("**FRS**") 39, FRS 109 or Singapore Financial Reporting Standard (International) 9 ("**SFRS(I) 9**") (as the case may be) may for Singapore income tax purposes, be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Securities, irrespective of disposal, in accordance with FRS 39, FRS 109 or SFRS(I) 9 (as the case may be). Please see the section below on "Adoption of FRS 39, FRS 109 and SFRS(I) 9 for Singapore Income Tax Purposes".

3. Adoption of FRS 39, FRS 109 and SFRS (I) 9 for Singapore Income Tax Purposes

Section 34A of the ITA provides for the tax treatment for financial instruments in accordance with FRS 39 (subject to certain exceptions and "opt-out" provisions) to taxpayers who are required to comply with FRS 39 for financial reporting purposes. IRAS has also issued a circular entitled "Income Tax Implications Arising from the Adoption of FRS 39 – Financial Instruments: Recognition & Measurement".

FRS 109 or SFRS(I) 9 (as the case may be) is mandatorily effective for annual periods beginning on or after 1 January 2018, replacing FRS 39. Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 (as the case may be) for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions. IRAS has also issued a circular entitled "Income Tax: Income Tax Treatment Arising from Adoption of FRS 109 – Financial Instruments".

Holders of the Securities who may be subject to the tax treatment under Sections 34A or 34AA of the ITA should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Securities.

4. Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

SUBSCRIPTION, PURCHASE AND DISTRIBUTION

The Programme Agreement provides for Securities to be offered from time to time through one or more Dealers. The price at which a Series or Tranche will be issued will be determined prior to its issue between the Issuer and the relevant Dealer(s). The obligations of the Dealers under the Programme Agreement will be subject to certain conditions set out in the Programme Agreement. Each Dealer (acting as principal) will subscribe for or procure subscribers for Securities from the Issuer pursuant to the Programme Agreement.

The Arranger, the Dealers or any of their respective affiliates may have performed certain banking and advisory services for the Issuer and/or its affiliates from time to time for which they have received customary fees and expenses and may, from time to time, engage in transactions with and perform services for the Issuer and/or its affiliates in the ordinary course of the Issuer's or their business. The Issuer may also from time to time agree with the relevant Dealer(s) that the Issuer may pay certain third party commissions (including, without limitation, rebates to private banks as may be specified in the applicable Pricing Supplement).

If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Dealers or any affiliate of the Dealers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by that Dealer or its affiliate on behalf of the Issuer in such jurisdiction.

In connection with the issue of any Tranche of Securities, such Securities, when issued, may not have a market. The Dealer or Dealers (if any) may advise the Issuer that they intend to make a market in such Securities as permitted by applicable law. They are not obligated, however, to make a market in the Securities and any market-making may be discontinued at any time at their sole discretion. Accordingly, no assurance can be given as to the development or liquidity of any market for such Securities.

The Arranger, the Dealers or any of their respective affiliates may purchase Securities for its own account or enter into secondary market transactions or derivative transactions relating to the Securities, including, without limitation, purchase, sale (or facilitation thereof), stock borrowing or credit or equity-linked derivatives such as asset swaps, repackaging and credit default swaps, at the same time as the offering of the Securities. Such transactions may be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Securities to which this Information Memorandum relates (notwithstanding that such selected counterparties may also be a purchaser of the Securities). As a result of such transactions, the Arranger, the Dealers or any of their respective affiliates may hold long or short positions relating to the Securities.

The Arranger, the Dealers and their affiliates are full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Dealers may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer and/or its subsidiaries, jointly controlled entities or associated companies from time to time. The Arranger, the Dealers or any of their respective affiliates have received, or may in the future receive, customary fees and/or commissions for these transactions. In the ordinary course of their various business activities, the Dealers and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity of investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of the Issuer or its subsidiaries, jointly controlled entities or associated companies, including Securities issued under the Programme, may be entered into at the same time or proximate to offers and sales of Securities or at other times in the secondary market and be carried out with counterparties that are also purchasers, holders or sellers of Securities. Securities issued under the Programme may be purchased by or be allocated to any Dealer or an affiliate for asset management and/or proprietary purposes but not with a view to distribution.

Accordingly, references herein to the Securities being "offered" should be read as including any offering of the Securities to the Arranger, the Dealers and/or their respective affiliates for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any legal or regulatory obligation to do so.

While the Arranger, the Dealers and/or any of their respective affiliates have policies and procedures to deal with conflicts of interests, any such transactions may cause the Arranger, the Dealers or any of their respective affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Securities. The Arranger, the Dealers or any of their respective affiliates may receive returns on such transactions and have no obligations to take, refrain from taking or cease taking any action with respect to any such transactions based on the potential effect on a prospective investor in the Securities.

United States

The Securities have not been and will not be registered under the Securities Act, and the Securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in transactions not subject to the registration requirements of Regulation S of the Securities Act ("**Regulation S**"). Terms used in this paragraph have the meanings given to them by Regulation S.

The Securities are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended, and regulations thereunder.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that except as permitted by the Programme Agreement, it has not offered or sold, and will not offer or sell the Securities, (i) as part of their distribution at any time and (ii) otherwise until 40 days after the completion of the distribution of an identifiable tranche of which such Securities are a part, as determined and certified to the Issuing and Paying Agent by such Dealer (or in the case of a sale of an identifiable tranche of Securities to or through more than one Dealer, by each of such Dealers with respect to the Securities of an identifiable tranche purchased by or through it, in which case the Issuing and Paying Agent shall notify each such Dealer when all such Dealers have so certified), within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration to which it sells Securities during the distribution compliance period a confirmation or other notice setting out the restrictions on offers and sales of the Securities within the United States or to, or for the account or benefit of, U.S. persons. Terms used in the preceding sentence have the meanings given to them by Regulation S.

The Securities are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering, an offer or sale of any identifiable tranche of Securities within the United States by any dealer that is not participating in the offering of such tranche of Securities may violate the registration requirements of the Securities Act.

This Information Memorandum has been prepared by the Issuer for use in connection with the offer and sale of the Securities outside the United States. The Issuer and the Dealers reserve the right to reject any offer to purchase the Securities, in whole or in part, for any reason. This Information Memorandum does not constitute an offer to any person in the United States. Distribution of this Information Memorandum by any non-U.S. person outside the United States to any U.S. person or to any other person within the United States is unauthorised and any disclosure without the prior written consent of the Issuer of any of its contents to any such U.S. person or other person within the United States is prohibited.

European Economic Area

Prohibition of Sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Securities specifies the "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

(i) the expression "**retail investor**" means a person who is one (or more) of the following:

(a) a retail client as defined in point (11) of Article 4(1) MiFID II;

(b) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

(c) not a qualified investor as defined in the Prospectus Regulation (as defined below); and

(ii) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

If the Pricing Supplement in respect of any Securities specifies "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Member State of the European Economic Area, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Securities to the public in that Member State:

(i) if the Pricing Supplement in relation to the Securities specifies that an offer of those Securities may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Securities which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

(ii) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(iii) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(iv) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Securities referred to in (ii) to (iv) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression "**an offer of Securities to the public**" in relation to any Securities in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 (as amended).

United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the Pricing Supplement in respect of any Securities specifies the "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

(i) the expression "**retail investor**" means a person who is one (or more) of the following:

   (a) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA;

   (b) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or

   (c) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and

(ii) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities.

If the applicable Pricing Supplement in respect of any Securities specifies the "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Securities which are the subject of the offering contemplated by this Information Memorandum as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom, except that it may make an offer of such Securities to the public in the United Kingdom:

(i) if the Pricing Supplement in relation to the Securities specify that an offer of those Securities may be made other than pursuant to section 86 of the FSMA (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Securities which either (i) has been approved by the Financial Conduct Authority, or (ii) is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provision in Regulation 74 of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019, provided that any such prospectus has subsequently been completed by final terms contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or final terms, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;

(ii) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;

(iii) at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(iv) at any time in any other circumstances falling within section 86 of the FSMA

provided that no such offer of Securities referred to in (ii) to (iv) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA, or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression "**an offer of Securities to the public**" in relation to any Securities means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to purchase or subscribe for the Securities and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

Other Regulatory Restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(i) in relation to any Securities which have a maturity of less than one year, (a) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (b) it has not offered or sold and will not offer or sell any Securities other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Securities would otherwise constitute a contravention of Section 19 of the Financial Services and Markets Act 2000 ("**FSMA**") by the Issuer;

(ii) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Securities in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Securities in, from or otherwise involving the United Kingdom.

Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that:

(i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Securities other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

(ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Securities, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Information Memorandum has not been and will not be registered as a prospectus with the MAS under the SFA. Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Securities or caused the Securities to be made the subject of an invitation for subscription or purchase and will not offer or sell any Securities or cause the Securities to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or to any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Any reference to the "**SFA**" is a reference to the Securities and Futures Act 2001 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term or provision as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

General

The selling restrictions herein contained may be modified, varied or amended by agreement of the Issuer and the Dealers following a change in a relevant law, regulation or directive. Any such modification or supplement to the selling restrictions will be set out in the Pricing Supplement to be issued in respect of the issue of the Securities to which it relates or in a supplement to this Information Memorandum.

Each Dealer has agreed that it will comply with all applicable securities laws, regulations and directives in each jurisdiction in which it subscribes for, purchases, offers, sells or delivers Securities or any interest therein or rights in respect thereof or has in its possession or distributes, this Information Memorandum, any other document or any Pricing Supplement.

Any person who may be in doubt as to the restrictions set out in the SFA or the laws, regulations and directives in each jurisdiction in which it subscribes for, purchases, offers, sells or delivers the Securities or any interest therein or rights in respect thereof and the consequences arising from a contravention thereof should consult his own professional advisers and should make his own inquiries as to the laws, regulations and directives in force or applicable in any particular jurisdiction at any relevant time.

GENERAL AND OTHER INFORMATION

INFORMATION ON DIRECTORS

1. The name, age and position of each of the Directors are set out below:

Name	Age	Position
Mr Loh Kim Kang David	58	Executive Director and Joint Chairman
Mr Han Seng Juan	59	Non-Executive Director and Joint Chairman
Mr Wong Kok Hoe	59	Executive Director and Deputy Chairman
Mr Teo Peng Kwang	62	Executive Director
Mr Gn Hiang Meng	73	Lead Independent Director
Mr Chandra Mohan s/o Rethnam	59	Independent Non-Executive Director
Mr Owi Kek Hean	64	Independent Non-Executive Director
Ms Tan Poh Hong	63	Independent Non-Executive Director
Mr Lee Wei Loon	42	Independent Non-Executive Director

2. The Directors are not related by blood or marriage to one another nor are they related to any substantial shareholder of the Issuer, save that Mr Loh Kim Kang David ("**Mr Loh**") is the maternal cousin of Mr Han Seng Juan ("**Mr Han**").

3. Save as disclosed in paragraph 4 below, no Director is or was involved in any of the following events:

   (a) a petition under any bankruptcy laws filed in any jurisdiction against such person or any partnership in which he was a partner or any corporation of which he was a director or an executive officer;

   (b) a conviction of any offence, other than a traffic offence, or judgment, including findings in relation to fraud, misrepresentation or dishonesty, given against him in any civil proceedings in Singapore or elsewhere, or being a named subject to any pending proceedings which may lead to such a conviction or judgment, or so far as such person is aware, any criminal investigation pending against him; or

   (c) the subject of any order, judgment or ruling of any court of competent jurisdiction, tribunal or government body, permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

4. In or around the late 1990s to the early 2000s, Accounting & Corporate Regulatory Authority ("**ACRA**") had issued various summonses against Mr Teo Peng Kwang ("**Mr Teo**"), being a director of five Singapore incorporated companies, in respect of non-compliance by these companies of their filing obligations under the Companies Act. Mr Teo pleaded guilty and was fined and disqualified by The Registrar of Companies and Businesses in 2002 from acting as a director for five years pursuant to Section 155 of the Companies Act.

However, Mr Teo inadvertently failed to resign from his directorship in three of the Singapore incorporated companies, two of which were subsequently struck off from the register of companies. In or around 2005, Mr Teo received an ACRA summons in respect of the non-compliance by the remaining one of the aforementioned Singapore incorporated companies of its filing obligations under the Companies Act. Mr Teo pleaded guilty and was fined and subsequently resigned as a director of such company in late 2005. From 2006 to 2010, Mr Teo assumed directorships in various other Singapore incorporated companies in breach of Section 155 of the Companies Act as confirmed by ACRA. ACRA then issued a written warning notice instead of proceeding with prosecution action against Mr Teo.

Mr Teo subsequently sought clarification from ACRA and pursuant to a letter from ACRA in July 2011, ACRA stated, inter alia, that if Mr Teo is no longer disqualified, as appeared to be the case from the facts disclosed, he may accept new appointments as director in either private and/or public companies.

As far as the Issuer is aware, Mr Teo is not disqualified from acting as a director of the Issuer or from accepting new appointments as director in either private and/or public companies.

5. The interests of the substantial shareholders and the Directors of the Issuer in the Shares as at the LPD are as follows:(1)

	Direct Interest	%	Deemed Interest	%	Total Interest	%
Substantial Shareholders						
Centurion Properties Pte Ltd(2)	425,756,126	50.64	–	–	425,756,126	50.64
Centurion Global Ltd(3)	–	–	425,756,126	50.64	425,756,126	50.64
Loh Kim Kang David(4)	42,715,050	5.08	425,956,126	50.66	468,671,176	55.74
Han Seng Juan(5)	33,877,600	4.03	433,703,626	51.58	467,581,226	55.61
Teo Peng Kwang(7)	63,723,330	7.58	–	–	63,723,330	7.58
Directors						
Loh Kim Kang David(4)	42,715,050	5.08	425,956,126	50.66	468,671,176	55.74
Han Seng Juan(5)	33,877,600	4.03	433,703,626	51.58	467,581,226	55.61
Wong Kok Hoe(6)	10,000,000	1.19	–	–	10,000,000	1.19
Teo Peng Kwang(7)	63,723,330	7.58	–	–	63,723,330	7.58
Gn Hiang Meng(8)	–	–	247,500	0.03	247,500	0.03
Chandra Mohan s/o Rethnam	–	–	–	–	–	–
Owi Kek Hean	–	–	–	–	–	–
Tan Poh Hong	–	–	–	–	–	–
Lee Wei Loon	–	–	–	–	–	–

Notes:

(1) Based on 840,778,624 issued Shares as at the LPD.

(2) Of the 425,756,126 Shares held by Centurion Properties Pte Ltd ("**Centurion Properties**"), 20,000,000 Shares are registered in the name of Raffles Nominees (Pte.) Limited and 405,756,126 Shares are registered in its own name.

(3) Centurion Properties is a wholly-owned subsidiary of Centurion Global Ltd ("**Centurion Global**"). Centurion Global is, therefore, deemed to have an interest in 425,756,126 Shares held by Centurion Properties. Centurion Global is owned equally by Mr Loh and Mr Han, whereby Mr Loh is an Executive Director, Mr Han is a Non-Executive Director and both are Joint Chairmen.

(4) Mr Loh holds a 50% shareholding interest in Centurion Global. Mr Loh is, therefore, deemed to have an interest in 425,756,126 Shares held by Centurion Properties, a wholly-owned subsidiary of Centurion Global. Mr Loh is also deemed to have an interest in 200,000 Shares held by his spouse, Ms Wong Wan Pei.

Of the 42,715,050 Shares held by Mr Loh, 18,016,350 Shares are registered in the name of UOB Kay Hian Private Limited, 1,700,000 Shares are registered in the name of Raffles Nominees (Pte.) Limited, 14,903,900 Shares are registered in the name of CGS-CIMB Securities (Singapore) Pte Ltd, 4,000,000 Shares are registered in the name of CGS-CIMB Securities (Hong Kong) Limited, 1,345,000 Shares are registered in the name of Standard Chartered Bank (Hong Kong) Ltd, 2,549,800 Shares are registered in the name of UOB Kay Hian (Hong Kong) Limited and 200,000 Shares are registered in his own name.

(5) Mr Han holds a 50% shareholding interest in Centurion Global. Mr Han is, therefore, deemed to have an interest in 425,756,126 Shares held by Centurion Properties, a wholly-owned subsidiary of Centurion Global. Mr Han is also deemed to have an interest in 7,947,500 Shares held by his spouse, Ms Kang Lee Cheng Susanna, which are registered in the name of DB Nominees (Singapore) Pte Ltd.

Of the 33,877,600 Shares held by Mr Han, 5,898,400 shares are registered in the name of Citibank Nominees Singapore Pte Ltd, 2,370,700 Shares are registered in the name of UOB Kay Hian Private Limited, 3,239,000 Shares are registered in the name of Kim Eng Securities (Hong Kong) Limited, 9,026,000 Shares are registered in the name of UBS Securities (Hong Kong) Limited, 402,300 Shares are registered in the name of Oversea-Chinese Bank Nominees Pte Ltd, 3,388,500 Shares are registered in the name of Maybank Kim Eng Securities Pte Ltd, 5,193,700 Shares are registered in the name of CGS-CIMB Securities (Singapore) Pte Ltd, 2,785,000 Shares are registered in the name of CGS-CIMB Securities (Hong Kong) Limited, 49,000 Shares are registered in the name of UOB Kay Hian (Hong Kong) Limited and 1,525,000 Shares are registered in his own name.

(6) The 10,000,000 Shares held by Mr Wong Kok Hoe are registered in his own name.

(7) Of the 63,723,330 Shares held by Mr Teo, 40,270,164 Shares are registered in the name of DBS Bank Ltd, 16,000,000 Shares are registered in the name of DB Nominees (Singapore) Pte Ltd, 7,356,916 Shares are registered in the name of Deutsche Bank and 96,250 Shares are registered in his own name.

(8) Mr Gn Hiang Meng is deemed to have in interest in 247,500 Shares held by his spouse, Ms Loo Bee Hoon.

SHARE CAPITAL

6. As at the date of this Information Memorandum, there is only one class of ordinary shares in the Issuer. The rights and privileges attached to the Shares are stated in the Constitution of the Issuer.

7. The issued share capital of the Issuer as at the LPD is as follows:

Share Designation	Issued Share Capital	
	Number of Shares	Amount
Ordinary Shares (excluding Treasury Shares)	840,778,624	S$253,553,185.67

8. No shares in, or debentures of, the Issuer are under option or agreed conditionally or unconditionally to be put under option and no person has been, or is entitled to be, given an option to subscribe for any shares in, or debentures of, the Issuer.

BORROWINGS

9. Save as disclosed in Appendix IV, the Group had as at 30 June 2022, no other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trading bills) or acceptance credits, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

WORKING CAPITAL

10. The Directors are of the opinion that, after taking into account the present banking facilities and the net proceeds of the issue of the Securities, the Issuer will have adequate working capital for its present requirements.

CHANGES IN ACCOUNTING POLICIES

11. There has been no significant change in the accounting policies of the Issuer since its audited consolidated financial statements for FY2021.

LITIGATION

12. There are no legal or arbitration proceedings pending or, to the best of the Issuer's knowledge after making all reasonable enquiries, threatened against the Issuer or any of its subsidiaries the outcome of which may have or have had during the 12 months prior to the date of this Information Memorandum a material adverse effect on the financial position of the Issuer or the Group.

MATERIAL ADVERSE CHANGE

13. There has been no material adverse change in the financial condition or business of the Issuer or the Group since 30 June 2022.

CONSENT

14. PricewaterhouseCoopers LLP, the auditors of the Issuer, has given and has not withdrawn its written consent to the issue of this Information Memorandum with the references herein to its name and, where applicable, reports in the form and context in which they appear in this Information Memorandum.

DOCUMENTS AVAILABLE FOR INSPECTION

15. Copies of the following documents may be inspected at the registered office of the Issuer at 45 Ubi Road 1 #05-01, Singapore 408696 during normal business hours for a period of six months from the date of this Information Memorandum:

    (a) the Constitution of the Issuer;

    (b) the Trust Deed;

    (c) the letter of consent referred to in paragraph 14 above;

    (d) the audited consolidated financial statements of the Group for FY2020 and FY2021; and

    (e) the unaudited half year financial statements and dividend announcement for the period ended 30 June 2022 of the Group.

FUNCTIONS, RIGHTS AND OBLIGATIONS OF THE TRUSTEE

16. The functions, rights and obligations of the Trustee are set out in the Trust Deed.

AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The information in this Appendix II has been reproduced from the annual report of Centurion Corporation Limited and its subsidiaries for FY2020 and has not been specifically prepared for inclusion in this Information Memorandum.

CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

(Incorporated in Singapore. Registration Number: 198401088W)

ANNUAL REPORT

For the financial year ended 31 December 2020

CENTURION CORPORATION LIMITED
AND ITS SUBSIDIARIES

ANNUAL REPORT
For the financial year ended 31 December 2020

Contents

DIRECTORS' STATEMENT
For the financial year ended 31 December 2020

The directors present their statement to the members together with the audited consolidated financial statements of the Group for the financial year ended 31 December 2020 and the balance sheet of the Company as at 31 December 2020.

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 9 to 124 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Wong Kok Hoe
Chandra Mohan s/o Rethnam
Gn Hiang Meng
Han Seng Juan
Loh Kim Kang David
Owi Kek Hean
Tan Poh Hong
Teo Peng Kwang
Lee Wei Loon

Arrangements to enable directors to acquire shares and debentures

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

Directors' and Chief Executive Officer's ("CEO") interests in shares or debentures

(a) According to the register of directors' and CEO's shareholdings kept by the Company under Section 164 of the Singapore Companies Act, Chapter 50, none of the directors and CEO holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director/CEO		Holdings in which director/CEO is deemed to have an interest	
	At 31.12.2020	At 1.1.2020 or date of appointment, if later	**At 31.12.2020**	At 1.1.2020 or date of appointment, if later
Centurion Corporation Limited				
(No. of ordinary shares)				
Gn Hiang Meng	**-**	-	**247,500**	247,500
Loh Kim Kang David [(i)]	**37,986,350**	33,536,950	**425,956,126**	445,956,126
Han Seng Juan	**33,877,600**	29,727,300	**433,703,626**	453,703,626
Wong Kok Hoe	**10,000,000**	-	**-**	-
Teo Peng Kwang [(ii)]	**63,723,330**	63,723,330	**-**	-
Kong Chee Min (CEO) [(iii)]	**172,905**	172,905	**-**	-
Ultimate Holding Corporation - Centurion Global Ltd				
(No. of ordinary shares)				
Loh Kim Kang David	**8,086**	8,086	**-**	-
Han Seng Juan	**8,086**	8,086	**-**	-
Immediate Holding Corporation - Centurion Properties Pte Ltd				
(No. of ordinary shares)				
Loh Kim Kang David	**-**	-	**10,000,000**	10,000,000
Han Seng Juan	**-**	-	**10,000,000**	10,000,000

Notes:

(i) As at 31 December 2020, Loh Kim Kang David also has a direct interest in the Fixed Rate Notes due 2024 issued by the Company on 12 October 2020 ("Fixed Rate Notes due 2024") for an aggregate principal amount of S$500,000 (as at 1 January 2020: Direct interest in Fixed Rate Notes due 2022 issued by the Company on 1 February 2019 ("Fixed Rate Notes due 2022") for an aggregate principal amount of S$1,000,000, S$500,000 of which were disposed of in March 2020 via market transactions and the remaining S$500,000 Fixed Rate Notes due 2022 were disposed of in October 2020 pursuant to an exchange offer exercise).

(ii) As at 31 December 2020, Teo Peng Kwang also has a direct interest in the Fixed Rate Notes due 2024 for an aggregate principal amount of S$3,000,000 (as at 1 January 2020: Direct interest in Fixed Rate Notes due 2022 for an aggregate principal amount of S$3,000,000, which were entirely disposed of in October 2020 pursuant to an exchange offer exercise).

(iii) As at 31 December 2020, Kong Chee Min also has a direct interest in the Fixed Rate Notes due 2024 for an aggregate principal amount of S$1,500,000 (as at 1 January 2020: Direct interest in Fixed Rate Notes due 2022 for an aggregate principal amount of S$1,000,000, these notes together with the S$500,000 Fixed Rate Notes due 2022 acquired in April 2020 were entirely disposed of in October 2020 pursuant to an exchange offer exercise).

(b) Loh Kim Kang David and Han Seng Juan, who by virtue of their individual interest of not less than 20% of the issued capital of the Company, are deemed to have an interest in the shares of the subsidiaries held by the Company.

(c) The directors' and CEO's interests in the ordinary shares of the Company as at 21 January 2021 were the same as those as at 31 December 2020.

Share options

The Company has no share option scheme as at the date of this statement.

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

Audit committee

The members of the Audit Committee at the end of the financial year were as follows:

Gn Hiang Meng (Chairman)
Chandra Mohan s/o Rethnam
Owi Kek Hean

All members of the Audit Committee were independent non-executive directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act, Cap. 50, the Listing Manual of the Singapore Exchange Securities Trading Limited and the Singapore Code of Corporate Governance 2018. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2020 before their submission to the Board of Directors.

The Audit Committee has recommended to the Board that the independent auditor, PricewaterhouseCoopers LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment. There is no change in the Company's auditors in the preceding three years.

On behalf of the directors

Wong Kok Hoe	Loh Kim Kang David
Director	Director

17 March 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTURION CORPORATION LIMITED

Report on the Audit of the Financial Statements

Our Opinion

In our opinion, the accompanying consolidated financial statements of Centurion Corporation Limited ("the Company") and its subsidiaries ("the Group") and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Separate opinion in relation to International Financial Reporting Standards

As explained in Note 2.1 to the financial statements, the Group and the Company, in addition to applying SFRS(I)s, have also applied International Financial Reporting Standards ("IFRSs"). In our opinion, the consolidated financial statements of the Group and the balance sheet of the Company give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows for the financial year then ended in accordance with IFRSs.

What we have audited

The financial statements of the Group and the Company comprise:
- the consolidated income statement of the Group for the financial year ended 31 December 2020;
- the consolidated statement of comprehensive income of the Group for the financial year then ended;
- the balance sheets of the Group and of the Company as at 31 December 2020;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Our audit approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	**How our audit addressed the Key Audit Matter**
Valuation of investment properties As at 31 December 2020, the carrying value of the Group's investment properties of $1,307,770,000 accounted for 85% of the Group's total assets (Note 22). In addition, the investment properties held by the Group's associated companies and joint venture affect the carrying value of the Group's investments in associated companies and joint venture (Note 19 and Note 20). The valuation of investment properties was a key audit matter due to the significant judgement in determining the key inputs used in the valuation. These key inputs include discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre, and are dependent on the nature of each investment property and the prevailing market conditions. The key inputs are disclosed in Note 3 and Note 22 to the accompanying financial statements. Furthermore, the valuation reports obtained from independent property valuers for the investment properties have highlighted the heightened uncertainty of the Coronavirus Disease 2019 ("COVID-19") outbreak. Accordingly, the valuation of these investment properties may be subjected to more fluctuation subsequent to 31 December 2020 than during normal market conditions.	Our procedures included the following: • assessed the competence, capabilities and objectivity of the external valuers engaged by the Group; • obtained an understanding of the techniques used by the external valuers in determining the valuation of individual investment properties; • discussed the key inputs used by the external valuers in the valuation; • tested the reliability of information, including underlying lease and financial information provided to the external valuers; and • assessed the reasonableness of the discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre by benchmarking these against prior year inputs and those of comparable properties based on information available as at 31 December 2020. We found the external valuers to be members of recognised bodies for professional valuers. We also found that the valuation techniques used were appropriate in the context of the Group's investment properties and the key inputs used were within the range of market data. We have also assessed the adequacy of the disclosures relating to the key inputs and the impact of COVID-19 on the valuation of investment properties, as we consider them as likely to be significant to users of the financial statements given the estimation uncertainty and sensitivity of the valuations.

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTURION CORPORATION LIMITED (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Chua Chin San.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 17 March 2021

CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT
For the financial year ended 31 December 2020

	Note	2020 $'000	2019 $'000
Revenue	4	**128,355**	133,353
Cost of sales	5	**(38,756)**	(36,417)
Gross profit		**89,599**	96,936
Other income*	6	**8,948**	1,244
Other losses - net			
- Loss on derecognition of financial assets	7	**(3,589)**	-
- Allowance for impairment of trade and other receivables*	7	**(1,300)**	(177)
- Others	7	**697**	(217)
Net fair value (losses)/gains on investment properties and assets held for sale	17,22	**(27,641)**	66,266
Expenses			
- Distribution expenses	5	**(1,284)**	(1,462)
- Administrative expenses*	5	**(21,186)**	(23,619)
- Finance expenses	8	**(23,319)**	(28,759)
Share of profit of associated companies and joint venture	19,20	**4,819**	789
Profit before income tax		**25,744**	111,001
Income tax expense	10(a)	**(7,033)**	(7,213)
Total profit		**18,711**	103,788
Profit attributable to:			
Equity holders of the Company		**17,171**	99,951
Non-controlling interests		**1,540**	3,837
		18,711	103,788
Earnings per share for profit attributable to equity holders of the Company			
Basic earnings per share	11(a)	**2.04**	11.89
Diluted earnings per share	11(b)	**2.04**	11.89

* Certain balances have been reclassified for presentation purpose. Accordingly, the comparatives have been restated for consistency. Refer to Note 6 and Note 7 for details of reclassification.

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the financial year ended 31 December 2020

	Note	**2020 $'000**	2019 $'000
Total profit		**18,711**	103,788
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Financial assets, at FVOCI – debt instruments			
- Fair value (losses)/gains	33(b)(i)	**(600)**	386
- Reclassification	33(b)(i)	**77**	171
Cash flow hedges			
- Fair value losses	33(b)(ii)	**(6,779)**	(1,782)
- Reclassification	33(b)(ii)	**1,762**	144
Share of other comprehensive loss of associated companies and joint venture	19,20	**(217)**	(602)
Currency translation gains arising from consolidation		**10,376**	3,288
Other comprehensive income, net of tax		**4,619**	1,605
Total comprehensive income		**23,330**	105,393
Total comprehensive income attributable to:			
Equity holders of the Company		**21,815**	101,557
Non-controlling interests		**1,515**	3,836
		23,330	105,393

The accompanying notes form an integral part of these financial statements.

BALANCE SHEETS
As at 31 December 2020

	Note	Group 2020 $'000	Group 2019 $'000	Company 2020 $'000	Company 2019 $'000
ASSETS					
Current assets					
Cash and bank balances	12	**83,868**	48,588	**28,247**	14,903
Trade and other receivables	13	**11,687**	8,060	**16,714**	21,229
Inventories	14	**65**	44	**-**	-
Other assets	15	**5,307**	6,748	**150**	236
Financial assets, at fair value through other comprehensive income	16	**6,779**	9,165	**6,779**	9,165
		107,706	72,605	**51,890**	45,533
Assets held for sale	17	**1,292**	5,447	**-**	-
		108,998	78,052	**51,890**	45,533
Non-current assets					
Trade and other receivables	13	**-**	-	**372,677**	372,329
Other assets	15	**1,022**	994	**130**	130
Financial assets, at fair value through profit or loss	18	**24**	156	**-**	-
Investments in associated companies	19	**111,462**	108,918	**1,298**	1,298
Investment in a joint venture	20	**4,758**	4,819	**-**	-
Investments in subsidiaries	21	**-**	-	**16,697**	16,645
Investment properties	22	**1,307,770**	1,275,879	**-**	-
Property, plant and equipment	23	**7,678**	10,149	**1,117**	1,631
		1,432,714	1,400,915	**391,919**	392,033
Total assets		**1,541,712**	1,478,967	**443,809**	437,566
LIABILITIES					
Current liabilities					
Trade and other payables	26	**37,154**	40,496	**11,549**	11,655
Other liabilities	27	**52**	-	**-**	-
Current income tax liabilities	10	**9,657**	7,092	**753**	896
Derivative financial instruments	30	**165**	-	**165**	-
Borrowings	28	**71,788**	55,780	**39,850**	6,280
Lease liabilities	29	**10,282**	6,738	**495**	478
		129,098	110,106	**52,812**	19,309
Non-current liabilities					
Derivative financial instruments	30	**6,490**	1,638	**351**	276
Other liabilities	27	**490**	131	**-**	-
Deferred income tax liabilities	31	**9,168**	9,796	**83**	81
Borrowings	28	**682,878**	683,259	**111,022**	135,428
Lease liabilities	29	**84,803**	60,172	**426**	921
		783,829	754,996	**111,882**	136,706
Total liabilities		**912,927**	865,102	**164,694**	156,015
NET ASSETS		**628,785**	613,865	**279,115**	281,551
EQUITY					
Capital and reserves attributable to the equity holders of the Company					
Share capital	32	**142,242**	142,242	**253,553**	253,553
Other reserves	33	**(26,488)**	(31,132)	**(1,188)**	(425)
Retained profits	34	**489,842**	481,081	**26,750**	28,423
		605,596	592,191	**279,115**	281,551
Non-controlling interests		**23,189**	21,674	**-**	-
Total equity		**628,785**	613,865	**279,115**	281,551

The accompanying notes form an integral part of these financial statements.

CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the financial year ended 31 December 2020

	Note	← Attributable to equity holders of the Company →					
		Share capital	Other reserves	Retained profits	Total	Non-controlling interests	Total equity
		$'000	$'000	$'000	$'000	$'000	$'000
2020							
Beginning of financial year		**142,242**	**(31,132)**	**481,081**	**592,191**	**21,674**	**613,865**
Profit for the year		-	-	17,171	17,171	1,540	18,711
Other comprehensive income/(loss) for the year		-	4,644	-	4,644	(25)	4,619
Total comprehensive income for the year		-	**4,644**	**17,171**	**21,815**	**1,515**	**23,330**
Dividends relating to 2019 paid	35	-	-	(8,410)	(8,410)	-	(8,410)
Total transactions with owners, recognised directly in equity		-	-	**(8,410)**	**(8,410)**	-	**(8,410)**
End of financial year		**142,242**	**(26,488)**	**489,842**	**605,596**	**23,189**	**628,785**
2019							
Beginning of financial year		142,242	(32,536)	397,946	507,652	17,636	525,288
Profit for the year		-	-	99,951	99,951	3,837	103,788
Other comprehensive income/(loss) for the year		-	1,606	-	1,606	(1)	1,605
Total comprehensive income for the year		-	1,606	99,951	101,557	3,836	105,393
Dividends relating to 2018 paid	35	-	-	(8,408)	(8,408)	-	(8,408)
Dividends relating to 2019 paid	35	-	-	(8,408)	(8,408)	-	(8,408)
Acquisition of additional shares in a subsidiary from non-controlling interest		-	(202)	-	(202)	202	-
Total transactions with owners, recognised directly in equity		-	(202)	(16,816)	(17,018)	202	(16,816)
End of financial year		142,242	(31,132)	481,081	592,191	21,674	613,865

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the financial year ended 31 December 2020

	Note	2020 $'000	2019 $'000
Cash flows from operating activities			
Total profit		**18,711**	103,788
Adjustments for:			
- Income tax expense	10(a)	**7,033**	7,213
- Depreciation	5	**3,313**	3,113
- Impairment of plant and equipment	7	**508**	-
- Allowance for impairment of trade and other receivables	7	**1,300**	177
- Net loss on disposal of plant and equipment	7	**9**	68
- Loss on disposal of assets held for sale	7	**97**	-
- Gain on disposal of a subsidiary	7	**(1,398)**	(142)
- Net fair value losses/(gains) on investment properties and assets held for sale	22	**27,641**	(66,266)
- Interest income	6	**(875)**	(1,137)
- Finance expenses	8	**23,319**	28,759
- Share of profit of associated companies and joint venture	19,20	**(4,819)**	(789)
- Loss on disposal of financial assets, at FVOCI	7	**77**	171
- Fair value loss on financial assets at fair value through profit or loss	7	**132**	230
- Unrealised currency translation differences		**144**	167
Operating cash flow before working capital changes		**75,192**	75,352
Change in working capital, net of effects from disposal of subsidiary:			
- Inventories		**(21)**	43
- Trade and other receivables		**(4,232)**	3,538
- Other assets		**(2,025)**	(124)
- Trade and other payables		**(3,402)**	(1,523)
Cash generated from operations		**65,512**	77,286
Income tax paid	10(b)	**(5,032)**	(7,039)
Net cash provided by operating activities		**60,480**	70,247
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment		**79**	101
Additions to investment properties		**(11,377)**	(37,208)
Purchases of property, plant and equipment		**(1,334)**	(3,693)
Interest received		**866**	1,207
Dividends received from associated companies	19	**2,166**	7,817
Short-term bank deposits released/(charged) as security to bank		**1,255**	(289)
Deposits refunded/(paid) for acquisition of investment property		**3,575**	(2,219)
Purchase of financial assets, at FVOCI	16	**(2,250)**	-
Proceeds from disposal of financial assets, at FVOCI	16	**4,000**	500
Proceeds from disposal of assets held for sale		**3,284**	-
Disposal of a subsidiary, net of cash disposed of	21	**5,828**	-
Net cash provided by/(used in) investing activities		**6,092**	(33,784)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the financial year ended 31 December 2020

	Note	2020 $'000	2019 $'000
Cash flows from financing activities			
Proceeds from borrowings		**52,360**	78,917
Loan from non-controlling interests		**103**	628
Repayment of loan from associated company		**-**	(861)
Repayment of borrowings		**(42,241)**	(81,755)
Interest paid on borrowings		**(21,029)**	(26,202)
Interest paid on lease liabilities		**(2,440)**	(1,609)
Repayment of principal portion of lease liabilities		**(7,457)**	(4,322)
Dividends paid to equity holders of the company	35	**(8,410)**	(16,816)
Net cash used in financing activities		**(29,114)**	(52,020)
Net increase/(decrease) in cash and cash equivalents held		**37,458**	(15,557)
Cash and cash equivalents			
Beginning of financial year		**46,378**	61,358
Effects of currency translation on cash and cash equivalents		**32**	577
End of financial year	12	**83,868**	46,378

Please refer to reconciliation of liabilities arising from financing activities in Note 12.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General information

Centurion Corporation Limited (the "Company") is incorporated and domiciled in Singapore and is dual listed on both the Main Board of the Singapore Exchange Securities Trading Limited and The Stock Exchange of Hong Kong. The address of its registered office is 45 Ubi Road 1, #05-01, Singapore 408696.

The principal activities of the Company include investment holding and provision of management services.

The principal activities of its subsidiaries, associated companies and joint venture are set out in Notes 21, 19 and 20 respectively.

The financial statements are presented in thousands of Singapore Dollars ($'000) unless otherwise stated.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") and International Financial Reporting Standards ("IFRS"). All references to SFRS(I) and IFRS are referred to collectively as "IFRS" in these financial statements, unless specified otherwise. The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

As at 31 December 2020, the Group and the Company are in net current liability position of $20,100,000 and $922,000 respectively. These financial statements are prepared on a going concern basis as the Group expects to generate sufficient operating cash flows to enable the Group to pay its debts as and when they fall due within the next twelve months from balance sheet date. In addition, the Group and the Company have unutilised committed credit facilities of $112,813,000 and $9,500,000 respectively (of which $67,377,000 and $9,500,000 relates to unutilised committed credit facilities expiring more than 12 months after balance sheet date), which are available for meeting any short-term liabilities and unanticipated fund requirements, if needed.

The preparation of the financial statements in conformity with IFRS requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

2. **Significant accounting policies** (continued)

2.1 **Basis of preparation** (continued)

Impact of COVID-19

The COVID-19 pandemic has affected almost all countries of the world, and resulted in border closures, production stoppages, workplace closures, movement controls and other measures imposed by the various governments. The Group's significant operations are in Singapore, Malaysia, Australia, the United Kingdom and the United States of America, all of which have been affected by the spread of COVID-19 in 2020.

Set out below is the impact of COVID-19 on the Group's financial performance reflected in this set of financial statements for the financial year ended 31 December 2020:

i. The Group has assessed that the going concern basis of preparation for this set of financial statements remains appropriate.
ii. In 2020, border closures and shift from physical lessons to remote learning arrangements by universities have resulted in periods where the Group's student accommodation businesses were negatively impacted, resulting in a negative impact on the Group's financial performance for 2020.
iii. In 2020, the Group has received rental rebates for its leased properties and also provided rental concessions to certain tenants. The effects of such rental concessions received/provided are disclosed in Notes 6 and 7 respectively.
iv. The Group has considered the market conditions (including the impact of COVID-19) as at the balance sheet date, in making estimates and judgements on the recoverability of assets as at 31 December 2020. The significant estimates and judgement applied on valuation of investment properties are disclosed in Notes 3 and 22.

As the global COVID-19 situation remains very fluid as at the date these financial statements were authorised for issuance, the Group cannot reasonably ascertain the full extent of the probable impact of the COVID-19 disruptions on its operating and financial performance for the financial year ending 31 December 2021. If the situation persists beyond management's current expectations, the Group's assets may be subject to further write-downs in the subsequent financial periods.

2. **Significant accounting policies** (continued)

2.1 **Basis of preparation** (continued)

Interpretations and amendments to published standards effective in 2020

On 1 January 2020, the Group adopted the new or amended IFRS and Interpretations of IFRS ("INT IFRS") that are mandatory for application for the year as set out below. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRS and INT FRS.

The adoption of these new or amended IFRS and INT IFRS did not result in substantial changes to the accounting policies of the Group and the Company and had no material effect on the amounts reported for the current or prior years, except as follows.

<u>Interest rate benchmark reform</u>

Following the global financial crisis, the reform and replacement of benchmark interest rates such as Swap Offer Rate ("SOR") and other inter-bank offered rates ('IBORs') has become a priority for global regulators. There is currently uncertainty around the timing and precise nature of these changes.

To transition existing contracts and agreements that reference SOR to Singapore Overnight Rate Average ("SORA"), adjustments for term differences and credit differences might need to be applied to SORA, to enable the two benchmark rates to be economically equivalent on transition.

In accordance with the transition provisions, the Group has adopted the amendments to IFRS 9 and IFRS 7 effective 1 January 2020 retrospectively to hedging relationships that existed at the start of the reporting period or were designated thereafter, and to the amount accumulated in the cash flow hedge reserve at that date.

The amendments provide temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by inter-bank offered rate (IBOR) reform. The reliefs have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness continues to be recorded in the income statement. The reliefs will cease to apply when the uncertainties arising from interest rate benchmark reform are no longer present.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Interpretations and amendments to published standards effective in 2020 (continued)

Interest rate benchmark reform (continued)

The Group is managing the SOR transition plan. The greatest change will be amendments to the contractual terms of the SOR-referenced floating-rate debt and the associated swap and the corresponding update of the hedge designation. However, the changed reference rate may also affect other systems, processes, risk and valuation models, as well as having tax and accounting implications.

Relief applied

The Group has applied the following reliefs that were introduced by the amendments made to IFRS 9 Financial Instruments:

- When considering the 'highly probable' requirement, the Group has assumed that the SOR interest rate on which the Group's hedged debt is based does not change as a result of IBOR reform; and
- In assessing whether the hedge is expected to be highly effective on a forward-looking basis, the Group has assumed that the SOR interest rate on which the cash flows of the hedged debt and the interest rate swap that hedges it are based is not altered by the IBOR reform; and
- The Group has not recycled the cash flow hedge reserve as a result of the IBOR reform which is expected to take effect in future.

Assumptions made

In calculating the change in fair value attributable to the hedged risk of floating-rate debt, the Group has made the following assumptions that reflect its current expectations:

- The floating-rate debt will move to SORA during 2022 and the spread will be similar to the spread included in the interest rate swap used as the hedging instrument; and
- No other changes to the terms of the floating-rate debt are anticipated.

No changes were required to any of the amounts recognised in the current or prior financial year as a result of these amendments.

2. Significant accounting policies (continued)

2.2 Early adoption of amendments to IFRS 16 Leases

The Group has elected to early adopt the amendments to IFRS 16 which introduced a practical expedient for a lessee to elect not to assess whether a rent concession is a lease modification, if all the following conditions are met:

1) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
2) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
3) there is no substantive change to other terms and conditions of the lease.

The Group has elected to apply this practical expedient to all property leases. As a result of applying the practical expedient, rent concessions of $332,000 (Note 5) was recognised as negative variable lease payments (i.e. reduction in the rental expenses) in the profit or loss during the financial year.

2.3 Revenue recognition

(a) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term. Refer to Note 2.19(ii) for accounting policy on rental income.

(b) Other revenue from accommodation business

Other revenue incidental to provision of accommodation services are recognised when control of the product or service is transferred to the customer. Transfer of control occurs when the customers have accepted the products or services in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied. No element of financing is deemed present as payments are due immediately, which is consistent with market practice and a receivable (financial asset) is recognised when control of the product or service is transferred as this is the point in time that the consideration is unconditional.

2. **Significant accounting policies** (continued)

2.3 **Revenue recognition** (continued)

(c) Sale of goods

The Group manufactures and sells optical storage media. Sales are recognised when control of the products are delivered to its customers. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customers and either the customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. No element of financing is deemed present as the sales are made with a credit terms of 30 to 60 days, which is consistent with market practice. A receivable (financial asset) is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before payment is due.

The Group does not operate any customer loyalty programme.

(d) Rendering of management services

Revenue from rendering of services is recognised over time upon the performance of the services or in accordance with the terms of the service contracts. Revenue represents management fees earned on property management and management of property real estate investments.

(e) Interest income

Interest income, including income arising from finance leases and other financial instruments is recognised using the effective interest method.

(f) Dividend income

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured.

2. Significant accounting policies (continued)

2.4 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

2. Significant accounting policies (continued)

2.4 Group accounting (continued)

(a) Subsidiaries (continued)

(ii) Acquisitions (continued)

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

If those amounts are less than the fair value of the identifiable net assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain from bargain purchase.

Please refer to the paragraph "Intangible assets – Goodwill on acquisitions" for the subsequent accounting policy for goodwill.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries, associated companies and joint ventures" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

2. **Significant accounting policies** (continued)

2.4 **Group accounting** (continued)

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

(c) Associated companies and joint ventures

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

(i) Acquisitions

Investments in associated companies and joint ventures are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies and joint ventures represents the excess of the cost of acquisition of the associated company or joint venture over the Group's share of the fair value of the identifiable net assets of the associated company or joint venture and is included in the carrying amount of the investments.

(ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' or joint ventures' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies or joint ventures are recognised as a reduction of the carrying amount of the investments.

2. Significant accounting policies (continued)

2.4 Group accounting (continued)

(c) Associated companies and joint ventures (continued)

(ii) Equity method of accounting (continued)

When the Group's share of losses in an associated company or joint venture equals to or exceeds its interest in the associated company or joint venture, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated company or joint venture. If the associated company or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in an associated company or joint venture includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies or joint ventures are eliminated to the extent of the Group's interest in the associated companies or joint ventures. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies or joint ventures are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

(iii) Disposals

Investments in associated companies or joint ventures are derecognised when the Group loses significant influence or joint control. If the retained equity interest in the former associated company or joint venture is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries, associated companies and joint ventures" for the accounting policy on investments in associated companies and joint ventures in the separate financial statements of the Company.

2. Significant accounting policies (continued)

2.5 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income. Government grants relating to assets are deducted against the carrying amount of the assets.

2.6 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Component of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation

Freehold land and capital work-in-progress are not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Building on freehold land	50 years
Leased office space and leasehold improvements	3 - 10 years
Plant, machinery and equipment	2 - 10 years
Renovation, furniture and fittings	4 - 10 years
Motor vehicles	4 - 5 years
Office equipment and computers	3 - 10 years

2. Significant accounting policies (continued)

2.6 Property, plant and equipment (continued)

(b) Depreciation (continued)

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "other losses - net".

2.7 Investment properties

Investment properties include properties and right-of-use assets relating to leasehold land and properties that are held for long-term rental yields and/or for capital appreciation. Investment properties include properties that are being constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuers on the highest and best use basis. Changes in fair values are recognised in profit or loss.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the costs of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

2. **Significant accounting policies** (continued)

2.7 **Investment properties** (continued)

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

2.8 **Intangible assets**

Goodwill on acquisitions

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on acquisitions of joint ventures and associated companies represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated companies and joint ventures is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries, joint ventures and associated companies include the carrying amount of goodwill relating to the entity sold.

2.9 **Borrowing costs**

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties and assets under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction.

The actual borrowing costs incurred during the period up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings.

2. Significant accounting policies (continued)

2.10 Investments in subsidiaries, associated companies and joint ventures

Investments in subsidiaries, associated companies and joint ventures are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.11 Impairment of non-financial assets

Property, plant and equipment
Right-of-use assets
Investments in subsidiaries, associated companies and joint ventures

Property, plant and equipment, right-of-use assets and investments in subsidiaries, associated companies and joint ventures are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2. Significant accounting policies (continued)

2.12 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

(i) Debt instruments

Debt instruments mainly comprise of cash and bank balances, trade and other receivables, and listed debt securities.

There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

2. **Significant accounting policies** (continued)

2.12 **Financial assets** (continued)

(a) Classification and measurement (continued)

At subsequent measurement (continued)

(i) Debt instruments (continued)

- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "Other losses - net". Interest income from these financial assets is recognised using the effective interest rate method and presented in "Interest income".

(ii) Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity instruments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "Other losses - net", except where the Group has elected to classify the investments as FVOCI. Movements in fair values of investments classified as FVOCI are presented as "Fair value gains and losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "Dividend income".

(b) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses ("ECL") associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2. Significant accounting policies (continued)

2.12 Financial assets (continued)

(b) Impairment of financial assets (continued)

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

(c) Recognition and derecognition

Regular way of purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

2.13 Derivatives financial instruments and hedging activities

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates each hedge as either: (a) fair value hedge; (b) cash flow hedge; or (c) net investment hedge.

2. **Significant accounting policies** (continued)

2.13 **Derivatives financial instruments and hedging activities** (continued)

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

The Group documents at the inception of the transaction the relationship between the hedging instruments and hedged items, as well as its risk management objective and strategies for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis on whether the hedging relationship meets the hedge effectiveness requirements under IFRS 9.

The fair value of various derivative financial instruments used for hedging purposes are disclosed in Note 30. The carrying amount of a derivative designated as a hedge is presented as a non-current asset or liability if the remaining expected life of the hedged item is more than 12 months, and as a current asset or liability if the remaining expected life of the hedged item is less than 12 months.

The following hedges in place qualified as cash flow hedges under IFRS 9. The Group's management strategies and hedge documentation are aligned with the requirements of IFRS 9 and are thus treated as continuing hedges.

Interest rate swaps

The Group has entered into interest rate swaps that are designated as cash flow hedges for the Group's exposure to interest rate risk on its borrowings. These contracts entitle the Group to receive interest at floating rates on notional principal amounts and oblige the Group to pay interest at fixed rates on the same notional principal amounts, thus allowing the Group to raise borrowings at floating rates and swap them into fixed rates.

The fair value changes on the effective portion of interest rate swaps designated as cash flow hedges are recognised in other comprehensive income, accumulated in the hedging reserve and reclassified to profit or loss when the hedged interest expense on the borrowings is recognised in profit or loss and presented separately in "Finance expense". The fair value changes on the ineffective portion of interest rate swaps are recognised immediately in profit or loss.

2.14 **Offsetting of financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2. Significant accounting policies (continued)

2.15 Financial guarantees

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries, associated companies and joint ventures. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries, associated companies or joint ventures fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of IFRS 15; and

(b) the amount of expected loss computed using the impairment methodology under IFRS 9.

2.16 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

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

2.17 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2. Significant accounting policies (continued)

2.18 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the balance sheet date. The quoted market prices used for financial assets are the current bid prices; the appropriate quoted market prices for financial liabilities are the current asking prices.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.19 Leases

(i) *When the Group is the lessee:*

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- *Right-of-use assets*

  The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

  These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

  Right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment".

  Right-of-use asset which meets the definition of an investment property is presented within "Investment properties" and accounted for in accordance with Note 2.7.

2. **Significant accounting policies** (continued)

2.19 **Leases** (continued)

(i) *When the Group is the lessee:* (continued)

- *Lease liabilities*

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2. Significant accounting policies (continued)

2.19 Leases (continued)

(i) *When the Group is the lessee:* (continued)

- *Short term and low value leases*

  The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

- *Variable lease payments*

  Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

(ii) *When the Group is the lessor:*

The Group subleases its leased premises under operating leases to non-related parties. The Group also leases its investment properties under operating leases to non-related parties.

- *Lessor – Operating leases*

  Leases of investment properties where the Group retains substantially all risk and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to lessees) is recognised in profit or loss on a straight-line basis over the lease term.

  Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

  Contingent rents are recognised as income in profit or loss when earned.

2. **Significant accounting policies** (continued)

2.19 **Leases** (continued)

(ii) *When the Group is the lessor:* (continued)

- *Lessor – Subleases*

  In classifying a sublease, the Group as an intermediate lessor classifies the sublease as a finance or an operating lease with reference to the right-of-use asset arising from the head lease, rather than the underlying asset.

  When the sublease is assessed as a finance lease, the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sublease within "Trade and other receivables". Any differences between the right-of-use asset derecognised and the net investment in sublease is recognised in profit or loss. Lease liability relating to the head lease is retained in the balance sheet, which represents the lease payments owed to the head lessor.

  When the sublease is assessed as an operating lease, the Group recognises lease income from sublease in profit or loss within "Revenue". The right-of-use asset relating to the head lease is not derecognised.

  For contract which contains lease and non-lease components, the Group allocates the consideration based on a relative stand-alone selling price basis.

2.20 **Inventories**

Inventories are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

2. Significant accounting policies (continued)

2.21 Income taxes

Current income tax for current and prior periods are recognised at the amounts expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2. Significant accounting policies (continued)

2.21 Income taxes (continued)

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

2.22 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

2.23 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

2.24 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

2. **Significant accounting policies** (continued)

2.24 **Currency translation** (continued)

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement within "Finance expenses". All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within "Other losses - net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities are translated at the closing exchange rates at the reporting date;

(ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the date of the transactions); and

2. Significant accounting policies (continued)

2.24 Currency translation (continued)

(c) Translation of Group entities' financial statements (continued)

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2.25 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the senior management whose members are responsible for allocating resources and assessing performance of the operating segments.

2.26 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are presented as current borrowings on the balance sheet. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.27 Share capital, treasury shares and share issuance expenses

Proceeds from issuance of ordinary shares are classified as equity.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained profits of the Company if the shares are purchased out of earnings of the Company.

Costs directly attributable to the issuance of new shares are deducted against the share capital.

2. **Significant accounting policies** (continued)

2.28 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payments.

2.29 Assets held for sale

Non-current assets are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use, except for investment properties. Investment properties classified as assets held-for-sale are measured at fair value. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss, except for investment properties classified as held-for-sale which are measured at fair value.

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Valuation of investment properties

As at 31 December 2020, the carrying value of the Group's investment properties of $1,307,770,000 (2019: $1,275,879,000) accounted for 85% (2019: 86%) of the Group's total assets. The Group, with reliance on independent professional valuers, applies estimates, assumptions and judgements in the determination of fair values for investment properties. The valuation forms the basis for the carrying amounts of the investment properties held directly by the Group in the consolidated financial statements. There is significant judgement in determining the key inputs used in the valuation. These key inputs include discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre, and are dependent on the nature of each investment property and the prevailing market conditions. The key unobservable inputs used to determine the fair value of the investment properties are disclosed in Note 22.

3. Critical accounting estimates, assumptions and judgements (continued)

Valuation of investment properties (continued)

In addition, the investment properties held by the Group's associated companies and joint venture affect the carrying value of the Group's investment in associated companies and joint venture. As at 31 December 2020, the carrying value of the Group's investment in associated companies and joint venture accounted for using the equity method of accounting amounted to $111,462,000 (2019: $108,918,000) (Note 19) and $4,758,000 (2019: $4,819,000) (Note 20) respectively, and are affected by the significant estimates and assumptions in the determination of the fair value of its investment properties held by the associated companies (Note 19) and joint venture (Note 20). The independent professional valuers have derived the fair value of these investment properties using income capitalisation method and the key unobservable inputs used in the valuation are the rental rate and capitalisation rate. The sensitivity of the changes in fair values of the investment properties to the carrying value of the associated companies and joint venture are disclosed in Note 19 and Note 20 respectively.

4. Revenue

	Group	
	2020	2019
	$'000	$'000
Rental income from investment properties (Note 22)	**117,331**	124,940
Revenue from contracts with customers (IFRS 15)		
Other revenue from accommodation business	**5,135**	5,080
Sale of optical storage media	**958**	1,177
Management services	**4,931**	2,156
	11,024	8,413
	128,355	133,353

Revenue from sale of optical storage media and other revenue from accommodation business are recognised at a point in time.

Revenue from management services is recognised over time.

5. Cost of sales and expenses

	Group	
	2020	2019
	$'000	$'000
Purchase of raw materials and consumables	**431**	234
Changes in inventories	**(21)**	44
Depreciation of property, plant and equipment (Note 23)	**3,313**	3,113
Property tax	**4,919**	4,977
Employee compensation (Note 9)	**23,546**	21,214
Rental expense [(a)]	**742**	2,534
Utilities	**7,116**	7,933
Repairs and maintenance	**2,737**	4,030
Insurance	**917**	703
Security and card system expenses	**3,107**	1,969
Legal and professional fees	**2,895**	2,803
Transportation expenses	**391**	1,279
Advertising and promotion expenses	**910**	1,517
Fees on audit services paid/payable to:		
- auditor of the Company	**338**	347
- other member firms of PricewaterhouseCoopers International Limited	**194**	141
- other auditors	**48**	55
Fees on non-audit services paid/payable to:		
- auditor of the Company	**95**	76
- other member firms of PricewaterhouseCoopers International Limited	**26**	663
Others	**9,522**	7,866
Total cost of sales, distribution and administrative expenses	**61,226**	61,498

(a) Included within rental expense are COVID-19 related rent concessions received from lessors of $332,000 to which the Group applied the practical expedient as disclosed in Note 2.2.

6. Other income

	Group 2020 $'000	Group 2019 $'000
Interest income		
- Financial assets measured at amortised cost	**383**	645
- Debt investments measured at FVOCI	**492**	492
	875	1,137
Government grant income [(a), (c)]	**8,941**	107
Less: Government grant expense – rent concessions [(b)]	**(1,119)**	-
	7,822	107
Others	**251**	-
	8,948	1,244

(a) Included in government grant income are grants which the Group has received amounting to $8,834,000 (2019: $nil) from the local governments where the Group operates, as part of the relief measures to help businesses deal with the impact from COVID-19. The government grant income mainly includes:

(i) Property tax rebates, rental relief and cash grant amounting to $5,813,000 to help businesses deal with the impact from COVID-19.

(ii) Grant income of $2,607,000 was recognised during the financial year under the various governments' Jobs Support, Job Keeper and Job Retention Schemes. These are temporary schemes to help enterprises retain jobs.

(b) Government grant expense relates to the property tax rebates received that were transferred to tenants in the form of rent rebates during the financial year and rental waivers provided to eligible tenants as part of the qualifying conditions of the cash grant.

The Group has passed on $1,119,000 as part of its obligations to pass on the benefits of property tax rebates to its tenants and its obligations to waive up to two months of rental to eligible tenants (Note 6(b)).

In addition to the rent concessions, the Group has voluntarily waived an additional $3,589,000 contractually past due rent to assist tenants whose operations were adversely impacted by COVID-19. This is presented as "loss on derecognition of financial assets" (Note 7(a)).

The total rent concessions and waivers amounted to $4,708,000.

(c) For the current financial year, "Government grant income" has been presented within "Other income" instead of "Other losses – net" (Note 7). Accordingly, the comparatives have been restated for consistency purpose.

7. Other losses - net

	Group	
	2020	2019
	$'000	$'000
Currency exchange gain/(loss) – net	**122**	(38)
Loss on derecognition of financial assets [(a)]	**(3,589)**	-
Net loss on disposal of plant and equipment	**(9)**	(68)
Loss on disposal of assets held for sale	**(97)**	-
Gain on disposal of a subsidiary (Note 21(c))	**1,398**	142
Financial assets at FVOCI		
- reclassification from other comprehensive income on disposal (Note 33(b)(i))	**(77)**	(171)
Fair value loss on financial assets at fair value through profit or loss (Note 18)	**(132)**	(230)
Impairment loss of plant and equipment (Note 23)	**(508)**	-
Allowance for impairment of trade and other receivables [(b)]	**(1,300)**	(177)
Others	**-**	148
	(4,192)	(394)

(a) During the financial year, the Group voluntarily waived $3,589,000 of contractually past due rent, resulting in a derecognition of operating lease receivables to assist tenants whose operations were adversely impacted by the COVID-19 pandemic.

(b) For the current financial year, "Allowance for impairment of trade and other receivables" has been presented within "Other losses – net" instead of "Administrative expenses" (Note 5). Accordingly, the comparatives have been restated for consistency purpose.

8. Finance expenses

	Group	
	2020	2019
	$'000	$'000
Interest expense:		
- bank borrowings and notes payables	**18,173**	25,721
- lease liabilities	**2,440**	1,609
- associated company	**826**	1,416
- non-controlling interest	**124**	215
Cash flow hedges, reclassified from hedging reserve (Note 33(b)(ii))	**1,762**	144
Less: Borrowing costs capitalised in investment properties	**(6)**	(346)
Finance expenses recognised in profit or loss	**23,319**	28,759

9. Employee compensation – including directors' remunerations

(a) Employee benefit expenses during the years are as follows:

	Group 2020 $'000	Group 2019 $'000
Wages, salaries and other benefits	**21,653**	19,473
Employer's contribution to defined contribution plans, including Central Provident Fund	**1,893**	1,741
Total employee compensation (Note 5)	**23,546**	21,214

(b) Directors' and chief executive officer's remunerations

The remuneration of every director and the chief executive officer for the year ended 31 December 2020 is set out below:

Name of director	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employer's contribution to defined contribution plans	Other benefits	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Executive directors						
Wong Kok Hoe	9	429	315	13	16	782
Teo Peng Kwang	9	361	309	10	14	703
	18	790	624	23	30	1,485
Non-executive directors						
Han Seng Juan	58	-	-	-	-	58
Loh Kim Kang David	58	-	-	-	-	58
	116	-	-	-	-	116
Independent non-executive directors						
Chandra Mohan s/o Rethnam	73	-	-	-	-	73
Gn Hiang Meng	92	-	-	-	-	92
Owi Kek Hean	70	-	-	-	-	70
Tan Poh Hong	55	-	-	-	-	55
Lee Wei Loon	48	-	-	-	-	48
	338	-	-	-	-	338
Chief executive officer						
Kong Chee Min	-	398	312	16	15	741
	-	398	312	16	15	741
	472	1,188	936	39	45	2,680

9. Employee compensation – including directors' remunerations (continued)

(b) Directors' and chief executive officer's remunerations (continued)

The remuneration of every director and the chief executive officer for the year ended 31 December 2019 is set out below:

Name of director	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employer's contribution to defined contribution plans	Other benefits	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Executive directors						
Wong Kok Hoe[(i)]	85	67	43	2	10	207
Teo Peng Kwang	10	406	472	13	32	933
	95	473	515	15	42	1,140
Non-executive directors						
Han Seng Juan[(ii)]	46	-	-	-	-	46
Loh Kim Kang David[(ii)]	46	-	-	-	-	46
	92	-	-	-	-	92
Independent non-executive directors						
Chandra Mohan s/o Rethnam	81	-	-	-	-	81
Gn Hiang Meng	103	-	-	-	-	103
Owi Kek Hean	78	-	-	-	-	78
Tan Poh Hong	61	-	-	-	-	61
Lee Wei Loon[(iii)]	6	-	-	-	-	6
	329	-	-	-	-	329
Chief executive officer						
Kong Chee Min	-	450	369	17	25	861
	-	450	369	17	25	861
	516	923	884	32	67	2,422

Notes:
(i) Re-designated from Non-Executive Director to Executive Director and appointed Deputy Chaiman of the Board on 13 November 2019. Ceased as Chairman of the Board and a member of the Remuneration Committee on 13 November 2019.
(ii) Appointed Joint Chairmen of the Board on 13 November 2019.
(iii) Appointed a Director and a member of the Remuneration Committee on 13 November 2019.

(i) Directors' and chief executive officer's salaries, allowances, discretionary bonuses and other benefits

The executive directors' and chief executive officer's emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

The non-executive director's and independent non-executive directors' emoluments shown above were paid for their services as directors of the Company.

The discretionary bonuses are annual performance bonus tied to individual performance as well as the Group's performance, taking into account the strategic objectives of the Company.

9. Employee compensation – including directors' remunerations (continued)

(b) Directors' and chief executive officer's remunerations (continued)

(ii) Directors' retirement benefits

Save as disclosed above, no retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking during the current and prior financial years.

(iii) Directors' termination benefits

No payment was made to directors as compensation for the early termination of the appointment during the current and prior financial years.

(iv) Consideration provided to third parties for making available directors' services

No payment was made to the former employer of directors for making available the services of them as a director of the Company during the current and prior financial years.

(v) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There are no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the current and prior financial years.

(vi) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the current and prior financial years.

9. Employee compensation – including directors' remunerations (continued)

(c) Five highest paid individuals

The five individuals (including one director (2019: one)) whose remunerations were the highest in the Company are reflected in the analysis presented below.

	Group 2020 $'000	Group 2019 $'000
Wages, salaries and allowances	**2,948**	3,079
Retirement benefits costs		
- defined contributions plans	**87**	86
	3,035	3,165

The remunerations of above individuals are within the following bands:

Remunerations band	Number of individuals 2020	Number of individuals 2019
HK$1,500,001 – HK$2,000,000	**-**	-
HK$2,000,001 – HK$2,500,000	**2**	1
HK$2,500,001 – HK$3,000,000	**-**	2
HK$3,500,001 – HK$4,000,000	**1**	-
HK$4,000,001 – HK$4,500,000	**2**	-
HK$4,500,001 – HK$5,000,000	**-**	1
HK$5,000,001 – HK$5,500,000	**-**	1

10. Income taxes

(a) Income tax expense

	Group 2020 $'000	Group 2019 $'000
Tax expense attributable to the profit is made up of:		
- Profit for the financial year		
Current income tax		
- Singapore	**5,802**	4,968
- Foreign	**1,782**	1,297
	7,584	6,265
Deferred income tax (Note 31)	**(543)**	1,723
	7,041	7,988
- (Over)/under provision in prior financial years		
Current income tax	**(193)**	(818)
Deferred income tax (Note 31)	**185**	43
	7,033	7,213

10. **Income taxes** (continued)

(a) Income tax expense (continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	Group	
	2020	2019
	$'000	$'000
Profit before tax	**25,744**	111,001
Share of profit of associated companies and joint venture, net of tax	**(4,819)**	(789)
Profit before tax and share of profit of associated companies and joint venture	**20,925**	110,212
Tax calculated at a tax rate of 17% (2019: 17%)	**3,557**	18,736
Effects of:		
- different tax rates in other countries	**945**	591
- different tax rates arising on capital gains from investment properties	**(1,212)**	(269)
- statutory stepped income exemption	**(145)**	(106)
- expenses not deductible for tax purposes	**6,557**	3,991
- income not subject to tax	**(2,763)**	(14,100)
- utilisation of previously unrecognised tax losses	**(289)**	(497)
- utilisation of previously unrecognised capital allowances	**(13)**	(1,407)
- unrecognised deferred tax assets	**210**	743
- over provision of tax in prior years	**(8)**	(775)
- others	**194**	306
Tax charge	**7,033**	7,213

In the previous financial year, management has reassessed the qualifying expenditure on an investment property through a capital allowance maximisation study. Capital allowances of approximately $7,260,000 pertaining to prior years' capital expenditure were claimed in 2019.

(b) Movements in current income tax liabilities/(recoverable)

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Beginning of financial year	**6,413**	8,018	**896**	895
Currency translation differences	**69**	(13)	**-**	-
Income tax paid – net	**(5,032)**	(7,039)	**-**	-
Tax expense	**7,584**	6,265	**120**	153
Over provision in prior financial years	**(193)**	(818)	**(263)**	(152)
End of financial year	**8,841**	6,413	**753**	896

10. Income taxes (continued)

(b) Movements in current income tax liabilities/(recoverable) (continued)

The current income tax account comprises the following:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Current income tax recoverable (Included in Other assets - Note 15)	**(816)**	(679)	**-**	-
Current income tax liabilities	**9,657**	7,092	**753**	896
	8,841	6,413	**753**	896

(c) There is no tax charge relating to each component of other comprehensive income.

11. Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	2020	2019
Net profit attributable to equity holders of the Company ($'000)	**17,171**	99,951
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	**840,779**	840,779
Basic earnings per share (cents)	**2.04**	11.89

(b) Diluted earnings per share

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding were adjusted for the effects of all dilutive potential ordinary shares.

As at 31 December 2020 and 2019, the basic and diluted earnings per share are the same, as the Company has no dilutive potential ordinary shares.

12. Cash and bank balances

	Group 2020 $'000	Group 2019 $'000	Company 2020 $'000	Company 2019 $'000
Cash at bank and on hand	**39,460**	23,977	**3,173**	605
Short-term bank deposits	**44,408**	24,611	**25,074**	14,298
	83,868	48,588	**28,247**	14,903

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

	Group 2020 $'000	Group 2019 $'000
Cash and bank balances (as above)	**83,868**	48,588
Less: Short-term bank deposits charged as security to bank	**-**	(1,255)
Less: Bank overdrafts (Note 28)	**-**	(955)
Cash and cash equivalents per consolidated statement of cash flows	**83,868**	46,378

As at 31 December 2020, short-term bank deposits of the Group amounting to $nil (2019: $1,255,000) were charged as security to a bank as a guarantee in relation to a bank facility for purchase of an investment property.

The reconciliation of liabilities arising from financing activities as at 31 December 2019 and 31 December 2020 are as follows:

	1 January 2020 $'000	Cash flows $'000	Non-cash items $'000	Interest expense $'000	Currency translation differences $'000	31 December 2020 $'000
Bank borrowings (Note 28)	627,648	3,434	-	16	6,414	637,512
Notes payables (Note 28)	59,578	6,685	-	459	-	66,722
Lease liabilities (Note 29)	66,910	(9,897)	35,453	2,440	179	95,085
Loan from non-controlling interests (Note 28)	7,150	103	-	-	1	7,254
Loan from associated company (Note 28)	42,328	-	-	-	-	42,328
Interest payable (Note 28)	1,380	(3,828)	-	3,298	-	850
Derivative financial instruments (Note 30)	1,638	(1,762)	5,017	1,762	-	6,655
Accrued interest expense	624	(15,439)	-	15,344	-	529
	807,256	(20,704)	40,470	23,319	6,594	856,935

12. Cash and bank balances (continued)

	1 January 2019 $'000	Cash flows $'000	Non-cash items $'000	Interest expense $'000	Currency translation differences $'000	31 December 2019 $'000
Bank borrowings (Note 28)	603,040	22,754	-	16	1,838	627,648
Notes payables (Note 28)	84,712	(25,593)	-	459	-	59,578
Lease liabilities (Note 29)	40,857	(5,931)	30,290	1,609	85	66,910
Loan from non-controlling interests (Note 28)	6,517	628	-	-	5	7,150
Loan from associated company (Note 28)	43,189	(861)	-	-	-	42,328
Interest payable (Note 28)	939	(2,585)	-	3,026	-	1,380
Derivative financial instruments (Note 30)	-	(144)	1,638	144	-	1,638
Accrued interest expense	591	(23,472)	-	23,505	-	624
	779,845	(35,204)	31,928	28,759	1,928	807,256

13. Trade and other receivables

(a) Current

	Group		Company	
	2020 $'000	2019 $'000	**2020 $'000**	2019 $'000
Trade receivables – non-related parties	**6,867**	4,192	**1**	28
Less: Allowance for impairment	**(1,748)**	(883)	**-**	-
	5,119	3,309	**1**	28
Receivables from subsidiaries				
- trade	**-**	-	**7,483**	10,840
- non-trade	**-**	-	**8,812**	10,089
Receivables from associated companies				
- trade	**490**	1,252	**-**	-
- non-trade	**1,588**	1,695	**8**	18
	2,078	2,947	**16,303**	20,947
Less: Allowance for impairment	**-**	-	**-**	(78)
	2,078	2,947	**16,303**	20,869
Other receivables [(a)]	**3,385**	1,804	**208**	211
Government grant receivable	**1,105**	-	**77**	-
Finance lease receivables	**-**	-	**125**	121
	11,687	8,060	**16,714**	21,229

(a) Included within other receivables is the remaining proceeds to be received from the custodian account for the disposal of asset held for sale amounting to $755,000 (2019: $nil).

The non-trade receivables from subsidiaries and associated companies are unsecured, interest-free and repayable on demand.

13. Trade and other receivables (continued)

(a) Current (continued)

The majority of the Group's sales are on cash terms. The remaining amounts are with credit terms of 30 to 60 days. At 31 December 2019 and 2020, the ageing analysis of the trade receivables based on invoice date is as follows:

	Group	
	2020	2019
	$'000	$'000
Up to 3 months	**5,164**	3,057
3 to 6 months	**1,104**	446
Over 6 months	**599**	689
	6,867	4,192

(b) Non-current

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Loans to subsidiaries	-	-	**378,388**	381,762
Less: Allowance for impairment	-	-	**(5,819)**	(9,666)
	-	-	**372,569**	372,096
Finance lease receivables	-	-	**108**	233
	-	-	**372,677**	372,329

The loans to subsidiaries are unsecured with no fixed terms of repayment and are not expected to be repaid within the next twelve months. Included in the loans to subsidiaries is an amount of $79,040,000 (2019: $75,680,000) which bears interest at 5.5% (2019: 5.5%) per annum and $6,630,000 (2019: $6,630,000) which bears floating interest rates.

14. Inventories

	Group	
	2020	2019
	$'000	$'000
Finished goods	**11**	13
Raw materials	**54**	31
	65	44

The cost of inventories recognised as expense and included in "cost of sales" amounted to $410,000 (2019: $278,000).

15. Other assets

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Current				
Deposits	**2,544**	5,185	**67**	67
Prepayments	**1,875**	742	**83**	54
Tax recoverable (Note 10(b))	**816**	679	**-**	-
Others	**72**	142	**-**	115
	5,307	6,748	**150**	236
Non-current				
Deposits	**985**	985	**130**	130
Others	**37**	9	**-**	-
	1,022	994	**130**	130

At the balance sheet date, the carrying amounts of the non-current deposits approximate their fair values.

16. Financial assets, at fair value through other comprehensive income

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Beginning of financial year	**9,165**	9,322	**9,165**	9,322
Currency translation differences	**(36)**	(43)	**(36)**	(43)
Addition	**2,250**	-	**2,250**	-
Disposal	**(4,000)**	(500)	**(4,000)**	(500)
Fair value (losses)/gains recognised in other comprehensive income (Note 33(b)(i))	**(600)**	386	**(600)**	386
End of financial year	**6,779**	9,165	**6,779**	9,165

Financial assets, at fair value through other comprehensive income are analysed as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Listed debt securities – Singapore	**6,779**	9,165	**6,779**	9,165

Financial assets, at fair value through other comprehensive income were classified as current assets as management intends to hold these assets for contractual cash flows and dispose these assets as and when they are needed for working capital.

17. Assets held for sale

	Group 2020 $'000	Group 2019 $'000
Details of the assets classified as held for sale are as follows:		
Beginning of financial year	**5,447**	5,586
Currency translation differences	**(32)**	87
Disposal	**(4,123)**	-
Net fair value loss recognised in profit or loss	**-**	(226)
	1,292	5,447

Assets held for sale as at 31 December 2020 comprise the following:

Location	Description	Existing use	Tenure	Unexpired term of lease	Previous classification
Indonesia MM 2100 Industrial Town Jl. Bali Blok HI-1 Cibitung Bekasi 17520	Factory compound	Industrial factory building	Leasehold	4 years	Property, plant and equipment
Indonesia Royal Palace Shophouse Complex, Block C No.15, Jl. Prof. Dr. Seopomo SH No.178A, Tebet, South Jakarta	A 4-storey shophouse	Office	Leasehold	0.5 year	Property, plant and equipment

Details of assets held-for-sale that were disposed of to third parties in the current financial year are as follows:

Location	Description	Existing use	Tenure	Unexpired term of lease	Previous classification
Desa Cemerlang, Lot 2152, Batu 13 ¼, Jalan Sungai Tiram 81800 Ulu Tiram Johor, Malaysia	9 blocks of workers dormitory	Commercial dormitory	Freehold	-	Investment Property
Beechwood House, 9-11 Ladybarn Lane, Fallowfield, Manchester M14 6NQ, United Kingdom	2 apartment blocks consisting of 11 flats with 37 beds	Student accommodation	Leasehold	114 years	Investment Property

Arising from the disposal, the Group recorded a loss on disposal of $97,000 (Note 7).

17. **Assets held for sale** (continued)

Included in assets held for sale as at 31 December 2019 were assets previously classified as investment properties amounting to $4,138,000 which were stated at fair value based on independent valuation. Fair value loss of $226,000 were recognised in the profit or loss in the prior financial year.

The fair value measurement for assets held for sale has been categorised within Level 3 fair value hierarchy based on the inputs to the valuation techniques (Note 22).

Assets held for sale pledged as security for bank facilities extended to subsidiaries (Note 28(a)) amounted to $nil (2019: $2,656,000).

18. Financial assets, at fair value through profit or loss

	Group	
	2020	2019
	$'000	$'000
Beginning of financial year	**156**	383
Currency translation differences	**-**	3
Fair value loss recognised in profit or loss (Note 7)	**(132)**	(230)
End of financial year	**24**	156

Financial assets, at fair value through profit or loss are analysed as follows:

	Group	
	2020	2019
	$'000	$'000
Designated at fair value on initial recognition		
- Unquoted equity investment – Singapore (Note (a))	**24**	49
- Rental guarantee from acquisition of student accommodation asset – United Kingdom (Note (b))	**-**	107

(a) As at 31 December 2020 and 2019, the fair value of unquoted equity investment is estimated by making reference to the Group's share in the attributable net assets of the investee company as reflected in their latest available financial information. The attributable net assets of the investee company comprise mainly of real estate properties, and are adjusted where applicable, for independent valuations of the real estate properties held by the investee company as at balance sheet date.

(b) As at 31 December 2019, the fair value of rental guarantee was derived from independent valuation report obtained. During the current financial year, the rental guarantee has expired.

19. Investments in associated companies

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Equity investment, at cost			**1,668**	1,668
Less: Accumulated impairment			**(370)**	(370)
			1,298	1,298
Beginning of financial year	**108,918**	116,699		
Currency translation differences	**(293)**	(419)		
Share of fair value losses from cash flow hedges (Note 33(b)(ii))	**(29)**	(36)		
Share of profit	**4,985**	427		
Dividends received	**(2,166)**	(7,817)		
Share of loss in excess of investment in an associated company	**47**	64		
End of financial year	**111,462**	108,918		

(a) There are no contingent liabilities relating to the Group's interest in the associated companies.

(b) The following table summarises, in aggregate, the Group's share of profit and other comprehensive income of the Group's individually immaterial associates accounted for using the equity method:

	2020	2019
	$'000	$'000
Profit/(loss) after tax	**95**	(110)
Other comprehensive income	**52**	32
Total comprehensive income/(loss)	**147**	(78)

19. Investments in associated companies (continued)

(c) Set out below are the associated companies of the Group as at 31 December 2020, which in the opinion of the directors, are not material to the Group. The associated companies as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group, the country of incorporation is also their principal place of business.

Name of entity	Principal activities	Place of business/ country of incorporation	% of ownership interest 2020 %	2019 %
Held directly by the Company				
Sherford (M) Sdn Bhd[a]	Property investment	Malaysia	**25.0**	25.0
Held by subsidiaries				
Oriental Amber Sdn Bhd[b],[e]	Property investment and provision of dormitory accommodation, management and services	Malaysia	**49.0**	49.0
Centurion Student Accommodation Fund[c],[f],[g]	Investment holding	Singapore	**14.3**	14.3
Held by Centurion Student Accommodation Fund				
Centurion Accommodation (I) Holdings Pte. Ltd.[c],[g]	Investment holding	Singapore	**14.3**	14.3
Held by Centurion Accommodation (I) Holdings Pte. Ltd.				
Centurion Investments (JS IX) Ltd[d],[g]	Property investment and provision of student accommodation	Jersey	**14.3**	14.3

[a] Audited by Grant Thornton MSW.
[b] Audited by PricewaterhouseCoopers PLT, Malaysia.
[c] Audited by PricewaterhouseCoopers LLP, Singapore.
[d] Audited by PricewaterhouseCoopers LLP, United Kingdom.
[e] Holdings through Centurion Dormitories Sdn Bhd.
[f] Holdings through Centurion Overseas Investments Pte. Ltd.
[g] Collectively known as Centurion Student Accommodation Fund Group.

19. Investments in associated companies (continued)

(d) Set out below are the associated companies of the Group as at 31 December 2020, which in the opinion of the directors, are material to the Group. The associated companies as listed below have share capital consisting solely of ordinary shares which are held directly by the Group. The country of incorporation is also their principal place of business.

Name of entity	Principal activities	Place of business/ country of incorporation	% of ownership interest 2020 %	2019 %
Held by subsidiary				
Lian Beng-Centurion (Mandai) Pte. Ltd.[(a),(c)]	Owner of a workers' dormitory and investment holding	Singapore	**45.0**	45.0
Held by Lian Beng-Centurion (Mandai) Pte Ltd				
Lian Beng-Centurion (Dormitory) Pte. Ltd.[(a)]	Provision of dormitory accommodation services	Singapore	**45.0**	45.0
Held by subsidiary				
Centurion US Student Housing Fund[(b),(d),(e)]	Investment holding	Singapore	**28.7**	28.7
Held by Centurion US Student Housing Fund				
Centurion US Student Accommodation Holdings Pte. Ltd.[(b),(e)]	Investment holding	Singapore	**28.7**	28.7
Held by Centurion US Student Accommodation Holdings Pte. Ltd.				
Centurion US Student Accommodation Inc.[(b),(e)]	Investment holding	United States of America	**28.7**	28.7

(a) Audited by Ernst and Young LLP, Singapore.
(b) Audited by PricewaterhouseCoopers LLP, Singapore.
(c) Holdings through Centurion Dormitories Pte. Ltd.
(d) Holdings through Centurion Overseas Investments Pte. Ltd.
(e) Collectively known as Centurion US Student Housing Fund Group.

19. Investments in associated companies (continued)

Summarised financial information for associated companies

Set out below is the summarised financial information for the material associated companies held by the Group.

Summarised balance sheet

	Centurion US Student Housing Fund Group		**Lian Beng-Centurion (Mandai) Pte Ltd[1]**		**Lian Beng-Centurion (Dormitory) Pte Ltd[1]**	
	As at 31 December		As at 31 December		As at 31 December	
	2020	2019	**2020**	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000	**$'000**	$'000
ASSETS						
Current assets	**6,233**	3,144	**6,223**	6,479	**17,736**	13,780
Non-current assets	**97,703**	100,155	**307,327**	310,527	**196**	213
Includes:						
- Investment properties	**-**	-	**265,000**	268,200	**-**	-
- Financial assets, at fair value through profit or loss	**41,818**	43,648	**-**	-	**-**	-
LIABILITIES						
Current liabilities	**(412)**	(1,215)	**(5,121)**	(8,924)	**(6,492)**	(7,017)
Non-current liabilities	**-**	-	**(143,888)**	(143,377)	**(24)**	(26)
NET ASSETS	**103,524**	102,084	**164,541**	164,705	**11,416**	6,950

[1] Lian Beng-Centurion (Dormitory) Pte Ltd is a wholly owned subsidiary of Lian Beng-Centurion (Mandai) Pte Ltd. As no consolidation is prepared for Lian Beng-Centurion (Mandai) Pte Ltd and its subsidiary, the Group has presented the standalone financial information for these two companies instead.

If the actual fair values of the investment properties held by the material associates increase/decrease by 3% (2019: 3%), the share of profit and net assets attributable to the Group, taking into account tax impact, will increase/decrease by $3,578,000 (2019: $3,621,000).

19. **Investments in associated companies** (continued)

Summarised financial information for associated companies (continued)

Summarised statement of comprehensive income

	Centurion US Student Housing Fund Group		Lian Beng-Centurion (Mandai) Pte Ltd[1]		Lian Beng-Centurion (Dormitory) Pte Ltd	
	As at 31 December		As at 31 December		As at 31 December	
	2020	2019	**2020**	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000	**$'000**	$'000
Revenue	-	-	-	-	**21,542**	23,222
Profit/(loss) before tax	**2,741**	(16,324)	**4,973**	11,839	**12,621**	15,098
- Income tax expense	-	(175)	**(323)**	(28)	**(2,327)**	(2,523)
Other comprehensive loss	**(1,301)**	(1,695)	-	-	-	-
Total comprehensive income/(loss)	**1,440**	(18,194)	**4,650**	11,811	**10,294**	12,575

[1] Lian Beng-Centurion (Mandai) Pte Ltd's total comprehensive income of $4,650,000 (2019: $11,811,000) includes dividend income of $5,828,000 (2019: $12,656,000) received from its wholly owned subsidiary Lian Beng-Centurion (Dormitory) Pte Ltd during the financial year.

The information above reflects the amounts included in the financial statements of the associated companies (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and the associated companies.

19. Investments in associated companies (continued)

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in the associated companies is as follows:

	Centurion US Student Housing Fund Group		Lian Beng-Centurion (Mandai) Pte Ltd		Lian Beng-Centurion (Dormitory) Pte Ltd		Total	
	As at 31 December		As at 31 December		As at 31 December		As at 31 December	
	2020	2019	**2020**	2019	**2020**	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000
Net assets								
At 1 January	**102,084**	127,661	**164,705**	165,550	**6,950**	7,031		
Profit/(loss) for the year	**2,741**	(16,499)	**4,650**	11,811	**10,294**	12,575		
Other comprehensive loss	**(1,301)**	(1,695)	**-**	-	**-**	-		
Dividends paid	**-**	(7,383)	**(4,814)**	(12,656)	**(5,828)**	(12,656)		
Net assets at 31 December	**103,524**	102,084	**164,541**	164,705	**11,416**	6,950		
Interest in the associated companies (28.7%; 45%; 45%)	**29,756**	29,339	**74,043**	74,117	**5,137**	3,128	**108,936**	106,584
Add:								
Carrying value of individually immaterial associated companies, in aggregate							**2,526**	2,334
Carrying value of Group's interest in associated companies							**111,462**	108,918
Dividends received from associated companies	**NA**	2,122	**2,166**	5,695	**NA**	NA	**2,166**	7,817

20. Investment in a joint venture

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Equity investment, at cost			**-**	-
Beginning of financial year	**4,819**	4,604		
Currency translation differences	**105**	(147)		
Share of (loss)/profit	**(166)**	362		
End of financial year	**4,758**	4,819		

Set out below is the joint venture of the Group as at 31 December 2020:

Name of entity	Principal activity	Place of business/ country of incorporation	% of ownership interest 2020 %	2019 %
Held by subsidiary				
IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC [(a),(b)]	Property investment	South Korea	**55.0**	55.0

[(a)] Holdings through Centurion Overseas Investments Pte. Ltd.
[(b)] Audited by Ejung-Gyul Accounting Corporation, Korea.

There are no contingent liabilities relating to the Group's interest in the joint venture.

20. Investment in a joint venture (continued)

Summarised financial information for joint venture

Set out below is the summarised financial information for IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC.

Summarised balance sheet

	IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC As at 31 December	
	2020	2019
	$'000	$'000
ASSETS		
Current assets	**395**	686
Includes:		
- Cash and cash equivalents	**386**	619
Non-current assets	**21,992**	21,585
Includes:		
- Investment property	**21,992**	21,585
LIABILITIES		
Current liabilities	**(303)**	(396)
Includes:		
- Derivative financial instruments	**(173)**	(167)
Non-current liabilities	**(13,433)**	(13,113)
Includes:		
- Borrowings	**(13,433)**	(13,113)
NET ASSETS	**8,651**	8,762

If the actual fair value of the investment property held by the joint venture increase/decrease by 3% (2019: 3%), the share of profit and net assets attributable to the Group, taking into account tax impact, will increase/decrease by $363,000 (2019: $353,000).

20. Investment in a joint venture (continued)

Summarised financial information for joint venture (continued)

Summarised statement of comprehensive income

	IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC As at 31 December	
	2020	2019
	$'000	$'000
Revenue	**536**	763
Interest income	**-**	38
Expenses		
Includes:		
- Interest expense	**(376)**	(554)
(Loss)/profit before tax	**(298)**	657
- Income tax expense	(4)	-
(Loss)/profit after tax	**(302)**	657
Other comprehensive profit/(loss)	**191**	(266)
Total (loss)/profit after tax and total comprehensive (loss)/income	**(111)**	391

The information above reflects the amounts presented in the financial statements of the joint venture (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and the joint venture.

Reconciliation of the summarised financial information presented to the carrying amount of the Group's interest in joint venture, is as follows

	IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC As at 31 December	
	2020	2019
	$'000	$'000
Net assets		
As at 1 January	**8,762**	8,371
(Loss)/profit for the year	**(302)**	657
Other comprehensive income/(loss)	**191**	(266)
Net assets at 31 December	**8,651**	8,762
Interest in the joint venture (55%)	**4,758**	4,819

21. Investments in subsidiaries

	Company 2020 $'000	Company 2019 $'000
Equity investment, at cost	**26,194**	26,193
Less: Accumulated impairment	**(9,497)**	(9,548)
	16,697	16,645

(a) The carrying amount of investments in subsidiaries and the movement in the related allowance for impairment are as follows:

	Company 2020 $'000	Company 2019 $'000
Beginning of financial year	**16,645**	16,703
Incorporation of a new subsidiary	**1**	-
Write-back/(impairment) of subsidiaries	**51**	(58)
End of financial year	**16,697**	16,645

(b) The Group had the following subsidiaries as at 31 December 2020 and 2019:

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company 2020 %	2019 %	Proportion of ordinary shares held by the Group 2020 %	2019 %	Proportion of ordinary shares held by non-controlling interests 2020 %	2019 %
Summit Creations Pte. Ltd. (formerly known as Summit CD Manufacture Pte Ltd)[(a)]	Manufacture and sale of optical discs and trading business	Singapore	SGD2,000,000	**100**	100	**100**	100	**-**	-
Summit Hi-Tech Pte Ltd[(b)]	Dormant	Singapore	SGD1,003,000	**100**	100	**100**	100	**-**	-
SM Summit Holdings Pte. Ltd.[(e)]	Investment holding	Singapore	SGD500,000	**100**	100	**100**	100	**-**	-
Advance Technology Investment Ltd[(b),(f)]	Investment holding	Hong Kong	HKD100,000	**-**	-	**100**	100	**-**	-
Shanghai Huade Photoelectron Science & Technology Co. Ltd[(g)]	Dormant	People's Republic of China	CNY59,817,675	**-**	-	**-**	100	**-**	-
Summit Technology Australia Pty Ltd[(c)]	Dormant	Australia	AUD4,000,000	**100**	100	**100**	100	**-**	-
Centurion Accommodation (Australia) Pty Ltd[(c),(h)]	Property investments	Australia	AUD2,000,000	**-**	-	**100**	100	**-**	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2020 and 2019: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company 2020 %	2019 %	Proportion of ordinary shares held by the Group 2020 %	2019 %	Proportion of ordinary shares held by non-controlling interests 2020 %	2019 %
Summit CD Manufacture (HK) Ltd[(b)]	Dormant	Hong Kong	HKD3,000,000	**100**	100	**100**	100	**-**	-
Gate Cosmos Investments Ltd[(b)]	Investment holding	British Virgin Islands	SGD2	**100**	100	**100**	100	**-**	-
PT Digital Media Technology[(b),(i)]	Dormant	Indonesia	IDR10,005,000,000	**-**	-	**100**	100	**-**	-
Centurion Dormitories Pte. Ltd.[(a)]	Investment holding	Singapore	SGD2,000,000	**100**	100	**100**	100	**-**	-
Westlite Dormitory Management Pte. Ltd.[(a),(j)]	Provision of management services	Singapore	SGD4,000,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Toh Guan) Pte. Ltd.[(a),(j)]	Property investments and provision of dormitory accommodation services	Singapore	SGD2,000,000	**-**	-	**100**	100	**-**	-
Westlite Accommodation Management Pte.Ltd. (formerly known as Westlite Dormitory Investments Pte. Ltd.)[(a),(j)]	Investment holding	Singapore	SGD4,935,600	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Tuas) Pte. Ltd.[(a),(l)]	Dormant	Singapore	SGD1,000,000	**-**	-	**100**	100	**-**	-
Centurion Dormitories Holdings Pte. Ltd.[(a)]	Investment holding	Singapore	SGD100,000	**100**	100	**100**	100	**-**	-
Westlite Dormitory (Woodlands) Pte. Ltd.[(a),(k)]	Property investments and provision of dormitory accommodation services	Singapore	SGD1,000,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (V Two) Pte. Ltd.[(a),(k)]	Investment holding	Singapore	SGD110,000	**-**	-	**100**	100	**-**	-
PT Westlite Accommodation Cibitung[(b),(l)]	Property investments and provision of dormitory accommodation services	Indonesia	IDR5,000,000,000	**-**	-	**100**	100	**-**	-
Westlite Juniper (Mandai) Pte. Ltd.[(a),(k)]	Provision of dormitory accommodation services	Singapore	SGD800,000	**-**	-	**100**	100	**-**	-
Centurion Dormitory Venture Pte. Ltd.[(a)]	Investment holding	Singapore	SGD100,000	**100**	100	**100**	100	**-**	-
Centurion-Lian Beng (Papan) Pte. Ltd.[(a),(m)]	Property investments and provision of dormitory accommodation services	Singapore	SGD2,000,000	**-**	-	**51**	51	**49**	49

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2020 and 2019: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2020 %	2019 %	**2020** %	2019 %	**2020** %	2019 %
CSL Student Living (Selegie) Pte. Ltd.[(a),(k)]	Provision of student accommodation and services	Singapore	SGD500,000	-	-	**100**	100	-	-
WLC Facilities Services Pte. Ltd.[(a),(j)]	Provision of utilities and transportation services	Singapore	SGD300,000	-	-	**100**	100	-	-
Centurion Dormitories Sdn Bhd[(d),(j)]	Investment holding	Malaysia	MYR1,000,000	-	-	**100**	100	-	-
Westlite Dormitory Management Sdn Bhd[(d),(n)]	Provision of management services	Malaysia	MYR500,000	-	-	**100**	100	-	-
WLC Services Sdn. Bhd. (formerly known as WLC Management Services Sdn Bhd)[(d),(n)]	Cleaning and maintenance services	Malaysia	MYR100,000	-	-	**100**	100	-	-
Westlite Dormitory (Tebrau) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-
Westlite Dormitory (Cemerlang) Sdn Bhd[(d),(n)]	Dormant	Malaysia	MYR100,000	-	-	**100**	100	-	-
Centurion Overseas Ventures Ltd[(b),(o)]	Investment holding	Malaysia	AUD33,600,000	-	-	**100**	100	-	-
Westlite Dormitory (JB Techpark) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-
Westlite Dormitory (Tampoi) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-
Westlite Dormitory (Pasir Gudang) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-
Westlite Dormitory (PG II) Sdn Bhd[(d),(n)]	Dormant	Malaysia	MYR10	-	-	**100**	100	-	-
Westlite Dormitory (Senai) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2020 and 2019: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2020 %	2019 %	**2020** %	2019 %	**2020** %	2019 %
Westlite Dormitory (SN II) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-
Westlite Dormitory (Petaling Jaya) Sdn Bhd (formerly known as Westlite Dormitory (Penang Juru) Sdn Bhd)[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR1,000,000	-	-	**100**	100	-	-
Westlite Dormitory (Bukit Minyak) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	-	-	**100**	100	-	-
First Megalink Sdn Bhd[(d),(n)]	Dormant	Malaysia	MYR2	-	-	**100**	100	-	-
Centurion Overseas Investments Pte. Ltd.[(a)]	Investment holding	Singapore	SGD11,000,000	**100**	100	**100**	100	-	-
Centurion Melbourne Student Village Trust[(c),(p)]	Trust	Australia	AUD52,200,000	-	-	**100**	100	-	-
Centurion Melbourne Apartment Trust[(c),(p)]	Trust	Australia	AUD6,400,000	-	-	**100**	100	-	-
Centurion Australia Investments Pty Ltd[(b),(o)]	Trustees for 2 trusts in Australia	Australia	AUD10,000	-	-	**100**	100	-	-
Centurion Student Services Pty Ltd[(c),(o)]	Provide management services and student accommodation services	Australia	AUD100,000	-	-	**100**	100	-	-
Centurion Overseas Investments (II) Pte. Ltd.[(a),(o)]	Investment holding	Singapore	SGD100,000	-	-	**100**	100	-	-
Centurion SA Investments Pty Ltd[(b),(q)]	Provision of trustee services	Australia	AUD2	-	-	**100**	100	-	-
Centurion Investments (JS A) Ltd[(b),(q)]	Investment holding	Jersey	AUD19,500,000	-	-	**100**	100	-	-
Centurion Adelaide Student Village Trust[(c),(r)]	Trust	Australia	AUD22,550,000	-	-	**100**	100	-	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2020 and 2019: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2020 %	2019 %	**2020** %	2019 %	**2020** %	2019 %
Centurion Student Services (UK) Ltd[e],[o]	Provide management services and student accommodation services	United Kingdom	GBP100,000	-	-	**100**	100	-	-
Centurion Investments (JS) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP700,000	-	-	**100**	100	-	-
Centurion Investments (JS I) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP100,000	-	-	**100**	100	-	-
Centurion Investments (JS II) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP200,000	-	-	**100**	100	-	-
Centurion Investments (JS III) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP100,000	-	-	**100**	100	-	-
Centurion Investments (JS IV) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP100,000	-	-	**100**	100	-	-
Centurion Investments (JS V) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP100,000	-	-	**100**	100	-	-
Centurion Investments (JS VI) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP100,000	-	-	**100**	100	-	-
Centurion Investments (JS VII) Ltd[b],[o]	Property investments and provision of student accommodation	Jersey	GBP100,000	-	-	**100**	100	-	-
Centurion Accommodation Management Pte. Ltd.[a]	Business and management consultancy services and investment holding	Singapore	SGD1	**100**	100	**100**	100	-	-
Centurion Student Investment Management Pte. Ltd.[a],[s]	Fund management activities	Singapore	SGD1,000	-	-	**100**	100	-	-
Centurion Student Accommodation Trustee Pte. Ltd.[a],[s]	Provision of trustee services	Singapore	SGD1,000	-	-	**100**	100	-	-
Centurion Student ACM Trustee (I) Pte. Ltd.[a],[s]	Provision of trustee services	Singapore	SGD1,000	-	-	**100**	100	-	-
Dwell Student Living Korea Ltd[b],[s]	Provision of management and asset management services	South Korea	KRW10,000,000	-	-	**100**	100	-	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2020 and 2019: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2020 %	2019 %	**2020** %	2019 %	**2020** %	2019 %
Dwell US Student Living LLC[b,s]	Provision of management services and student accommodation services	United States of America	USD1,000	-	-	**100**	100	-	-
Dwell Adelaide Student Living Pty Ltd[c,s]	Provision of management services and student accommodation services	Australia	AUD1,000	-	-	**100**	100	-	-
CSL Student Living Benikea KP Ltd[b,o]	Provision of tourist and student accommodation services	South Korea	KRW10,000,000	-	-	**55**	55	**45**	45
Centurion Overseas Venture (HK) Limited[b,m]	Deregistered	Hong Kong	HKD10,000	-	-	-	100	-	-
Centurion Investments (BV) Ltd[b,o]	Property investment and provision of student accommodations	British Virgin Islands	GBP10,000	-	-	**100**	100	-	-
Westlite Dormitory (V Six) Pte. Ltd.[a,t]	Provision of management services	Singapore	SGD1,000	-	-	**100**	100	-	-
Westlite Dormitory (V Seven) Pte. Ltd.[a,j]	Dormant	Singapore	SGD1,000	-	-	**100**	-	-	-
Westlite Management Pte. Ltd.[b]	Investment holding	Singapore	SGD1,000	**100**	-	**100**	-	-	-

(a) Audited by PricewaterhouseCoopers LLP, Singapore
(b) Not required to be audited under the laws of the country of incorporation
(c) Audited by Crowe Horwath, Australia
(d) Audited by PricewaterhouseCoopers, Malaysia
(e) Audited by PricewaterhouseCoopers LLP, United Kingdom
(f) Holdings through SM Summit Holdings Pte Ltd
(g) Holdings through Advance Technology Investment Ltd
(h) Holdings through Summit Technology Australia Pty Ltd
(i) Holdings through Gate Cosmos Investments Ltd and SM Summit Holdings Pte. Ltd.
(j) Holdings through Centurion Dormitories Pte. Ltd.
(k) Holdings through Centurion Dormitories Holdings Pte. Ltd.
(l) Holdings through Westlite Dormitory (V Two) Pte. Ltd. and Gate Cosmos Investments Ltd
(m) Holdings through Centurion Dormitory Venture Pte. Ltd.
(n) Holdings through Centurion Dormitories Sdn Bhd
(o) Holdings through Centurion Overseas Investments Pte. Ltd.
(p) Holdings through Centurion Overseas Ventures Ltd
(q) Holdings through Centurion Overseas Investments (II) Pte. Ltd.
(r) Holdings through Centurion Overseas Investments (JS A) Ltd
(s) Holdings through Centurion Accommodation Management Pte. Ltd.
(t) Holdings through Westlite Management Pte. Ltd.
(u) In accordance to Rule 716 of The Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries, joint venture and associated companies would not compromise the standard and effectiveness of the audit of the Group.

21. Investments in subsidiaries (continued)

(c) Changes in the Group's ownership interest in subsidiaries

Disposal of a subsidiary

During the current financial year, the Group disposed of its 100% indirectly owned subsidiary, Shanghai Huade Photoelectron Science & Technology Co. Ltd to Shanghai Moreway Environmental Protection Material Technology Co., Ltd. The effects of the disposal on the cash flows of the Group were:

	Group $'000
Carrying amounts of assets and liabilities as at date of disposal:	
Trade and other receivables	16
Property, plant and equipment	9
Investment property (Note 22)	4,982
Total assets	5,007
Trade and other payables	11
Deferred income tax liabilities (Note 31)	633
Total liabilities	644
Net assets disposed of	4,363
Cash inflows arising from disposal:	
Net assets disposed of (as above)	4,363
Reclassification of currency translation reserve	67
Total assets	4,430
Gain on disposal (Note 7)	1,398
Purchase consideration, net of transaction costs	5,828
Less: Cash and cash equivalents in subsidiary disposed of	-
Net cash inflow on disposal	5,828

21. Investments in subsidiaries (continued)

(c) Changes in the Group's ownership interest in subsidiaries (continued)

During the current financial year, the Company's directly wholly owned subsidiary, Centurion Dormitories Pte. Ltd. has subscribed for an additional 1,000,000 shares of its wholly owned subsidiary, Westlite Dormitory (Toh Guan) Pte. Ltd. for a cash consideration of SGD1,000,000. After the subscription, the issued and paid-up share capital of Westlite Dormitory (Toh Guan) Pte. Ltd. has increased to SGD2,000,000.

The Company's directly wholly owned subsidiary, Centurion Dormitories Pte. Ltd. has subscribed for an additional 200,000 shares of its wholly owned subsidiary, WLC Facilities Services Pte. Ltd. for a cash consideration of SGD200,000. After the subscription, the issued and paid-up share capital of WLC Facilities Services Pte. Ltd. has increased to SGD300,000.

(d) Incorporation of subsidiaries

On 22 June 2020, the Group established a wholly owned subsidiary known as Westlite Dormitory (V Seven) Pte. Ltd. in Singapore through its wholly owned subsidiary, Centurion Dormitories Pte. Ltd. with an issued share capital of SGD1,000.

On 2 October 2020, the Company established a wholly owned subsidiary known as Westlite Management Pte. Ltd. in Singapore with an issued share capital of SGD1,000.

(e) Striking-off of subsidiaries

One indirectly wholly owned subsidiary, Centurion Overseas Venture (HK) Limited was voluntarily struck off during the current financial year.

On 2 November 2020, the Company submitted an application to the Accounting and Corporate Regulatory Authority of Singapore for voluntary strike-off of a wholly owned subsidiary, Summit Hi-Tech Pte Ltd. This subsidiary was struck off on 8 February 2021.

(f) Carrying value of non-controlling interests

	Group	
	2020	2019
	$'000	$'000
Centurion-Lian Beng (Papan) Pte. Ltd.	**24,028**	22,192
CSL Student Living Benikea KP Ltd	**(839)**	(518)
	23,189	21,674

21. Investments in subsidiaries (continued)

(f) Carrying value of non-controlling interests (continued)

Summarised financial information of subsidiary with material non-controlling interest

Set out below is the summarised financial information for the subsidiary that has non-controlling interests that are material to the Group. These are presented before inter-company eliminations.

Summarised balance sheet

	Centurion-Lian Beng (Papan) Pte Ltd	
	2020	2019
	$'000	$'000
Current		
Assets	**23,873**	10,402
Liabilities	**(17,846)**	(21,582)
Total current net assets/(liabilities)	**6,027**	(11,180)
Non-current		
Assets	**215,625**	224,960
Liabilities	**(172,615)**	(168,486)
Total non-current net assets	**43,010**	56,474
Net assets	**49,037**	45,294

Summarised statement of comprehensive income

	Centurion-Lian Beng (Papan) Pte Ltd	
	2020	2019
	$'000	$'000
Revenue	**26,090**	27,248
Profit before income tax	**6,377**	10,958
Income tax expense	**(2,634)**	(2,159)
Profit after tax and total comprehensive income	**3,743**	8,799
Total comprehensive income allocated to non-controlling interests	**1,834**	4,312

No dividends were paid to non-controlling interests in the current and prior financial years.

21. Investments in subsidiaries (continued)

(f) Carrying value of non-controlling interests (continued)

Summarised financial information of subsidiary with material non-controlling interest (continued)

Summarised cash flows

	Centurion-Lian Beng (Papan) Pte Ltd	
	2020	2019
	$'000	$'000
Net cash provided by operating activities	**17,754**	15,474
Net cash provided by investing activities	**20**	16
Net cash used in financing activities	**(4,472)**	(18,277)

22. Investment properties

	Group	
	2020	2019
	$'000	$'000
Beginning of financial year	**1,275,879**	1,138,048
Currency translation differences	**17,162**	4,568
Additions	**51,553**	66,771
Disposal via sale of a subsidiary [Note 21(c)]	**(4,982)**	-
Adjustment in relation to extension option [Note 24(h)]	**(4,201)**	-
Net fair value (losses)/gains recognised in profit or loss	**(27,641)**	66,492
End of financial year	**1,307,770**	1,275,879

Investment properties are leased to non-related parties under operating leases.

Included in additions are acquisition of an investment property of $nil (2019: $26,974,000), capitalised expenditure of $11,377,000 (2019: $10,788,000) and right-of-use assets of $40,176,000 (2019: $29,009,000) (Note 24(f)).

Certain investment properties and assets held for sale are pledged as security for the bank facilities extended to subsidiaries (Note 28(a)). The carrying values of these investment properties and assets held for sale (Note 17) amounted to approximately $1,205,894,000 (2019: $1,200,451,000).

22. **Investment properties** (continued)

Reconciliation of fair value of investment properties

	Group	
	2020	2019
	$'000	$'000
Fair value of investment properties (based on valuation report)	**1,213,177**	1,210,167
Add: Carrying amount of lease liabilities	**94,593**	65,712
Carrying amount of investment properties	**1,307,770**	1,275,879

The following amounts are recognised in profit or loss:

	Group	
	2020	2019
	$'000	$'000
Rental income (Note 4)	**117,331**	124,940
Direct operating expenses arising from:		
- Investment properties that generated rental income	**(50,829)**	(42,003)

At the balance sheet date, the details of the Group's investment properties are as follows:

Location	Description	Existing use	Tenure	Unexpired term of lease
14 to 28 Toh Guan Road East, Singapore	8 blocks of workers dormitory	Commercial dormitory	Leasehold	37 years
2 Woodlands Sector 2, Singapore	Two 13-storey blocks of workers dormitory	Commercial dormitory	Leasehold	23 years
5, 5C & 5D Jalan Papan, Singapore	2 blocks of workers dormitory	Commercial dormitory	Leasehold	17 years
23 Mandai Estate, Singapore	2 blocks of 6-storey block of workers dormitory under lease	Commercial dormitory	Leasehold	8.5 years
18A Kranji Way, Singapore	20 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	3 years
1A Tuas Avenue 2, Singapore	14 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	3 years
1A Short Street, Singapore	10-storey student accommodation under lease	Student accommodation	Leasehold	0.5 year

22. **Investment properties** (continued)

At the balance sheet date, the details of the Group's investment properties are as follows: (continued)

Location	Description	Existing use	Tenure	Unexpired term of lease
PLO 46, No 38, Jalan Teknologi 5, Taman Teknologi Johor, 81400 Senai, Johor, Malaysia	5 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	91 years
PLO 250, Jalan Firma 2, Kawasan Perindustrian Tebrau IV, 81100 Johor Bahru, Malaysia	2 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	39 years
Block Nos. 72, 73, 74, 75, 76 & 79, Off Jalan Tembusu, Taman Air Biru, 81700 Pasir Gudang, Johor, Malaysia	6 blocks of workers dormitory	Commercial dormitory	Leasehold	65 years
Block No.78, Off Jalan Tembusu, Taman Air Biru, 81700 Pasir Gudang, Johor, Malaysia	1 block of workers dormitory	Commercial dormitory	Leasehold	4 years
Lot 2051, No. 6, Jalan Bayu, Taman Perindustrian Tampoi Jaya, 81200 Johor Bahru, Malaysia	3 blocks of workers dormitory	Commercial dormitory	Freehold	-
Lot No. 6212, Jalan Perindustrian 2, Kawasan Perindustrian Senai II, 81400 Senai Johor, Malaysia	2 blocks of workers dormitory	Commercial dormitory	Freehold	-
Lot No. 6214, Jalan Perindustrian 2, Kawasan Perindustrian Senai II 81400 Senai, Johor, Malaysia	5 blocks of workers dormitory	Commercial dormitory	Freehold	-
No. 38 Jalan Perniagaan Seri Tambun, Taman Westlite Dormitory Bukit Tambun, 14100 Simpang Ampat, Penang, Malaysia	3 blocks of workers dormitory	Commercial dormitory	Freehold	-
No 12A, Jalan SS8/2, 47300 Petaling Jaya, Selangor Darul Ehsan Malaysia	Two 11-storey blocks of workers dormitory and 2 levels of basement car park	Commercial dormitory	Leasehold	21 years

22. Investment properties (continued)

At the balance sheet date, the details of the Group's investment properties are as follows: (continued)

Location	Description	Existing use	Tenure	Unexpired term of lease
Manchester Student Village, Lower Chatham Street, Manchester, M1 5SX, United Kingdom	Two 9-storey blocks and a 7-storey block	Student accommodation	Freehold	-
MSV South 357A Great Western Street, Manchester, M14 4AH, United Kingdom	7 blocks with 8 clusters in each block and 4 blocks with 6 or 8 clusters in each block	Student accommodation	Freehold	-
The Grafton, 60 Grafton Street, Manchester, M13 9NU, United Kingdom	1 block consisting of 55 flats with 145 beds	Student accommodation	Freehold	-
Cathedral Campus, 1 Dean Patey Court Cathedral Gate, Off Upper Duke Street Liverpool, L1 7BT, United Kingdom	Eighty seven 3-storey houses arranged in 14 terraced blocks around 3 courtyard areas	Student accommodation	Leasehold	236 years
Garth Heads, Melbourne Street, Newcastle-Upon-Tyne, NE1 2JE, United Kingdom	4 blocks consisting of 34 flats with 181 beds	Student accommodation	Leasehold	100 years
Hotwells House, 192-216 Hotwell Road Bristol, BS8 4UR, United Kingdom	4 blocks consisting of 40 flats with 157 beds	Student accommodation	Leasehold	113 years
Weston Court, 45-47 Cromwell Range, Fallowfield, Manchester, M14 6HH, United Kingdom	4 blocks consisting of flats with 140 beds	Student accommodation	Leasehold	113 years
121 Princess Street, Manchester, M1 7AG United Kingdom	1 block consisting of 126 flats with 127 beds	Student accommodation	Freehold	-
Archer House, 14-22 Castle Gate, Nottingham, NG1 7AW, United Kingdom	177 beds arranged within 14 cluster flats and 93 studios	Student accommodation	Freehold	-
Castle Gate Haus, 32-44(even), Castle Gate, Nottingham, NG1 7AT, United Kingdom	133 beds arranged across 4 interlinking blocks within 81 cluster flats and 69 studios under lease	Student accommodation	Leasehold	4 years

22. **Investment properties** (continued)

At the balance sheet date, the details of the Group's investment properties are as follows: (continued)

Location	Description	Existing use	Tenure	Unexpired term of lease
RMIT Village Student Accommodation Melbourne, 5-17 Flemington Road, North Melbourne VIC 3051 Australia	Accommodation with 616 beds	Student accommodation	Freehold	-
RMIT Village Car Park Site Melbourne, 5-17 Flemington Road, North Melbourne VIC 3051 Australia	Commercial car park	Commercial car park	Freehold	-
12 – 18 Synagogue Place Adelaide, South Australia	260 bedrooms of accommodation with 280 beds	Student accommodation	Freehold	-
44-46 Anderson Street, Port Healand WA 6721 Australia	Land	Industrial	Freehold	-
Jl. Wareng Kalijambe, Lambang Sari Village, Subdistrict of Tambun Selatan, Bekasi, West Java, Indonesia	Land	Residential	Leasehold	23 years

Fair value hierarchy – Recurring fair value measurements

	Fair value measurements using		
Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	$'000	$'000	$'000
31 December 2020			
Investment properties:			
- Land and industrial property	-	-	**2,003**
- Commercial dormitories	-	-	**804,809**
- Student accommodation	-	-	**500,958**
31 December 2019			
Investment properties:			
- Land and industrial property	-	-	6,742
- Commercial dormitories	-	-	767,619
- Student accommodation	-	-	501,518
- Assets held for sale (Note 17)	-	-	4,138

22. **Investment properties** (continued)

Reconciliation of movements in Level 3 fair value measurement

	Land, industrial property and commercial dormitories $'000	Land and student accommodation $'000	Assets held for sale (Note 17) $'000
2020			
Beginning of financial year	**774,361**	**501,518**	**4,138**
Currency translation differences	**619**	**16,543**	**(15)**
Fair value losses recognised in profit or loss	**(10,247)**	**(17,394)**	**-**
Additions	**46,979**	**4,574**	**-**
Disposals	**(4,982)**	**-**	**(4,123)**
Adjustment in relation to extension option [Note 24(h)]	**-**	**(4,201)**	**-**
Reclassification	**(809)**	**809**	**-**
End of financial year	**805,921**	**501,849**	**-**
2019			
Beginning of financial year	675,838	462,210	4,301
Currency translation differences	(1,036)	5,604	63
Fair value gains/(losses) recognised in profit or loss	66,445	47	(226)
Additions	33,114	33,657	-
End of financial year	774,361	501,518	4,138

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers into or out of fair value hierarchy levels for the financial years ended 31 December 2020 and 2019.

Valuation techniques and inputs used in Level 3 fair value measurement

The following table presents the valuation techniques and key inputs that were used to determine the fair value of investment properties and assets held for sale (Note 17) categorised under Level 3 of the fair value hierarchy:

Country	Description	Fair value at 31 December 2020 ($'000)	Valuation technique	Unobservable inputs [(a)]	Range of unobservable inputs	Relationship of unobservable inputs to fair value
United Kingdom	Student accommodation	330,053 (2019: 332,091)	Income capitalisation approach	Rental rate per room per week	$193 - $433 (2019: $148 - $400)	The higher the rental rate per room per week, the higher the valuation
	Student accommodation – asset held for sale (Note 17)	Not applicable (2019: 2,656)				
				Capitalisation rate	5.5% - 6.8% (2019: 5.5% - 6.8%)	The higher the capitalisation rate, the lower the valuation

22. Investment properties (continued)

Valuation techniques and inputs used in Level 3 fair values measurement (continued)

Country	Description	Fair value at 31 December 2020 ($'000)	Valuation technique	Unobservable inputs [(a)]	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Singapore	Commercial dormitories	601,000 (2019: 615,000)	Income capitalisation approach	Rental rate per room per month	$2,500 - $8,800 (2019: $2,400 - $8,800)	The higher the rental rate per room per month, the higher the valuation
				Capitalisation rate	6.8% - 7.0% (2019: 6.8% - 7.2%)	The higher the capitalisation rate, the lower the valuation
				Cost to complete	$15,870,000 (2019: $17,100,000)	The higher the cost to complete, the lower the valuation
Indonesia	Land	1,112 (2019: 1,112)	Sales comparison approach	Market value per square metre	$153 (2019: $153)	The higher the market value per square metre, the higher the valuation
Malaysia	Commercial dormitories	113,003 (2019: 97,756)	Income capitalisation approach	Rental rate per room per month	$569 - $896 (2019: $533 - $886)	The higher the rental rate per room per month, the higher the valuation
	Commercial dormitory – asset held for sale (Note 17)	Not applicable (2019: 1,482)				
				Capitalisation rate	7.5% - 9.5% (2019: 9.5% - 10.0%)	The higher the capitalisation rate, the lower the valuation
			Sales comparison approach	Market value per square metre	$146 - $256 (2019: $170 - $175)	The higher the market value per square metre, the higher the valuation
			Cost approach	Cost per square metre	$284 - $533 (2019: $284 - $532)	The higher the cost per square metre, the higher the valuation

22. **Investment properties** (continued)

Valuation techniques and inputs used in Level 3 fair values measurement (continued)

Country	Description	Fair value at 31 December 2020 ($'000)	Valuation technique	Unobservable inputs [(a)]	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Australia	Student accommodation	167,118 (2019: 158,578)	Discounted cash flow approach	Discount rate	8.0% to 8.9% (2019: 9.0% - 9.4%)	The higher the discount rate, the lower the valuation
			Income capitalisation approach	Rental rate per room per week	$301 - $539 (2019: $294 - $502)	The higher the rental rate per room per week, the higher the valuation
				Capitalisation rate	6.0% to 6.3% (2019: 6.2% to 6.3%)	The higher the capitalisation rate, the lower the valuation
			Sales comparison approach	Market value per square metre	$2,061 - $22,982 (2019: $5,067 - $31,570)	The higher the market value per square metre, the higher the valuation
	Land	891 (2019: 809)	Sales comparison approach	Market price per square metre	$194 - $209 (2019: $175 - $190)	The higher the market price per square metre, the higher the valuation
People's Republic of China	Industrial property	Not applicable (2019: 4,821)	Income capitalisation approach	Rental rate per square metre per month	Not applicable (2019: $7 - $9)	The higher the rental rate per square metre, the higher the valuation
				Capitalisation rate	Not applicable (2019: 5.5%)	The higher the capitalisation rate, the lower the valuation
			Sales comparison approach	Market value per square metre	Not applicable (2019: $465 - $488)	The higher the market value per square metre, the higher the valuation

(a) There were no significant inter-relationships between unobservable inputs.

22. **Investment properties** (continued)

Valuation processes of the Group

The Group engages external, independent and qualified valuers to determine the fair value of the Group's investment properties at the end of every financial year based on the properties' highest and best use. As at 31 December 2020, the fair values of the properties have been determined by Suntec Real Estate Consultants Pte Ltd, CBRE Pte Ltd, KJPP Billy Anthony Lie & Rekan, Henry Butcher Malaysia (Penang) Sdn Bhd, Knight Frank Malaysia Sdn Bhd, C H Williams Talhar & Wong Sdn Bhd, Savills Valuations Pty Ltd, CBRE Valuations Pty Limited, Acumentis (WA) Pty Ltd and Cushman & Wakefield Debenham Tie Leung Limited.

At each financial year, the investment and finance department of the Group together with the Group Chief Executive Officer:

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation reports;
- holds discussions with the independent valuers and;
- analyses the reasons for the fair value movements.

Changes in Level 3 fair values are analysed at each reporting date.

Discounted cash flow approach involves the discounting of future net income flows at an appropriate required rate of return applicable to that class of property to obtain the net present value. The net income is derived by deducting from the gross income, outgoings such as operating expenses, lease payments and property tax, and after making allowances for vacancies.

Income capitalisation approach involves capitalising the net income at an appropriate capitalisation rate to arrive at the fair value. The net income is derived by deducting outgoings such as operating expenses, lease payments and property tax, and after making allowances for vacancies from gross rentals and other income.

Cost approach involves separately determining the values of the land and building and a summation of these values is taken to be the fair value of the property. The value of the land is arrived at by the comparison approach in which it takes reference to transactions of similar lands in the surrounding with adjustments made for any differences. The buildings are valued by reference to their depreciated replacement cost. It is determined by taking current replacement cost of the building as new and allowing for depreciation for obsolescence.

22. **Investment properties** (continued)

Valuation processes of the Group (continued)

Sales comparison approach involves using the values of sale prices of comparable properties and comparing it directly to the subject property. Allowances are made for difference in the properties including land size, improvements and location. The most significant input into this valuation approach is selling price per metre.

The estimated costs to completion for investment property under construction are estimated by management using the budgets developed internally by the Group based on management's experience and knowledge of market conditions.

The independent valuers are of the view that the valuation techniques and estimates they have employed are reflective of the current market conditions and have taken into account the impact of COVID-19 based on information available as at 31 December 2020. The independent valuers have also highlighted that given the heightened uncertainty over the length and severity of COVID-19 outbreak in the respective countries in which the Group operates and the ongoing measures being adopted to address the outbreak, valuations may be subjected to more fluctuation subsequent to 31 December 2020 than during normal market conditions.

23. Property, plant and equipment

	Freehold land and building $'000	Leased office space and leasehold improvements $'000	Plant machinery and equipment $'000	Renovation, furniture and fittings $'000	Motor vehicles $'000	Office equipment and computers $'000	Capital work-in-progress $'000	Total $'000
Group								
2020								
Cost								
Beginning of financial year	681	3,012	4,159	11,260	430	1,696	280	21,518
Currency translation differences	2	-	25	154	-	21	5	207
Additions	-	-	369	621	-	346	168	1,504
Disposals	-	(5)	(113)	(331)	(35)	(33)	(207)	(724)
Reclassification	-	-	207	(98)	-	48	(157)	-
End of financial year	683	3,007	4,647	11,606	395	2,078	89	22,505
Accumulated depreciation								
Beginning of financial year	17	911	1,499	6,193	257	1,129	-	10,006
Currency translation differences	-	-	13	68	-	11	-	92
Disposals	-	(3)	(63)	(328)	(24)	(24)	-	(442)
Depreciation charge (Note 5)	4	568	577	1,771	59	334	-	3,313
Reclassification	-	-	113	(113)	-	-	-	-
End of financial year	21	1,476	2,139	7,591	292	1,450	-	12,969
Accumulated impairment								
Beginning of financial year	-	-	1,310	-	53	-	-	1,363
Impairment charge (Note 7)	-	483	8	14	-	3	-	508
Disposals	-	-	(2)	-	(11)	-	-	(13)
End of financial year	-	483	1,316	14	42	3	-	1,858
Net book value								
End of financial year	**662**	**1,048**	**1,192**	**4,001**	**61**	**625**	**89**	**7,678**

An impairment charge of $508,000 (2019: $nil) is included within "Other losses – net" in the consolidated income statement. The impairment charge has arisen from management's decision during the current financial year to not extend the lease of a student accommodation asset as a result of negative cash flow projections due to COVID-19 situation based on financial budgets prepared by management.

23. Property, plant and equipment (continued)

	Freehold land and building	Leased office space and leasehold improvements	Plant machinery and equipment	Renovation, furniture and fittings	Motor vehicles	Office equipment and computers	Capital work-in-progress	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group								
2019								
Cost								
Beginning of financial year	682	1,530	3,473	10,575	447	1,437	130	18,274
Currency translation differences	(1)	-	1	(22)	2	(1)	-	(21)
Additions	-	1,482	824	2,447	-	179	243	5,175
Disposals	-	-	(145)	(1,740)	(19)	(6)	-	(1,910)
Reclassification	-	-	6	-	-	87	(93)	-
End of financial year	681	3,012	4,159	11,260	430	1,696	280	21,518
Accumulated depreciation								
Beginning of financial year	12	650	1,003	5,926	218	815	-	8,624
Currency translation differences	-	-	3	(3)	1	(1)	-	-
Disposals	-	-	(109)	(1,598)	(19)	(5)	-	(1,731)
Depreciation charge (Note 5)	5	261	602	1,868	57	320	-	3,113
End of financial year	17	911	1,499	6,193	257	1,129	-	10,006
Accumulated impairment								
Beginning of financial year	-	-	1,322	-	53	-	-	1,375
Disposals	-	-	(12)	-	-	-	-	(12)
End of financial year	-	-	1,310	-	53	-	-	1,363
Net book value								
End of financial year	**664**	**2,101**	**1,350**	**5,067**	**120**	**567**	**280**	**10,149**

	Leased office space	Plant, machinery and equipment	Renovation, furniture and fittings	Motor vehicles	Office equipment and computers	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Company						
2020						
Cost						
Beginning of financial year	1,103	6	1,478	171	1,003	3,761
Additions	-	-	-	-	97	97
End of financial year	1,103	6	1,478	171	1,100	3,858
Accumulated depreciation						
Beginning of financial year	61	6	1,107	93	863	2,130
Depreciation charge	368	-	119	34	90	611
End of financial year	429	6	1,226	127	953	2,741
Net book value						
End of financial year	**674**	**-**	**252**	**44**	**147**	**1,117**

23. Property, plant and equipment (continued)

	Leased office space $'000	Plant, machinery and equipment $'000	Renovation, furniture and fittings $'000	Motor vehicles $'000	Office equipment and computers $'000	Total $'000
Company						
2019						
Cost						
Beginning of financial year	-	6	1,426	171	978	2,581
Additions	1,477	-	52	-	25	1,554
Disposal	(374)	-	-	-	-	(374)
End of financial year	1,103	6	1,478	171	1,003	3,761
Accumulated depreciation						
Beginning of financial year	-	6	993	59	778	1,836
Depreciation charge	61	-	114	34	85	294
End of financial year	61	6	1,107	93	863	2,130
Net book value						
End of financial year	**1,042**	**-**	**371**	**78**	**140**	**1,631**

(a) Right-of-use of assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 24(a).

(b) The freehold land and building of the Group as at 31 December 2020 comprise:

Location	Use of property
Malaysia No. 17, Jalan Ekoperniagaan 1/23 Taman Ekoperniagaan 81100 Johor Bahru, Johor	Office

24. Leases – The Group as a lessee

Nature of the Group's leasing activities – Group as a lessee

Property

The Group leases office space for the purpose of back office operations for a tenure of 3 years.

Leasehold land and building

The Group makes periodic lease payments for leasehold land and buildings. Some of these leases have escalation clauses and extension options. The right-of-use of these leasehold land and buildings are classified as investment properties (Note 22).

There are no externally imposed covenant on these lease arrangements.

24. Leases – The Group as a lessee (continued)

(a) Carrying amounts

ROU assets classified within Property, plant and equipment

	2020 **$'000**	2019 $'000
Leased office space	**1,048**	1,416

ROU assets classified within Investment properties

The right-of-use asset relating to the leasehold land and buildings presented under investment properties (Note 22) is stated at fair value and has a carrying amount at balance sheet date of $94,593,000 (2019: $65,712,000).

(b) Depreciation charge during the year

	2020 **$'000**	2019 $'000
Leased office space	**368**	61

(c) Interest expense

	2020 **$'000**	2019 $'000
Interest expense on lease liabilities	**2,440**	1,609

(d) Lease expense not capitalised in lease liabilities

	2020 **$'000**	2019 $'000
Lease expense – short-term leases	**626**	2,108
Lease expense – low-value leases	**46**	164
Variable lease payments which do not depend on an index or rate	**402**	262
Total (Note 5)	**1,074**	2,534

(e) Total cash outflow for all the leases was $10,971,000 (2019: $8,465,000).

(f) Addition to ROU assets during the year was $40,176,000 (2019: $30,486,000), of which $40,176,000 (2019: $29,009,000) relates to investment properties.

24. Leases – The Group as a lessee (continued)

(g) Variable lease payments not capitalised in lease liabilities

The leases for a leasehold land and freehold building contain variable lease payments that are based on share of revenue and gross income, on top of fixed payments. Such variable lease payments are recognised to profit or loss when incurred and amounted to $402,000 (2019: $262,000) (Note (d)).

(h) Extension options on leases

The Group has extension options on the leases for certain student and workers accommodations. The Group's lease liabilities, which are measured with reference to estimate of the respective lease terms, included undiscounted cash outflows amounting to $nil (2019: $4,416,000) relating to extension option.

Extension option is included in the lease term if the lease is reasonably certain to be extended. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise the extension option.

For student and workers accommodations, the following factors are considered to be most relevant:

- Whether leasehold improvements undertaken (or expected to be undertaken) are expected to have significant remaining value by the time the extension option is exercisable;
- Importance of that underlying asset to the Group's student and workers accommodation businesses, taking into consideration the location and availability of suitable alternatives; and
- Other factors, including (but not limited to) the Group's historical lease period for similar assets, costs required to secure suitable alternatives, and business disruption.

The above assessment of reasonable certainty to exercise extension options is only revised if a significant change in circumstances that is within the control of the lessee occurs and affects the original assessment.

During the current financial year, management has decided not to exercise the extension option and extend the lease of a student accommodation asset in view of the ongoing COVID-19 situation. Accordingly the related lease payments for the extension periods have not been included in lease liabilities as at 31 December 2020.

As at 31 December 2020, potential future (undiscounted) cash outflows capped at approximately $41,243,000 (2019: $18,500,000) have not been included in lease liabilities because it is not reasonably certain that the leases will be extended.

25. Leases – The Group as a lessor

Nature of the Group's leasing activities – Group as a lessor

The Group has leased out their owned investment properties to third parties for monthly lease payments. To reduce credit risk, the Group obtains security deposits for the term of the lease. This lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from investment properties are disclosed in Note 22.

Nature of the Group's leasing activities – Group as an intermediate lessor

Subleases – classified as operating leases

The Group acts as an intermediate lessor under arrangement in which it subleases out accommodation space to third parties for monthly lease payments. The sublease periods do not form a major part of the remaining lease terms under the head leases and accordingly, the sub-leases are classified as operating leases.

Income from subleasing during the financial year was $11,721,000 (2019: $8,256,000).

Maturity analysis of lease payments – Group as a lessor

The table below discloses the undiscounted lease payments from the operating leases to be received by the Group as a lessor for its leases and subleases after the reporting date as follows:

	2020 $'000	2019 $'000
Less than one year	**67,951**	72,636
One to two years	**9,382**	7,461
Two to three years	**1,232**	733
Three to four years	**540**	540
Four to five years	**540**	540
More than five years	**6,525**	7,065
Total undiscounted lease payment	**86,170**	88,975

26. Trade and other payables

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Trade payables to:				
- non-related parties	**2,696**	1,474	**100**	106
- associated companies	**-**	677	**-**	-
	2,696	2,151	**100**	106
Non-trade payables to:				
- associated companies	**822**	107	**-**	-
- subsidiaries	**-**	-	**8,314**	8,053
Advance rental	**5,625**	8,326	**-**	-
Deposits received	**15,925**	15,197	**-**	-
Accruals for operating expenses	**9,552**	10,496	**2,887**	3,126
Accrued construction costs payable	**199**	575	**-**	-
Other payables	**2,335**	3,644	**248**	370
Total trade and other payables	**37,154**	40,496	**11,549**	11,655

Non-trade payables to subsidiaries and associated companies are unsecured, interest free and repayable on demand.

At 31 December 2019 and 2020, the ageing analysis of the trade payables (including amounts due to related parties of trading in nature) based on invoice date were as follows:

	Group	
	2020	2019
	$'000	$'000
Up to 3 months	**2,344**	1,644
3 to 6 months	**87**	90
Over 6 months	**265**	417
	2,696	2,151

27. Other liabilities

	Group 2020 $'000	Group 2019 $'000
Current		
Provision for reinstatement costs	**52**	-
Non-current		
Provision for long service leave	**60**	45
Provision for reinstatement costs	**430**	50
Deferred revenue	**-**	36
	490	131

At the balance sheet date, the carrying amounts of the other non-current liabilities approximate their fair values.

28. Borrowings

	Group 2020 $'000	Group 2019 $'000	Company 2020 $'000	Company 2019 $'000
Current				
Bank overdrafts (Note 12)	**-**	955	**-**	-
Bank borrowings (Note (a))	**68,778**	50,437	**39,000**	4,900
Loan from an associated company (Note (c))	**2,160**	3,008	**-**	-
Interest payable	**850**	1,380	**850**	1,380
	71,788	55,780	**39,850**	6,280
Non-current				
Bank borrowings (Note (a))	**568,734**	577,211	**24,300**	47,850
Loan from non-controlling interests (Note (d))	**7,254**	7,150	**-**	-
Loan from an associated company (Note (c))	**40,168**	39,320	**-**	-
Loan from a subsidiary (Note (d))	**-**	-	**20,000**	28,000
Notes payables (Note (b))	**67,250**	60,000	**67,250**	60,000
Less: Transaction costs	**(528)**	(422)	**(528)**	(422)
	66,722	59,578	**66,722**	59,578
	682,878	683,259	**111,022**	135,428
Total borrowings	**754,666**	739,039	**150,872**	141,708

28. **Borrowings** (continued)

The exposure of the borrowings of the Group to interest rate changes and the contractual repricing dates at the balance sheet date are as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
- not later than one year	**71,788**	55,780	**39,850**	6,280
- between one to five years	**426,481**	448,636	**91,022**	107,428
- after five years	**256,397**	234,623	**20,000**	28,000
	754,666	739,039	**150,872**	141,708

At 31 December 2020 and 2019, the Group's and Company's bank borrowings are repayable as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Within one year	**68,778**	51,392	**39,000**	4,900
Between one and two years	**61,909**	83,014	**13,615**	36,650
Between two and five years	**282,566**	274,639	**10,685**	11,200
After five years	**224,259**	219,558	**-**	-
	637,512	628,603	**63,300**	52,750

At 31 December 2020 and 2019, the Group's and the Company's other loans are repayable as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Within one year	**3,010**	4,388	**850**	1,380
Between one and two years	**15,850**	7,656	**12,250**	-
Between two and five years	**66,156**	83,327	**54,472**	59,578
After five years	**32,138**	15,065	**20,000**	28,000
	117,154	110,436	**87,572**	88,958

(a) Bank borrowings

Bank borrowings are subject to floating interest rates of which $140,979,000 (2019: $123,982,000) are managed with interest rate swaps where floating interest rates are swapped into fixed interest rates (Note 30). The carrying amounts of the non-current borrowings approximate their fair values.

Total borrowings include secured liabilities of $574,212,000 (2019: $575,853,000) for the Group. These borrowings are secured over certain bank deposits (Note 12), investment properties (Note 22) and assets held for sale (Note 17).

28. Borrowings (continued)

(b) Notes payables

On 7 January 2019, the Company issued an Exchange Offer invitation ("Invitation"), offering the holders of its outstanding $85,000,000 fixed rate notes due 2020 comprised in Series 003 (the "Existing Notes") to exchange any and all outstanding Existing Notes for a like principal amount of fixed rate notes due 2022 to be issued pursuant to its $750,000,000 Multicurrency Debt Issuance programme (the "Programme").

On 1 February 2019, the Company issued $56,000,000 fixed rate notes due 2022 (the "Series 004 Notes") under the Programme, comprising $48,750,000 in aggregate principal amount issued pursuant to the Invitation and $7,250,000 in aggregate principal amount of additional notes. The Series 004 Notes will bear interest as follows:

(i) for the period from, and including 1 February 2019 to, but excluding, 1 February 2021: 5.5% per annum; and

(ii) so long as the Series 004 Notes are not redeemed, for the period from, and including, 1 February 2021: 8.0% per annum payable semi-annually in arrears.

Unless previously redeemed or purchased and cancelled, the Series 004 Notes shall mature on 1 February 2022.

On 7 March 2019, the Company issued $4,000,000 fixed rate notes due 2022 comprised in Series 004 Tranche 002 (the "Series 004 Tranche 002 Notes") under the Programme. The Series 004 Tranche 002 Notes are consolidated and form a single series with the Series 004 Notes issued on 1 February 2019 and accordingly, the aggregate principal amount of notes comprised in Series 004 is $60,000,000.

The net proceeds arising from the Series 004 Notes (after deducting for issue expenses) has been fully utilised to redeem Series 003 Notes. On 12 April 2019, the Group has fully redeemed $85,000,000 Series 003 Notes due 2020.

On 21 September 2020, the Company issued an Exchange Offer invitation ("Invitation"), offering the holders of its outstanding $60,000,000 fixed rate notes due 2022 comprised in Series 004 (the "Existing Notes") to exchange any and all outstanding Existing Notes for a like principal amount of fixed rate notes due 2024 to be issued pursuant to its $750,000,000 Multicurrency Debt Issuance programme (the "Programme").

28. Borrowings (continued)

(b) Notes payables (continued)

On 12 October 2020, the Company issued $55,000,000 fixed rate notes due 2024 (the "Series 005 Notes") under the Programme, comprising $45,250,000 in aggregate principal amount issued pursuant to the Invitation and $9,750,000 in aggregate principal amount of additional notes. The Series 005 Notes will bear interest as follows:

(i) for the period from, and including 12 October 2020 to, but excluding, 12 April 2023: 5.75% per annum; and

(ii) so long as the Series 005 Notes are not redeemed, for the period from, and including, 12 April 2023: 8.25% per annum payable semi-annually in arrears.

Unless previously redeemed or purchased and cancelled, the Series 005 Notes shall mature on 12 April 2024.

The net proceeds arising from the Series 005 Notes (after deducting for issue expenses) has been fully utilised to redeem Series 004 Notes. On 1 February 2021, the Group has fully redeemed the remaining Series 004 Notes due 2022 of $12,250,000.

As at 31 December 2020 and 2019, the Group and the Company are in compliance with all relevant financial covenants and the borrowings have been classified and presented appropriately based on the agreed terms.

(c) Loan from an associated company

The loan from an associated company is unsecured with fixed repayment terms.

The interest on the loan from an associated company is calculated based on the floating rates. The carrying amounts of the non-current borrowings approximate their fair values.

(d) Loan from a subsidiary and loan from non-controlling interests

The loan from a subsidiary and loan from non-controlling interests are unsecured with fixed terms of repayment. The interest on the loan is calculated based on the floating rates, except for part of the loan from non-controlling interests amounting to $884,000 (2019: $780,000) which is calculated based on fixed rates. The carrying amounts of the non-current borrowings approximate their fair values.

28. Borrowings (continued)

(e) Fair value of current and non-current borrowings

	Group 2020 $'000	Group 2019 $'000	Company 2020 $'000	Company 2019 $'000
Notes payables	**67,008**	60,075	**67,008**	60,075

The fair values are within Level 2 of the fair value hierarchy. The fair values of the notes payables are based on indicative mid-market prices obtained from the bank.

29. Lease liabilities

The exposure of the lease liabilities of the Group to interest rate changes and the contractual repricing dates at the balance sheet date are as follows:

	Group 2020 $'000	Group 2019 $'000	Company 2020 $'000	Company 2019 $'000
- not later than one year	**10,282**	6,738	**495**	478
- between one to five years	**29,362**	27,542	**426**	921
- after five years	**55,441**	32,630	**-**	-
	95,085	66,910	**921**	1,399

30. Derivative financial instruments

	Group			Company		
	Contractual notional amount $'000	Fair value Asset $'000	Fair value Liability $'000	Contractual notional amount $'000	Fair value Asset $'000	Fair value Liability $'000
31 December 2020						
Derivatives held for hedging:						
Cash-flow hedges						
– Interest rate swaps (non-current)	140,979	-	(6,655)	20,000	-	(516)
– Current			(165)			(165)
– Non-current			(6,490)			(351)
Total			(6,655)			(516)
31 December 2019						
Derivatives held for hedging:						
Cash-flow hedges						
– Interest rate swaps (non-current)	123,982	-	(1,638)	20,000	-	(276)
– Current			-			-
– Non-current			(1,638)			(276)
Total			(1,638)			(276)

The contractual notional amount of interest rate swaps held for hedging which is based on SOR is $140,979,000 (2019: $123,982,000).

30. **Derivative financial instruments** (continued)

Hedging instruments used in Group's hedging strategy in 2020

	Contractual notional amount $'000	Carrying Amount: Assets/ (Liabilities) $'000	Carrying Amount: Financial statement line item	Changes in fair value used for calculating hedge ineffectiveness: Hedging instrument $'000	Changes in fair value used for calculating hedge ineffectiveness: Hedged item $'000	Hedge ineffectiveness recognised in P&L* $'000	Weighted average hedged rate	Maturity date
Group								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	140,979	(6,655)	Derivative financial instrument	(5,017)	5,017	-	1.73%	November 2021 to March 2025
Company								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	20,000	(516)	Derivative financial instrument	(240)	240	-	1.94%	November 2021 to October 2022

* All hedge ineffectiveness and costs of hedging are recognised in profit and loss within "other losses - net".

30. Derivative financial instruments (continued)

Hedging instruments used in Group's hedging strategy in 2019

		Carrying Amount		Changes in fair value used for calculating hedge ineffectiveness				
	Contractual notional amount $'000	Assets/ (Liabilities) $'000	Financial statement line item	Hedging instrument $'000	Hedged item $'000	Hedge ineffectiveness recognised in P&L* $'000	Weighted average hedged rate	Maturity date
Group								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	123,982	(1,638)	Derivative financial instrument	(1,638)	1,638	-	1.82%	November 2021 to October 2024
Company								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	20,000	(276)	Derivative financial instrument	(276)	276	-	1.94%	November 2021 to October 2022

* All hedge ineffectiveness and costs of hedging are recognised in profit and loss within "Other losses - net".

31. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the balance sheets as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Deferred income tax liabilities	**9,168**	9,796	**83**	81

Movement in the deferred income tax account is as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Beginning of financial year	**9,796**	8,117	**81**	87
Currency translation differences	**363**	(87)	**-**	-
(Credited)/charged to profit or loss (Note 10(a))	**(358)**	1,766	**2**	(6)
Disposal of a subsidiary (Note 21(c))	**(633)**	-	**-**	-
End of financial year	**9,168**	9,796	**83**	81

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of $7,525,000 (2019: $8,043,000) and capital allowances of $1,050,000 (2019: $1,222,000) at the balance sheet date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. The tax losses and capital allowances have no expiry date.

31. **Deferred income taxes** (continued)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows:

Group

Deferred income tax liabilities

	Accelerated tax depreciation $'000	Fair value gain-net $'000	Total $'000
2020			
Beginning of financial year	**1,217**	**8,579**	**9,796**
Currency translation differences	**13**	**350**	**363**
Charged/(credited) to profit or loss	**188**	**(546)**	**(358)**
Disposal of subsidiary (Note 21(c))	**-**	**(633)**	**(633)**
End of financial year	**1,418**	**7,750**	**9,168**

	Accelerated tax depreciation $'000	Fair value gain-net $'000	Total $'000
2019			
Beginning of financial year	503	7,614	8,117
Currency translation differences	16	(103)	(87)
Charged to profit or loss	698	1,068	1,766
End of financial year	1,217	8,579	9,796

Company

Deferred income tax liabilities

	Accelerated tax depreciation $'000
2020	
Beginning of financial year	**81**
Charged to profit or loss	**2**
End of financial year	**83**
2019	
Beginning of financial year	87
Credited to profit or loss	(6)
End of financial year	81

32. Share capital and treasury shares

	Group and Company No. of ordinary shares Issued share capital '000	Group Share capital $'000	Company Share capital $'000
2020			
Beginning and end of financial year	**840,779**	**142,242**	**253,553**
2019			
Beginning and end of financial year	840,779	142,242	253,553

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

On 1 August 2011, the Company completed the acquisition of Westlite Dormitory (Toh Guan) Pte Ltd (then known as Centurion Dormitory (Westlite) Pte Ltd) ("Transaction"). The acquisition was accounted for as a reverse acquisition in accordance with IFRS 3 *Business Combinations*. Consequently, the Group's share capital amount differs from that of the Company. More information on the Transaction and the accounting can be found in the Company's published financial statements for the financial year ended 31 December 2011.

33. Other reserves

		Group		Company	
		2020 **$'000**	2019 $'000	**2020** **$'000**	2019 $'000
(a)	Composition				
	Fair value reserve	**(673)**	(150)	**(673)**	(150)
	Hedging reserve	**(6,720)**	(1,674)	**(515)**	(275)
	Currency translation reserve	**(35,988)**	(46,201)	**-**	-
	Capital reserve	**16,893**	16,893	**-**	-
		(26,488)	(31,132)	**(1,188)**	(425)

		Group		Company	
		2020 **$'000**	2019 $'000	**2020** **$'000**	2019 $'000
(b)	Movements				
	(i) Fair value reserve				
	Beginning of financial year	**(150)**	(707)	**(150)**	(557)
	Fair value (losses)/gains on financial assets, at FVOCI (Note 16)	**(600)**	386	**(600)**	386
	Reclassification to profit or loss on disposal (Note 7)	**77**	171	**77**	21
	End of financial year	**(673)**	(150)	**(673)**	(150)

33. Other reserves (continued)

(b) Movements (continued)

	Group		Company	
	←Interest rate risk→		←Interest rate risk→	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
(ii) Hedging reserve				
Beginning of financial year	**(1,674)**	-	**(275)**	-
Fair value losses	**(6,779)**	(1,782)	**(523)**	(307)
Reclassification to profit or loss				
- Finance expense (Note 8)	**1,762**	144	**283**	32
Share of fair value losses from associates (Note 19)	**(29)**	(36)	**-**	-
End of financial year	**(6,720)**	(1,674)	**(515)**	(275)

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
(iii) Currency translation reserve				
Beginning of financial year	**(46,201)**	(48,924)	**-**	-
Net exchange differences on translation of financial statements of foreign subsidiaries, associated companies and joint venture	**10,146**	2,723	**-**	-
Disposal of subsidiary	**67**	-	**-**	-
End of financial year	**(35,988)**	(46,201)	**-**	-

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
(iv) Capital reserve				
Beginning of financial year	**16,893**	17,095	**-**	-
Redemption of non-controlling interest in subsidiary	**-**	(202)	**-**	-
End of financial year	**16,893**	16,893	**-**	-

In 2011, the consolidated financial statements of the Group represent the continuation of Westlite Dormitory (Toh Guan) Pte. Ltd. ("Westlite") accounts, which included a shareholder loan accounted for as "Other liabilities" in Westlite's accounts for the year ended 31 December 2010. The novation of the loan from Westlite's former shareholder to Westlite's new shareholder (Centurion Corporation Limited) means that the loan is effectively settled in the consolidated financial statements of the Group, recognised under "capital reserve" of the Group.

Other reserves are non-distributable.

34. Retained profits

(a) Retained profits of the Group are distributable except for the accumulated retained profits of associated companies and a joint venture amounting to $73,927,000 (2019: $71,274,000) which are included in the Group's retained profits.

(b) Movement in retained profits for the Company is as follows:

	Company	
	2020	2019
	$'000	$'000
Beginning of financial year	**28,423**	17,942
Net profit	**6,737**	27,297
Dividends paid (Note 35)	**(8,410)**	(16,816)
End of financial year	**26,750**	28,423

35. Dividends

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Ordinary dividends paid				
Interim exempt dividend paid in respect of current financial year of nil cent (2019: 1.0 cent) per share	**-**	8,408	**-**	8,408
Final exempt dividend paid in respect of the previous financial year of 1.0 cent (2019: 1.0 cent) per share	**8,410**	8,408	**8,410**	8,408
	8,410	16,816	**8,410**	16,816

36. Commitments

(a) Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	Group	
	2020	2019
	$'000	$'000
Property, plant and equipment	**644**	86
Investment properties	**9,044**	8,613

36. **Commitments** (continued)

(b) Corporate guarantees

The Group has provided corporate guarantees in favour of financial institutions in respect of facilities granted to associated companies and a joint venture amounting to $75,712,000 (2019: $76,965,000). As at 31 December 2020, the amount of the guaranteed loans drawn down by associated companies and a joint venture amounted to $75,289,000 (2019: $75,467,000).

The Company has provided corporate guarantees in favour of financial institutions in respect of facilities granted to subsidiaries, associated companies and a joint venture amounting to $592,428,000 (2019: $580,989,000). As at 31 December 2020, the amount of the guaranteed loans drawn down by the subsidiaries, associated companies and a joint venture amounted to $584,211,000 (2019: $573,430,000).

As at 31 December 2020 and 2019, the fair value of the corporate guarantees were insignificant.

Except for the corporate guarantees disclosed above, the Group and the Company did not have any other contingent liabilities as at end of the current and prior financial years.

37. **Financial risk management**

Financial risk factors

The Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

Financial risk management is carried out by management in accordance with the policies approved by the Board of Directors. Management identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units.

37. Financial risk management (continued)

(a) *Market risk*

(i) *Currency risk*

The Group operates in Singapore, Malaysia, Indonesia, Australia, United Kingdom, the United States of America, and South Korea.

Currency risk arises within the entities in the Group when transactions are denominated in foreign currencies such as Singapore Dollar ("SGD"), United States Dollar ("USD"), Malaysian Ringgit ("MYR"), Australian Dollar ("AUD"), Great Britain Pound ("GBP"), Hong Kong Dollar ("HKD"), and Korean Won ("KRW"). In addition, the Group is exposed to currency translation risk on the net assets in foreign operations. Exposures to foreign currency risks are managed as far as possible by natural hedges and monitoring to ensure the exposure is minimised.

The Group's currency exposure based on the information provided to management is as follows:

	SGD	USD	MYR	AUD	GBP	HKD	KRW	Other	Total
2020	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Financial assets									
Cash and bank balances	63,944	3,391	2,066	4,658	8,923	37	230	619	83,868
Financial assets, at FVOCI	3,717	3,062	-	-	-	-	-	-	6,779
Financial assets through profit or loss	-	24	-	-	-	-	-	-	24
Trade and other receivables	5,447	363	2,905	1,716	1,119	-	137	-	11,687
Other financial assets	1,667	-	1,817	-	-	-	12	33	3,529
Inter-company balances	452,498	962	111,455	45,003	45,374	31	1,285	2,213	658,821
	527,273	7,802	118,243	51,377	55,416	68	1,664	2,865	764,708
Financial liabilities									
Trade and other payables	22,230	114	3,054	1,949	3,692	8	188	294	31,529
Derivative financial instruments	6,655	-	-	-	-	-	-	-	6,655
Lease liabilities	65,412	-	26,820	-	2,853	-	-	-	95,085
Borrowings	540,063	-	25,247	65,545	122,927	-	884	-	754,666
Inter-company balances	452,498	962	111,455	45,003	45,374	31	1,285	2,213	658,821
	1,086,858	1,076	166,576	112,497	174,846	39	2,357	2,507	1,546,756
Net financial (liabilities)/assets	**(559,585)**	**6,726**	**(48,333)**	**(61,120)**	**(119,430)**	**29**	**(693)**	**358**	**(782,048)**
Less: Net financial assets denominated in the respective entities' functional currencies	559,585	(322)	48,332	61,193	120,419	(2)	692	(352)	
Currency risk exposures	**-**	**6,404**	**(1)**	**73**	**989**	**27**	**(1)**	**6**	

37. Financial risk management (continued)

(a) *Market risk* (continued)

(i) *Currency risk* (continued)

2019	SGD $'000	USD $'000	MYR $'000	AUD $'000	GBP $'000	HKD $'000	KRW $'000	Other $'000	Total $'000
Financial assets									
Cash and bank balances	28,133	717	1,966	5,927	9,906	15	847	1,077	48,588
Financial assets, at FVOCI	6,046	3,119	-	-	-	-	-	-	9,165
Financial assets through profit or loss	-	49	-	-	107	-	-	-	156
Trade and other receivables	2,990	1,046	2,321	720	968	-	15	-	8,060
Other financial assets	1,811	-	4,326	-	-	-	-	33	6,170
Inter-company balances	470,531	4,411	53,855	41,072	58,292	22	74	2,286	630,543
	509,511	9,342	62,468	47,719	69,273	37	936	3,396	702,682
Financial liabilities									
Trade and other payables	21,158	104	4,341	1,403	4,739	-	190	330	32,265
Derivative financial instruments	1,638	-	-	-	-	-	-	-	1,638
Lease liabilities	63,104	-	296	-	3,510	-	-	-	66,910
Borrowings	524,966	-	25,638	63,157	125,230	-	48	-	739,039
Inter-company balances	470,531	4,411	53,855	41,072	58,292	22	74	2,286	630,543
	1,081,397	4,515	84,130	105,632	191,771	22	312	2,616	1,470,395
Net financial (liabilities)/assets	**(571,886)**	**4,827**	**(21,662)**	**(57,913)**	**(122,498)**	**15**	**624**	**780**	**(767,713)**
Less: Net financial assets denominated in the respective entities' functional currencies	571,109	66	21,671	57,969	122,548	(3)	(624)	(780)	
Currency risk exposures	**(777)**	**4,893**	**9**	**56**	**50**	**12**	**-**	**-**	

The Company's currency exposure based on the information provided to management is as follows:

2020	SGD $'000	USD $'000	AUD $'000	GBP $'000	HKD $'000	Other $'000	Total $'000
Financial assets							
Cash and bank balances	28,129	13	14	54	35	2	28,247
Financial assets, at FVOCI	3,717	3,062	-	-	-	-	6,779
Trade and other receivables	16,440	126	-	81	23	44	16,714
Loans to subsidiaries	372,569	-	-	-	-	-	372,569
Other financial assets	305	-	-	-	-	-	305
	421,160	3,201	14	135	58	46	424,614
Financial liabilities							
Trade and other payables	11,543	-	6	-	-	-	11,549
Derivative financial instruments	516	-	-	-	-	-	516
Lease liabilities	921	-	-	-	-	-	921
Borrowings	150,872	-	-	-	-	-	150,872
	163,852	-	6	-	-	-	163,858
Net financial assets	**257,308**	**3,201**	**8**	**135**	**58**	**46**	**260,756**
Less: Net financial assets denominated in the entity's functional currency	(257,308)	-	-	-	-	-	
Currency risk exposures	**-**	**3,201**	**8**	**135**	**58**	**46**	

37. Financial risk management (continued)

(a) *Market risk* (continued)

(i) *Currency risk* (continued)

	SGD $'000	USD $'000	AUD $'000	GBP $'000	HKD $'000	Other $'000	Total $'000
2019							
Financial assets							
Cash and bank balances	14,784	69	13	21	13	3	14,903
Financial assets, at FVOCI	6,046	3,119	-	-	-	-	9,165
Trade and other receivables	21,320	127	-	1	14	-	21,462
Loans to subsidiaries	372,096	-	-	-	-	-	372,096
Other financial assets	197	-	-	-	-	-	197
	414,443	3,315	13	22	27	3	417,823
Financial liabilities							
Trade and other payables	11,655	-	-	-	-	-	11,655
Derivative financial instruments	276	-	-	-	-	-	276
Lease liabilities	1,399	-	-	-	-	-	1,399
Borrowings	141,708	-	-	-	-	-	141,708
	155,038	-	-	-	-	-	155,038
Net financial assets	**259,405**	**3,315**	**13**	**22**	**27**	**3**	**262,785**
Less: Net financial assets denominated in the entity's functional currency	(259,405)	-	-	-	-	-	
Currency risk exposures	-	3,315	13	22	27	3	

If the USD, AUD, GBP, HKD and KRW change against SGD by 2% (2019: 3%) with all other variables including tax rate being held constant, the effects arising from the net financial liability/asset position would be as follows:

	Increase/(Decrease)			
	2020		2019	
	Profit after tax **$'000**	**Other comprehensive income** **$'000**	Profit after tax $'000	Other comprehensive income $'000
Group				
USD against SGD				
- strengthened	**106**	**(10)**	122	(16)
- weakened	**(106)**	**10**	(122)	16
AUD against SGD				
- strengthened	**1**	**3,692**	1	5,338
- weakened	**(1)**	**(3,692)**	(1)	(5,338)
GBP against SGD				
- strengthened	**16**	**4,327**	1	6,577
- weakened	**(16)**	**(4,327)**	(1)	(6,577)
HKD against SGD				
- strengthened	**-**	**32**	-	-
- weakened	**-**	**(32)**	-	-
KRW against SGD				
- strengthened	**-**	**(14)**	-	(3)
- weakened	**-**	**14**	-	3

The Group has insignificant exposure to currency risk arising from MYR.

37. **Financial risk management** (continued)

(a) *Market risk* (continued)

(i) *Currency risk* (continued)

	Increase/(Decrease) 2020 Profit after tax $'000	2020 Other comprehensive income $'000	2019 Profit after tax $'000	2019 Other comprehensive income $'000
Company				
USD against SGD				
- strengthened	**53**	**-**	83	-
- weakened	**(53)**	**-**	(83)	-
AUD against SGD				
- strengthened	**-**	**-**	-	-
- weakened	**-**	**-**	-	-
GBP against SGD				
- strengthened	**2**	**-**	1	-
- weakened	**(2)**	**-**	(1)	-
HKD against SGD				
- strengthened	**1**	**-**	1	-
- weakened	**(1)**	**-**	(1)	-

(ii) *Price risk*

The Group is exposed to debt securities price risk arising from the investments held by the Group and classified on the consolidated balance sheet as fair value through other comprehensive income. These securities are listed in Singapore.

If prices for debt securities listed in Singapore change by 1% (2019: 4%) with all other variables including tax rate being held constant, the effects on other comprehensive income will be:

	Increase/(Decrease) 2020 Other comprehensive income $'000	2019 Other comprehensive income $'000
Group/Company		
Listed in Singapore		
- increased by	**68**	367
- decreased by	**(68)**	(367)

37. **Financial risk management** (continued)

(a) *Market risk* (continued)

(iii) *Cash flow and fair value interest rate risks*

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group's income is substantially independent of changes in market interest rates.

The Group's and Company's exposure to cash flow interest rate risks arise mainly from non-current variable rate borrowings. The Group manages these cash flow interest rate risks using floating-to-fixed interest rate swaps.

The Group enters into interest rate swaps as disclosed in Note 30 with the same critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. The Group does not hedge 100% of its loans, therefore the hedged item is identified as a proportion of the outstanding amount of the borrowings. As all critical terms matched during the year, the economic relationship was 100% effective.

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedging relationship, and through periodic prospective effective assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness. Hedge ineffectiveness may occur due to changes in the critical terms of either the interest rate swaps or the borrowings, and the effects of the forthcoming reforms to SOR, because these might take effect at a different time and have a different impact on the hedged item (the floating-rate debt) and the hedging instrument (the interest rate swap used to hedge the debt).

If the interest rates have increased/decreased by 1.0% (2019: 0.3%) with all other variables including tax rate being held constant, the Group's profit after tax would have been lower/higher by $4,271,000 (2019: $1,378,000).

If the interest rates have increased/decreased by 1.0% (2019: 0.3%) with all other variables including tax rate being held constant, the Company's profit after tax would have been lower/higher by $318,000 (2019: $82,000).

37. Financial risk management (continued)

(b) *Credit risk*

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, where appropriate to mitigate credit risk. In addition, the Group also collects security deposits and advanced rental from its accommodation customers to manage credit risk as these can be used to offset outstanding trade receivables in the event of default. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limit that are approved by management based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective management and at the Group level. The Group and the Company have no major concentration of credit risk. The Company has no material third party debtors. The top five debtors of the Group represented 39% (2019: 28%) of trade receivables in 2020.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Corporate guarantees provided to banks on subsidiaries', associated companies' and a joint venture's loans	**75,289**	75,467	**584,211**	573,430

The Group's major classes of financial assets are bank and other deposits and trade and other receivables. The Company's major classes of financial assets are bank deposits, trade and other receivables and loans to subsidiaries and associates.

37. Financial risk management (continued)

(b) *Credit risk* (continued)

The movements in credit loss allowance are as follows:

	Trade receivables	
	2020	2019
	$'000	$'000
Group		
Beginning of financial year	**883**	781
Loss allowance recognised in profit or loss during the year on:		
- Assets acquired/originated	**1,313**	177
- Reversal of unutilised amounts	**(13)**	-
- Currency translation	**27**	(1)
Written-off	**(462)**	(74)
End of financial year	**1,748**	883

Cash and cash equivalents, receivables from associated company and other receivables are subject to immaterial credit loss.

(i) Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables arising from revenue from contracts.

In measuring the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and days past due.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables are written off when the assets become uncollectible.

37. **Financial risk management** (continued)

(b) Credit risk (continued)

(i) Trade receivables (continued)

The Group's credit risk exposure in relation to trade receivables under IFRS 9 as at 31 December 2020 and 31 December 2019 are set out as follows:

	Total	
	2020	2019
	$'000	$'000
Group		
Sale of optical disc storage media		
Expected loss rate	**28%**	25%
Trade receivables	**203**	260
Loss allowance	**58**	66
Rental income from investment properties		
Expected loss rate	**25%**	21%
Trade receivables	**6,664**	3,932
Loss allowance	**1,690**	817

The loss allowance in relation to the trade receivables from rental income from investment properties relates to specific cases amounting to $1,690,000 (2019: $817,000) which have been fully provided for. For the remaining trade receivables, the credit loss allowance is considered to be insignificant as credit risk is minimised with rental deposits from customers being received in advance.

(ii) Receivables from subsidiaries

	Receivables from subsidiaries $'000	**Loans to subsidiaries $'000**	**Total $'000**
Company			
2020			
Beginning of financial year	78	9,666	**9,744**
Loss allowance recognised in profit or loss during the year on:			
- Reversal of unutilised amounts	(78)	(3,847)	**(3,925)**
End of financial year	-	5,819	**5,819**
2019			
Beginning of financial year	1,636	11,949	13,585
Loss allowance recognised in profit or loss during the year on:			
- Assets acquired/originated	78	-	78
- Reversal of unutilised amounts	-	(64)	(64)
Written-off	(1,636)	(2,219)	(3,855)
End of financial year	78	9,666	9,744

Cash and bank deposits, receivables from associated companies and other receivables are subject to immaterial credit loss.

37. Financial risk management (continued)

(b) Credit risk (continued)

(ii) Receivables from subsidiaries (continued)

The Company has issued financial guarantees to banks for borrowings of its subsidiaries. These guarantees are subject to the impairment requirements of IFRS 9. The Company has assessed that its subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At the balance sheet date, assets held by the Group and the Company for managing liquidity risk included cash and short-term deposits as disclosed in Note 12.

Management monitors rolling forecasts of the liquidity reserve (comprises cash and bank deposits (Note 12)) of the Group and the Company on the basis of expected cash flow. This is generally carried out at local level in the operating companies of the Group in accordance with the practice set by the Group. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring liquidity ratios and maintaining debt financing plans.

The table below analyses the maturity profile of the Group's and the Company's financial liabilities (including derivative financial liabilities) based on contractual undiscounted cash flows.

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000
Group				
2020				
Trade and other payables	**31,529**	**-**	**-**	**-**
Lease liabilities	**13,359**	**12,827**	**26,760**	**69,303**
Borrowings	**96,584**	**79,406**	**376,022**	**262,550**
Financial guarantee contracts (Note 37(b))	**75,289**	**-**	**-**	**-**
2019				
Trade and other payables	32,170	-	-	-
Lease liabilities	8,975	10,444	20,725	41,949
Borrowings	76,475	112,486	395,010	247,306
Financial guarantee contracts (Note 37(b))	75,467	-	-	-

The financial guarantee contracts maturing in less than 1 year are $75,289,000 (2019: $75,467,000).

37. Financial risk management (continued)

(c) *Liquidity risk* (continued)

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000
Company				
2020				
Trade and other payables	**11,549**	-	-	-
Lease liabilities	**520**	**455**	-	-
Borrowings	**53,907**	**17,684**	**73,801**	**20,975**
Financial guarantee contracts (Note 37(b))	**584,211**	-	-	-
2019				
Trade and other payables	11,655	-	-	-
Lease liabilities	520	975	-	-
Borrowings	8,781	42,080	75,698	31,332
Financial guarantee contracts (Note 37(b))	573,430	-	-	-

The table below analyses the derivative financial instruments of the Group and the Company for which contractual maturities are essential for an understanding of the timing of the cash flows into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000
Group			
At 31 December 2020			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	(2,405)	(2,129)	(2,924)
At 31 December 2019			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	(362)	(344)	(635)
Company			
At 31 December 2020			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	(348)	(149)	-
At 31 December 2019			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	(67)	(64)	(31)

37. Financial risk management (continued)

(d) *Capital risk*

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a net gearing ratio. The net gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings less cash and bank balances. Total capital is calculated as borrowings plus net assets of the Group.

The net gearing ratios are computed as follows:

	Group		Company	
	2020	2019	**2020**	2019
	$'000	$'000	**$'000**	$'000
Net debt	**670,798**	690,451	**122,625**	126,805
Total capital	**1,383,451**	1,352,904	**429,987**	423,259
Net gearing ratio	**48%**	51%	**29%**	30%

Financial covenants relating to the Group's and Company's borrowings include debt service coverage ratio, loan to value ratio, consolidated total equity, and consolidated net borrowings to consolidated total equity ratio.

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 December 2019 and 2020.

(e) *Fair value measurements*

	Level 1	Level 2	Level 3
	$'000	**$'000**	**$'000**
Group			
As at 31 December 2020			
Financial assets, at FVOCI	**6,779**	**-**	**-**
Financial assets, at fair value through profit or loss	**-**	**-**	**24**
Derivative financial instruments - liabilities	**-**	**6,655**	**-**
As at 31 December 2019			
Financial assets, at FVOCI	9,165	-	-
Financial assets, at fair value through profit or loss	-	-	156
Derivative financial instruments - liabilities	-	1,638	-

37. Financial risk management (continued)

(e) Fair value measurements

	Level 1 $'000	Level 2 $'000	Level 3 $'000
Company			
As at 31 December 2020			
Financial assets, at FVOCI	**6,779**	**-**	**-**
Derivative financial instruments - liabilities	**-**	**516**	**-**
As at 31 December 2019			
Financial assets, at FVOCI	9,165	-	-
Derivative financial instruments - liabilities	-	276	-

The fair value of financial instruments traded in active markets (such as trading and FVOCI securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group and Company is the current bid price. These instruments are included in Level 1.

The carrying amount less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. The fair value of current borrowings approximated their carrying amount.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves. These instruments are classified as Level 2.

The Group estimates the fair value of its unquoted investment classified as financial assets at fair value through profit or loss based on its share of the investee companies' net asset value ("NAV"), which is a significant unobservable input. NAV is determined by reference to the attributable net assets of the Group's investee companies based on the latest available financial information, adjusted, where applicable, for valuations of the underlying investment properties held by the investee companies determined by external, independent and qualified valuers.

Management of the Group reviews the appropriateness of the methodologies used to determine NAV, and also evaluates the appropriateness and reliability of the inputs used in the determination of NAV.

The financial assets at fair value through profit or loss are classified under Level 3 of the fair value hierarchy.

37. Financial risk management (continued)

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the balance sheet and in Note 16, Note 18 and Note 30 to the financial statements, except for the following:

	Group $'000	Company $'000
2020		
Financial assets, at amortised cost	**99,084**	**417,835**
Financial liabilities at amortised cost	**881,280**	**163,342**
2019		
Financial assets, at amortised cost	62,818	408,658
Financial liabilities at amortised cost	838,119	154,762

38. Related party transactions

In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

(a) Sales and purchases of goods and services

	Group	
	2020 $'000	2019 $'000
Services provided to immediate holding corporation	**83**	89
Services provided to associated companies	**2,129**	2,200
Purchases from a company which a director has an interest	**111**	6
Purchases from associated companies	**-**	697
Interest charged by associated company	**826**	1,416
Interest charged by non-controlling interest	**124**	215

Outstanding balances at 31 December 2020 and 2019 arising from sales and purchases of goods are set out in Notes 13 and 26.

38. Related party transactions (continued)

(b) Key management personnel compensation

The key management personnel compensation is as follows:

	Group	
	2020	2019
	$'000	$'000
Wages and salaries	**4,132**	4,546
Employer's contribution to defined contribution plans, including Central Provident Fund	**138**	143
	4,270	4,689

Included in above, total compensation to directors of the Company amounted to $1,939,000 (2019: $1,561,000).

39. Segment information

Management has determined the operating segments based on the reports reviewed by the Senior Management that are used to make strategic decisions. The Senior Management comprises the Deputy Chairman, the Group Chief Executive Officer, the Group Chief Financial Officer, and the Chief Operating Officer of each business/geographic segment.

The Senior Management manages and monitors the business in three business segments which is the provision of dormitory accommodation and services for workers ("Workers accommodation"), provision of accommodation and services for students ("Student accommodation") and manufacture and sale of optical discs and related data storage products ("Others").

The results of the respective countries within the Student accommodation and Workers accommodation business segments are aggregated into a single operating segment respectively as they share similar economic characteristics.

39. Segment information (continued)

The segment information provided to the Senior Management for the reportable segments are as follows:

	Workers accommodation $'000	Student accommodation $'000	Others $'000	Total $'000
Year ended 31 December 2020:				
Revenue:				
Sales to external parties	91,537	35,768	1,050	128,355
Timing of revenue recognition in relation to revenue from contracts with customers				
- Point in time	4,572	563	958	6,093
- Over time	3,362	1,569	-	4,931
Segment results	55,582	14,469	(342)	69,709
Loss on disposal of investment properties	-	(97)	-	(97)
Gain on disposal of a subsidiary	-	-	1,398	1,398
Finance expenses	(14,207)	(9,112)	-	(23,319)
Interest income				875
Fair value losses on investment properties	(10,247)	(17,394)	-	(27,641)
Share of profit of associated companies and joint venture	4,054	660	105	4,819
Profit before tax				25,744
Income tax expense				(7,033)
Net profit				18,711
Segment assets	848,307	521,952	3,230	1,373,489
Short-term bank deposits				44,408
Financial assets, at FVOCI				6,779
Tax recoverable				816
Investments in associated companies	79,180	31,063	1,219	111,462
Investment in a joint venture	-	4,758	-	4,758
Consolidated total assets				1,541,712
Segment liabilities	121,879	17,078	479	139,436
Borrowings	435,202	319,464	-	754,666
Current income tax liabilities				9,657
Deferred income tax liabilities				9,168
Consolidated total liabilities				912,927
Other segment items:				
Capital expenditure	7,775	5,106	-	12,881
Depreciation	2,228	1,050	35	3,313

39. Segment information (continued)

	Workers accommodation $'000	Student accommodation $'000	Others $'000	Total $'000
Year ended 31 December 2019:				
Revenue:				
Sales to external parties	86,114	45,800	1,439	133,353
Timing of revenue recognition in relation to revenue from contracts with customers				
- Point in time	3,514	1,566	1,177	6,257
- Over time	683	1,473	-	2,156
Segment results	52,230	19,042	296	71,568
Finance expenses	(18,557)	(10,201)	(1)	(28,759)
Interest income				1,137
Fair value gains/(losses) on investment properties and assets held for sale	66,424	(180)	22	66,266
Share of profit/(loss) of associated companies and joint venture	5,213	(4,372)	(52)	789
Profit before tax				111,001
Income tax expense				(7,213)
Net profit				103,788
Segment assets	796,522	528,172	6,081	1,330,775
Short-term bank deposits				24,611
Financial assets, at FVOCI				9,165
Tax recoverable				679
Investments in associated companies	77,245	30,555	1,118	108,918
Investment in a joint venture	-	4,819	-	4,819
Consolidated total assets				1,478,967
Segment liabilities	82,792	26,220	163	109,175
Borrowings	453,165	285,874	-	739,039
Current income tax liabilities				7,092
Deferred income tax liabilities				9,796
Consolidated total liabilities				865,102
Other segment items:				
Capital expenditure	5,682	35,778	-	41,460
Depreciation	2,040	1,038	35	3,113

Segment assets consist primarily of property, plant and equipment, investment property, inventories, receivables, other current assets and operating cash, and exclude deferred tax assets, investments in associated companies and a joint venture, financial assets, at FVOCI and short-term bank deposits. Segment liabilities comprise operating liabilities and exclude items such as tax liabilities and bank borrowings. Capital expenditure comprises additions to property, plant and equipment and investment properties.

39. Segment information (continued)

Geographical information

The Group's three business segments operate in five main geographical areas:

- Singapore – the Company is headquartered and has operations in Singapore. The operations in this area are principally the provision of workers accommodation, provision of student accommodation, provision of management services and manufacture and sale of optical discs;
- Australia – the operations in this area are principally the provision of student accommodation and property investments;
- Malaysia – the operations in this area are principally the provision of workers accommodation;
- United Kingdom – the operations in this area are principally the provision of student accommodation;
- United States of America – the operations in this area are principally the provision of student accommodation;
- Other countries – the operations are principally property investments.

	Revenue	
	2020	2019
	$'000	$'000
Singapore	**84,252**	80,524
Australia	**8,442**	12,435
Malaysia	**10,954**	10,172
United Kingdom	**22,447**	27,642
United States of America	**1,482**	1,379
Other countries	**778**	1,201
	128,355	133,353

	Non-current assets	
	2020	2019
	$'000	$'000
Singapore	**749,500**	761,300
Australia	**169,314**	160,578
Malaysia	**142,877**	100,183
United Kingdom	**335,336**	338,747
United States of America	**29,764**	29,279
Other countries	**5,923**	10,828
	1,432,714	1,400,915

40. Immediate and ultimate holding corporation

The Company's immediate holding corporation is Centurion Properties Pte Ltd, incorporated in Singapore. The ultimate holding corporation is Centurion Global Ltd, incorporated in the British Virgin Islands.

41. New or revised accounting standards and interpretations

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2021 and which the Group has not early adopted.

Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16: *Interest Rate Benchmark Reform - Phase 2* (effective for annual periods beginning on or after 1 January 2021)

Hedge relationships

As described in Note 2.1, the Group adopted the 'Phase 1' amendments on 1 January 2020 which provided temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by IBOR reform.

The 'Phase 2' amendments, which will become effective for the Group for the annual period beginning 1 January 2021, address issues arising during interest rate benchmark reform, including specifying when the 'Phase 1' amendments will cease to apply, when hedge designations and documentation should be updated, and when hedges of the alternative benchmark rate as the hedged risk are permitted.

Financial instruments and lease liabilities

For financial instruments measured using amortised cost measurement, the 'Phase 2' amendments provide a practical expedient which require changes to the basis for determining the contractual cash flows required by interest rate benchmark reform to be reflected by adjusting their effective interest rate. No immediate gain or loss is recognised. This practical expedient exists for lease liabilities as well. These expedients are only applicable to changes that are required by interest rate benchmark reform, which is the case if, and only if, the change is necessary as a direct consequence of interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis.

The Group does not expect any significant impact arising from applying these amendments.

42. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Centurion Corporation Limited on 17 March 2021.

AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The information in this Appendix III has been reproduced from the annual report of Centurion Corporation Limited and its subsidiaries for FY2021 and has not been specifically prepared for inclusion in this Information Memorandum.

CENTURION CORPORATION LIMITED
AND ITS SUBSIDIARIES

(Incorporated in Singapore. Registration Number: 198401088W)

ANNUAL REPORT

For the financial year ended 31 December 2021

CENTURION CORPORATION LIMITED
AND ITS SUBSIDIARIES

ANNUAL REPORT
For the financial year ended 31 December 2021

Contents

DIRECTORS' STATEMENT

For the financial year ended 31 December 2021

The directors present their statement to the members together with the audited consolidated financial statements of the Group for the financial year ended 31 December 2021 and the balance sheet of the Company as at 31 December 2021.

In the opinion of the directors,

(a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 9 to 124 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2021 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Wong Kok Hoe
Chandra Mohan s/o Rethnam
Gn Hiang Meng
Han Seng Juan
Loh Kim Kang David
Owi Kek Hean
Tan Poh Hong
Teo Peng Kwang
Lee Wei Loon

Arrangements to enable directors to acquire shares and debentures

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

Directors' and Chief Executive Officer's ("CEO") interests in shares or debentures

(a) According to the register of directors' and CEO's shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967, none of the directors and CEO holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director/CEO		Holdings in which director/CEO is deemed to have an interest	
	At 31.12.2021	At 1.1.2021 or date of appointment, if later	**At 31.12.2021**	At 1.1.2021 or date of appointment, if later
Centurion Corporation Limited				
(No. of ordinary shares)				
Gn Hiang Meng	**-**	-	**247,500**	247,500
Loh Kim Kang David [(i)]	**37,986,350**	37,986,350	**425,956,126**	425,956,126
Han Seng Juan	**33,877,600**	33,877,600	**433,703,626**	433,703,626
Wong Kok Hoe	**10,000,000**	10,000,000	**-**	-
Teo Peng Kwang [(ii)]	**63,723,330**	63,723,330	**-**	-
Kong Chee Min (CEO) [(iii)]	**172,905**	172,905	**-**	-
Ultimate Holding Corporation - Centurion Global Ltd				
(No. of ordinary shares)				
Loh Kim Kang David	**8,086**	8,086	**-**	-
Han Seng Juan	**8,086**	8,086	**-**	-
Immediate Holding Corporation - Centurion Properties Pte Ltd				
(No. of ordinary shares)				
Loh Kim Kang David	**-**	-	**10,000,000**	10,000,000
Han Seng Juan	**-**	-	**10,000,000**	10,000,000

Notes:

(i) As at 31 December 2021, Loh Kim Kang David also has a direct interest in the Fixed Rate Notes due 2024 issued by the Company on 12 October 2020 ("Fixed Rate Notes due 2024") for an aggregate principal amount of S$500,000 (as at 1 January 2021: Direct interest in Fixed Rate Notes due 2024 for an aggregate principal amount of S$500,000).

(ii) As at 31 December 2021, Teo Peng Kwang also has a direct interest in the Fixed Rate Notes due 2024 for an aggregate principal amount of S$3,000,000 (as at 1 January 2021: Direct interest in Fixed Rate Notes due 2024 for an aggregate principal amount of S$3,000,000).

(iii) As at 31 December 2021, Kong Chee Min also has a direct interest in the Fixed Rate Notes due 2024 for an aggregate principal amount of S$1,500,000 (as at 1 January 2021: Direct interest in Fixed Rate Notes due 2024 for an aggregate principal amount of S$1,500,000).

(b) Loh Kim Kang David and Han Seng Juan, who by virtue of their individual interest of not less than 20% of the issued capital of the Company, are deemed to have an interest in the shares of the subsidiaries held by the Company.

(c) The directors' and CEO's interests in the ordinary shares of the Company as at 21 January 2022 were the same as those as at 31 December 2021.

Share options

The Company has no share option scheme as at the date of this statement.

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

Audit committee

The members of the Audit Committee at the end of the financial year were as follows:

Gn Hiang Meng (Chairman)
Chandra Mohan s/o Rethnam
Owi Kek Hean

All members of the Audit Committee were independent non-executive directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967, the Listing Manual of the Singapore Exchange Securities Trading Limited and the Singapore Code of Corporate Governance 2018. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2021 before their submission to the Board of Directors.

The Audit Committee has recommended to the Board that the independent auditor, PricewaterhouseCoopers LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

DIRECTORS' STATEMENT
For the financial year ended 31 December 2021

Independent auditor

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment. There is no change in the Company's auditor in the preceding three years.

On behalf of the directors

Wong Kok Hoe Director	Loh Kim Kang David Director

17 March 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTURION CORPORATION LIMITED

Report on the Audit of the Financial Statements

Our Opinion

In our opinion, the accompanying consolidated financial statements of Centurion Corporation Limited ("the Company") and its subsidiaries ("the Group") and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 ("the Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Separate opinion in relation to International Financial Reporting Standards

As explained in Note 2.1 to the financial statements, the Group and the Company, in addition to applying SFRS(I)s, have also applied International Financial Reporting Standards ("IFRSs"). In our opinion, the consolidated financial statements of the Group and the balance sheet of the Company give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows for the financial year then ended in accordance with IFRSs.

What we have audited

The financial statements of the Group and the Company comprise:
- the consolidated income statement of the Group for the financial year ended 31 December 2021;
- the consolidated statement of comprehensive income of the Group for the financial year then ended;
- the balance sheets of the Group and of the Company as at 31 December 2021;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTURION CORPORATION LIMITED (continued)

Our audit approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	**How our audit addressed the Key Audit Matter**
Valuation of investment properties As at 31 December 2021, the carrying value of the Group's investment properties of $1,354,593,000 accounted for 86% of the Group's total assets (Note 22). In addition, the investment properties held by the Group's associated companies and joint venture affect the carrying value of the Group's investments in associated companies and joint venture (Note 19 and Note 20). The valuation of investment properties was a key audit matter due to the significant judgement in determining the key inputs used in the valuation. These key inputs include discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre, and are dependent on the nature of each investment property and the prevailing market conditions. The key inputs are disclosed in Note 3 and Note 22 to the accompanying financial statements. Furthermore, the valuation reports obtained from independent property valuers for certain investment properties have highlighted that with the heightened uncertainty of the Coronavirus Disease 2019 ("COVID-19") outbreak, the reduced certainty would require a higher degree of caution to be exercised when relying on the valuations.	Our procedures included the following: • assessed the competence, capabilities and objectivity of the external valuers engaged by the Group; • obtained an understanding of the techniques used by the external valuers in determining the valuation of individual investment properties; • discussed the key inputs used by the external valuers in the valuation; • tested the reliability of information, including underlying lease and financial information provided to the external valuers; and • assessed the reasonableness of the discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre by benchmarking these against prior year inputs and those of comparable properties based on information available as at 31 December 2021. We found the external valuers to be members of recognised bodies for professional valuers. We also found that the valuation techniques used were appropriate in the context of the Group's investment properties and the key inputs used were within the range of market data. We have also assessed the adequacy of the disclosures relating to the key inputs and the impact of COVID-19 on the valuation of investment properties, as we consider them as likely to be significant to users of the financial statements given the estimation uncertainty and sensitivity of the valuations.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTURION CORPORATION LIMITED (continued)

Other Information

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

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

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

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CENTURION CORPORATION LIMITED (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Chua Chin San.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 17 March 2022

CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED INCOME STATEMENT
For the financial year ended 31 December 2021

	Note	**2021 $'000**	2020 $'000
Revenue	4	**143,017**	128,355
Cost of sales	5	**(48,701)**	(38,756)
Gross profit		**94,316**	89,599
Other income	6	**4,715**	8,948
Other gains/(losses) - net			
- Loss on derecognition of financial assets	7	**(666)**	(3,589)
- Write back/(allowance) for impairment of trade and other receivables	7	**112**	(1,300)
- Others	7	**1,937**	697
Net fair value loss on investment properties	22	**(3,076)**	(27,641)
Expenses			
- Distribution expenses	5	**(1,158)**	(1,284)
- Administrative expenses	5	**(20,629)**	(21,186)
- Finance expenses	8	**(22,734)**	(23,319)
Share of profit of associated companies and joint venture	19,20	**15,077**	4,819
Profit before income tax		**67,894**	25,744
Income tax expense	10(a)	**(12,097)**	(7,033)
Total profit		**55,797**	18,711
Profit attributable to:			
Equity holders of the Company		**52,679**	17,171
Non-controlling interests		**3,118**	1,540
		55,797	18,711
Earnings per share for profit attributable to equity holders of the Company			
Basic earnings per share (cents)	11(a)	**6.27**	2.04
Diluted earnings per share (cents)	11(b)	**6.27**	2.04

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2021

	Note	**2021** **$'000**	2020 $'000
Total profit		**55,797**	18,711
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss:			
Financial assets, at FVOCI – debt instruments			
- Fair value gains/(losses)	33(b)(i)	**618**	(600)
- Reclassification	33(b)(i)	**2**	77
Cash flow hedges			
- Fair value gains/(losses)	33(b)(ii)	**2,311**	(6,779)
- Reclassification	33(b)(ii)	**2,109**	1,762
Share of other comprehensive gains/(losses) of associated companies and joint venture	19, 20	**140**	(217)
Currency translation (losses)/gains arising from consolidation		**(3,672)**	10,376
Other comprehensive income, net of tax		**1,508**	4,619
Total comprehensive income		**57,305**	23,330
Total comprehensive income attributable to:			
Equity holders of the Company		**54,118**	21,815
Non-controlling interests		**3,187**	1,515
		57,305	23,330

The accompanying notes form an integral part of these financial statements.

BALANCE SHEETS

As at 31 December 2021

	Note	Group 2021 $'000	Group 2020 $'000	Company 2021 $'000	Company 2020 $'000
ASSETS					
Current assets					
Cash and bank balances	12	**67,493**	83,868	**20,310**	28,247
Trade and other receivables	13	**17,996**	11,687	**17,726**	16,714
Inventories	14	**164**	65	**-**	-
Other assets	15	**4,524**	5,307	**338**	150
Financial assets, at fair value through other comprehensive income	16	**6,453**	6,779	**6,453**	6,779
		96,630	107,706	**44,827**	51,890
Assets held for sale	17	**-**	1,292	**-**	-
		96,630	108,998	**44,827**	51,890
Non-current assets					
Trade and other receivables	13	**-**	-	**375,141**	372,677
Other assets	15	**896**	1,022	**-**	130
Financial assets, at fair value through profit or loss	18	**57**	24	**-**	-
Investments in associated companies	19	**117,071**	111,462	**1,298**	1,298
Investment in a joint venture	20	**4,732**	4,758	**-**	-
Investments in subsidiaries	21	**-**	-	**16,897**	16,697
Investment properties	22	**1,354,593**	1,307,770	**-**	-
Property, plant and equipment	23	**8,735**	7,678	**560**	1,117
		1,486,084	1,432,714	**393,896**	391,919
Total assets		**1,582,714**	1,541,712	**438,723**	443,809
LIABILITIES					
Current liabilities					
Trade and other payables	26	**46,182**	37,154	**11,789**	11,549
Other liabilities	27	**-**	52	**-**	-
Current income tax liabilities	10	**9,336**	9,657	**2,019**	753
Derivative financial instruments	30	**122**	165	**122**	165
Borrowings	28	**63,258**	71,788	**12,404**	39,850
Lease liabilities	29	**17,946**	10,282	**426**	495
		136,844	129,098	**26,760**	52,812
Non-current liabilities					
Other liabilities	27	**1,489**	490	**-**	-
Deferred income tax liabilities	31	**13,295**	9,168	**40**	83
Derivative financial instruments	30	**2,113**	6,490	**-**	351
Borrowings	28	**664,432**	682,878	**111,662**	111,022
Lease liabilities	29	**87,222**	84,803	**-**	426
		768,551	783,829	**111,702**	111,882
Total liabilities		**905,395**	912,927	**138,462**	164,694
NET ASSETS		**677,319**	628,785	**300,261**	279,115
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	32	**142,242**	142,242	**253,553**	253,553
Other reserves	33	**(25,049)**	(26,488)	**(176)**	(1,188)
Retained profits	34	**542,521**	489,842	**46,884**	26,750
		659,714	605,596	**300,261**	279,115
Non-controlling interests		**17,605**	23,189	**-**	-
Total equity		**677,319**	628,785	**300,261**	279,115

The accompanying notes form an integral part of these financial statements.

CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the financial year ended 31 December 2021

	Note	← Attributable to equity holders of the Company → Share capital $'000	Other reserves $'000	Retained profits $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
2021							
Beginning of financial year		**142,242**	**(26,488)**	**489,842**	**605,596**	**23,189**	**628,785**
Profit for the year		-	-	52,679	52,679	3,118	55,797
Other comprehensive income for the year		-	1,439	-	1,439	69	1,508
Total comprehensive income for the year		**-**	**1,439**	**52,679**	**54,118**	**3,187**	**57,305**
Dividends paid		-	-	-	-	(8,771)	(8,771)
Total transactions with owners, recognised directly in equity		-	-	-	-	(8,771)	(8,771)
End of financial year		**142,242**	**(25,049)**	**542,521**	**659,714**	**17,605**	**677,319**
2020							
Beginning of financial year		**142,242**	**(31,132)**	**481,081**	**592,191**	**21,674**	**613,865**
Profit for the year		-	-	17,171	17,171	1,540	18,711
Other comprehensive income/(loss) for the year		-	4,644	-	4,644	(25)	4,619
Total comprehensive income for the year		**-**	**4,644**	**17,171**	**21,815**	**1,515**	**23,330**
Dividends paid	35	-	-	(8,410)	(8,410)	-	(8,410)
Total transactions with owners, recognised directly in equity		**-**	**-**	**(8,410)**	**(8,410)**	**-**	**(8,410)**
End of financial year		**142,242**	**(26,488)**	**489,842**	**605,596**	**23,189**	**628,785**

The accompanying notes form an integral part of these financial statements.

CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
For the financial year ended 31 December 2021

	Note	2021 $'000	2020 $'000
Cash flows from operating activities			
Total profit		**55,797**	18,711
Adjustments for:			
- Income tax expense	10(a)	**12,097**	7,033
- Depreciation	5	**3,581**	3,313
- Impairment of plant and equipment	7	**-**	508
- (Write back)/allowance for impairment of trade and other receivables	7	**(112)**	1,300
- Net loss on disposal of plant and equipment	7	**13**	9
- (Gain)/loss on disposal of assets held for sale	7	**(2,019)**	97
- Gain on disposal of a subsidiary	7	**-**	(1,398)
- Net fair value loss on investment properties	22	**3,076**	27,641
- Interest income	6	**(520)**	(875)
- Finance expenses	8	**22,734**	23,319
- Share of profit of associated companies and joint venture	19,20	**(15,077)**	(4,819)
- Loss on disposal of financial assets, at FVOCI	7	**2**	77
- Fair value (gains)/losses on financial assets at fair value through profit or loss	7	**(33)**	132
- Unrealised currency translation differences		**(30)**	144
Operating cash flow before working capital changes		**79,509**	75,192
Change in working capital, net of effects from disposal of subsidiary:			
- Inventories		**(99)**	(21)
- Trade and other receivables		**(7,058)**	(4,232)
- Other assets		**653**	(2,025)
- Trade and other payables		**9,177**	(3,402)
Cash generated from operations		**82,182**	65,512
Income tax paid	10(b)	**(7,833)**	(5,032)
Net cash provided by operating activities		**74,349**	60,480
Cash flows from investing activities			
Proceeds from disposal of property, plant and equipment		**71**	79
Additions to investment properties		**(31,006)**	(11,377)
Purchases of property, plant and equipment		**(4,093)**	(1,334)
Interest received		**475**	866
Dividends received from associated companies	19	**9,675**	2,166
Short-term bank deposits released as security to bank		**-**	1,255
Deposits refunded for acquisition of investment property		**-**	3,575
Purchase of financial assets, at FVOCI	16	**(2,750)**	(2,250)
Proceeds from disposal of financial assets, at FVOCI	16	**3,730**	4,000
Proceeds from disposal of assets held for sale		**3,905**	3,284
Disposal of a subsidiary, net of cash disposed of	21	**-**	5,828
Net cash (used in)/provided by investing activities		**(19,993)**	6,092

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the financial year ended 31 December 2021

	Note	**2021** **$'000**	2020 $'000
Cash flows from financing activities			
Proceeds from borrowings		**48,327**	52,360
Loan from non-controlling interests		**115**	103
Repayment of loan from associated company		**(2,160)**	-
Repayment of borrowings		**(71,269)**	(42,241)
Interest paid on borrowings		**(19,410)**	(21,029)
Interest paid on lease liabilities		**(3,538)**	(2,440)
Repayment of principal portion of lease liabilities		**(13,948)**	(7,457)
Restricted cash charged as security to bank		**(1,184)**	-
Dividends paid to equity holders of the company		**-**	(8,410)
Dividends paid to non-controlling interests		**(8,771)**	-
Net cash used in financing activities		**(71,838)**	(29,114)
Net (decrease)/increase in cash and cash equivalents held		**(17,482)**	37,458
Cash and cash equivalents			
Beginning of financial year		**83,868**	46,378
Effects of currency translation on cash and cash equivalents		**(77)**	32
End of financial year	12	**66,309**	83,868

Please refer to reconciliation of liabilities arising from financing activities in Note 12.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General information

Centurion Corporation Limited (the "Company") is incorporated and domiciled in Singapore and is dual listed on both the Main Board of the Singapore Exchange Securities Trading Limited and The Stock Exchange of Hong Kong. The address of its registered office is 45 Ubi Road 1, #05-01, Singapore 408696.

The principal activities of the Company include investment holding and provision of management services.

The principal activities of its subsidiaries, associated companies and joint venture are set out in Notes 21, 19 and 20 respectively.

The financial statements are presented in thousands of Singapore Dollars ($'000) unless otherwise stated.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)s") and International Financial Reporting Standards ("IFRSs"). All references to SFRS(I)s and IFRSs are referred to collectively as "IFRSs" in these financial statements, unless specified otherwise. The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

As at 31 December 2021, the Group is in a net current liability position of $40,214,000. These financial statements are prepared on a going concern basis as the Group expects to generate sufficient operating cash flows to enable the Group to pay its debts as and when they fall due within the next twelve months from balance sheet date. In addition, the Group has unutilised committed credit facilities of $100,242,000 expiring more than 12 months after balance sheet date, which are available for meeting any short-term liabilities and unanticipated fund requirements, if needed.

The preparation of the financial statements in conformity with IFRSs requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

2. **Significant accounting policies** (continued)

2.1 **Basis of preparation** (continued)

Impact of COVID-19

The COVID-19 pandemic has affected almost all countries of the world, and resulted in border closures, production stoppages, workplace closures, movement controls and other measures imposed by the various governments. The Group's significant operations are in Singapore, Malaysia, Australia, the United Kingdom and the United States of America, all of which have been affected by the spread of COVID-19 since 2020.

Set out below is the impact of COVID-19 on the Group's financial performance reflected in this set of financial statements for the financial year ended 31 December 2021:

i. The Group has assessed that the going concern basis of preparation for this set of financial statements remains appropriate.
ii. In 2021, the Group has received rental rebates for its leased properties and also provided rental concessions to certain tenants. The effects of such rental concessions received/provided are disclosed in Notes 6 and 7 respectively.
iii. The Group has considered the market conditions (including the impact of COVID-19) as at the balance sheet date, in making estimates and judgements on the recoverability of assets as at 31 December 2021. The significant estimates and judgement applied on valuation of investment properties are disclosed in Notes 3 and 22.

As the COVID-19 pandemic continues to evolve, the Group continues to be impacted by the measures taken by governments to combat the spread of the pandemic. If the situation persists beyond management's current expectations, the Group's assets may be subject to further write-downs in the subsequent financial periods.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Interpretations and amendments to published standards effective in 2021

On 1 January 2021, the Group adopted the new or amended IFRSs and Interpretations of IFRSs ("INT IFRSs") that are mandatory for application for the year as set out below. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective IFRSs and INT IFRSs.

The adoption of these new or amended IFRSs and INT IFRSs did not result in substantial changes to the accounting policies of the Group and the Company and had no material effect on the amounts reported for the current or prior years, except as follows.

<u>Interest rate benchmark reform – Phase 2</u>

The Group has adopted the amendments to SFRS(I) 9, SFRS(I) 7 and SFRS(I) 16 Interest Rate Benchmark Reform – Phase 2 effective 1 January 2021. In accordance with the transition provisions, the amendments shall be applied retrospectively to financial instruments. Comparative amounts have not been restated, and there was no impact on the current period opening reserves amounts on adoption.

Financial instruments measured at amortised cost

Phase 2 of the amendments requires that, for financial instruments measured using amortised cost measurement, changes to the basis for determining the contractual cash flows required by IBOR reform are reflected by adjusting their effective interest rate. No immediate gain or loss is recognised.

These expedients are only applicable to changes that are required by IBOR reform, which is the case if, and only if, the change is necessary as a direct consequence of IBOR reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change.

For the financial year ended 31 December 2021, the Group has applied the practical expedients provided under Phase 2 to amendments to $168,586,000 of its bank borrowings.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Interpretations and amendments to published standards effective in 2021 (continued)

Effect of IBOR reform

Following the global financial crisis, the reform and replacement inter-bank offered rates ("IBOR") has become a priority for global regulators. The Group's risk exposure that is directly affected by the IBOR reform predominantly comprises its variable rate borrowings that are linked to the Singapore Interbank Offered Rate ("SIBOR"), Singapore Swap Offer Rate ("SOR") and the British Pound Sterling London Inter-bank Offer Rate ("GBP LIBOR"). The floating rate borrowings which are linked to the Singapore SOR are hedged using interest rate swaps, which have been designated as cash flow hedges.

SOR and SIBOR will cease publication after 30 June 2023 and 31 December 2024 respectively, and these are expected to be replaced by the Singapore Overnight Rate Average ("SORA"). The Group has variable rate SGD borrowings which references to SOR and SIBOR and matures after the respective cessation dates. The Group's communication with its swap and debt counterparties for the affected SIBOR and SOR linked borrowings is ongoing, but specific changes required by IBOR reform have not yet been agreed.

The Group hedges some of the variability in cash flows arising from SOR-linked borrowings using SOR-linked interest rate swaps. As IBOR uncertainty is still present, the Group continues to apply the Phase 1 temporary amendments for hedge accounting on cash flow hedges relating to SOR risk, and further information on the hedging relationship has been disclosed in Note 37(a)(iii). The expected transition from SOR to SORA had no effect on the amounts reported for the current and prior financial years.

The Group has completed the transition for some of its affected SOR linked borrowings to SORA, and the Group has applied the Phase 2 amendments for amortised cost measurement for these borrowings. The transition from SOR to SORA had no material effect on the amounts reported for the current and prior financial year.

GBP LIBOR will lose its representativeness after 31 December 2021. The Group has amended all its GBP LIBOR linked borrowings to reference to the Sterling Overnight Index Average ("SONIA"), and the Group has applied the Phase 2 amendments for amortised cost measurement. The transition from GBP LIBOR to SONIA had no material effect on the amounts reported for the current and prior financial year.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Effect of IBOR reform (continued)

The following table contains details of all the financial instruments held by the Group and Company as at 31 December 2021 which are referenced to SIBOR and SOR and have not yet transited to the new SORA:

	SIBOR		SOR	
	Carrying amount $'000	Of which: Not yet transited to an alternative benchmark rate $'000	Carrying amount $'000	Of which: Not yet transited to an alternative benchmark rate $'000
Group:				
31 December 2021				
Liabilities				
- Borrowings	83,032	61,782	350,876	322,735
- Derivative financial instruments	-	-	2,235	2,235
Total	83,032	61,782	353,111	324,970
Company:				
31 December 2021				
Liabilities				
- Borrowings	30,250	9,000	33,500	30,000
- Derivative financial instruments	-	-	122	122
Total	30,250	9,000	33,622	30,122

Included in the variable rate borrowings are floating-rate debt of $126,976,000 (2020: $140,979,000) whose interest rates are based on 1-month SOR. To hedge the variability in cash flows of this loan, the Group has entered into interest rate swaps with key terms (principal amount, payment dates, repricing dates, currency) that match those of the debt on which it pays a fixed rate and receives a variable rate.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Effect of IBOR reform (continued)

In calculating the change in fair value attributable to the variability of SOR in hedged SGD borrowings, the Group assumes that:

- The borrowings will move to SORA at the same time as the interest rate swap (hedging instrument) with a similar adjustment spread computed on the same basis;
- No other changes to the terms of the borrowing and interest rate swap are anticipated; and
- The interest rate swap will not be derecognised.

Given that the critical terms are assumed to continue to match, the change in fair value of the hedged risk is the same as the change in fair value of the hedging instrument. Therefore, no hedge ineffectiveness is recognised as a result of the expected transition of the cash flow hedges from SOR to SORA.

2.2 Revenue recognition

(a) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term. Refer to Note 2.18(ii) for accounting policy on rental income.

(b) Other revenue from accommodation business

Other revenue incidental to provision of accommodation services are recognised when control of the products are transferred to the customer at a point in time, or when services are rendered. Transfer of control of the product occurs when the customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied. No element of financing is deemed present as payments are due immediately, which is consistent with market practice and a receivable (financial asset) is recognised when 1) control of the product is transferred or 2) when service is rendered, as this is the point in time that the consideration is unconditional.

2. Significant accounting policies (continued)

2.2 Revenue recognition (continued)

(c) Sale of goods

The Group manufactures and sells optical storage media and other trading goods. Sales are recognised when control of the products are delivered to its customers. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customers and either the customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. No element of financing is deemed present as the sales are made with a credit terms of 30 to 60 days, which is consistent with market practice. A receivable (financial asset) is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before payment is due.

The Group does not operate any customer loyalty programme.

(d) Rendering of management services

Revenue from rendering of services is recognised over time upon the performance of the services or in accordance with the terms of the service contracts. Revenue represents management fees earned on property management and management of property real estate investments.

(e) Interest income

Interest income, including income arising from finance leases and other financial instruments is recognised using the effective interest method.

(f) Dividend income

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured.

2. Significant accounting policies (continued)

2.3 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date on which control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests comprise the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests which are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

2. Significant accounting policies (continued)

2.3 Group accounting (continued)

(a) Subsidiaries (continued)

(ii) Acquisitions (continued)

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets acquired is recorded as goodwill.

If those amounts are less than the fair value of the identifiable net assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain from bargain purchase.

Please refer to the paragraph "Intangible assets – Goodwill on acquisitions" for the subsequent accounting policy for goodwill.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries, associated companies and joint ventures" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

2. Significant accounting policies (continued)

2.3 Group accounting (continued)

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

(c) Associated companies and joint ventures

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

(i) Acquisitions

Investments in associated companies and joint ventures are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies and joint ventures represents the excess of the cost of acquisition of the associated company or joint venture over the Group's share of the fair value of the identifiable net assets of the associated company or joint venture and is included in the carrying amount of the investments.

(ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' or joint ventures' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies or joint ventures are recognised as a reduction of the carrying amount of the investments.

2. Significant accounting policies (continued)

2.3 Group accounting (continued)

(c) Associated companies and joint ventures (continued)

(ii) Equity method of accounting (continued)

When the Group's share of losses in an associated company or joint venture equals to or exceeds its interest in the associated company or joint venture, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated company or joint venture. If the associated company or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in an associated company or joint venture includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies or joint ventures are eliminated to the extent of the Group's interest in the associated companies or joint ventures. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies or joint ventures are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

(iii) Disposals

Investments in associated companies or joint ventures are derecognised when the Group loses significant influence or joint control. If the retained equity interest in the former associated company or joint venture is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiaries, associated companies and joint ventures" for the accounting policy on investments in associated companies and joint ventures in the separate financial statements of the Company.

2. **Significant accounting policies** (continued)

2.4 Government grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately as other income. Government grants relating to assets are deducted against the carrying amount of the assets.

2.5 Property, plant and equipment

(a) Measurement

(i) Property, plant and equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Component of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation

Freehold land and capital work-in-progress are not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Building on freehold land	50 years
Leased office space and leasehold improvements	3 - 10 years
Plant, machinery and equipment	2 - 10 years
Renovation, furniture and fittings	4 - 10 years
Motor vehicles	4 - 5 years
Office equipment and computers	3 - 10 years

2. Significant accounting policies (continued)

2.5 Property, plant and equipment (continued)

(b) Depreciation (continued)

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

2.6 Investment properties

Investment properties include properties and right-of-use assets relating to leasehold land and properties that are held for long-term rental yields and/or for capital appreciation. Investment properties include properties that are being constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuers on the highest and best use basis. Changes in fair values are recognised in profit or loss.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the costs of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

2. Significant accounting policies (continued)

2.7 Intangible assets

Goodwill on acquisitions

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiaries is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on acquisitions of joint ventures and associated companies represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated companies and joint ventures is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries, joint ventures and associated companies include the carrying amount of goodwill relating to the entity sold.

2.8 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties and assets under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction.

The actual borrowing costs incurred during the period up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings.

2.9 Investments in subsidiaries, associated companies and joint ventures

Investments in subsidiaries, associated companies and joint ventures are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2. Significant accounting policies (continued)

2.10 Impairment of non-financial assets

Property, plant and equipment
Right-of-use assets
Investments in subsidiaries, associated companies and joint ventures

Property, plant and equipment, right-of-use assets and investments in subsidiaries, associated companies and joint ventures are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset other than goodwill is reversed only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss.

2. Significant accounting policies (continued)

2.11 Financial assets

(a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

(i) Debt instruments

Debt instruments mainly comprise of cash and bank balances, trade and other receivables, and listed debt securities.

There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

2. Significant accounting policies (continued)

2.11 Financial assets (continued)

(a) Classification and measurement (continued)

At subsequent measurement (continued)

(i) Debt instruments (continued)

- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "Other gains/(losses) - net". Interest income from these financial assets is recognised using the effective interest rate method and presented in "Interest income".

(ii) Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity instruments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "Other gains/(losses) - net", except where the Group has elected to classify the investments as FVOCI. Movements in fair values of investments classified as FVOCI are presented as "Fair value gains and losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "Dividend income".

(b) Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses ("ECL") associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2. Significant accounting policies (continued)

2.11 Financial assets (continued)

(b) Impairment of financial assets (continued)

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

(c) Recognition and derecognition

Regular way of purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

2.12 Derivatives financial instruments and hedging activities

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates each hedge as either: (a) fair value hedge; (b) cash flow hedge; or (c) net investment hedge.

2. Significant accounting policies (continued)

2.12 Derivatives financial instruments and hedging activities (continued)

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

The Group documents at the inception of the transaction the relationship between the hedging instruments and hedged items, as well as its risk management objective and strategies for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis on whether the hedging relationship meets the hedge effectiveness requirements under IFRS 9.

The fair value of various derivative financial instruments used for hedging purposes are disclosed in Note 30. The carrying amount of a derivative designated as a hedge is presented as a non-current asset or liability if the remaining expected life of the hedged item is more than 12 months, and as a current asset or liability if the remaining expected life of the hedged item is less than 12 months.

The following hedges in place qualified as cash flow hedges under IFRS 9. The Group's management strategies and hedge documentation are aligned with the requirements of IFRS 9 and are thus treated as continuing hedges.

Interest rate swaps

The Group has entered into interest rate swaps that are designated as cash flow hedges for the Group's exposure to interest rate risk on its borrowings. These contracts entitle the Group to receive interest at floating rates on notional principal amounts and oblige the Group to pay interest at fixed rates on the same notional principal amounts, thus allowing the Group to raise borrowings at floating rates and swap them into fixed rates.

The fair value changes on the effective portion of interest rate swaps designated as cash flow hedges are recognised in other comprehensive income, accumulated in the hedging reserve and reclassified to profit or loss when the hedged interest expense on the borrowings is recognised in profit or loss and presented separately in "Finance expense". The fair value changes on the ineffective portion of interest rate swaps are recognised immediately in profit or loss.

2.13 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2. Significant accounting policies (continued)

2.14 Financial guarantees

The Company has issued corporate guarantees to banks for borrowings of its subsidiaries, associated companies and joint ventures. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries, associated companies or joint ventures fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

(a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of IFRS 15; and

(b) the amount of expected loss computed using the impairment methodology under IFRS 9.

2.15 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

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

2.16 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2. Significant accounting policies (continued)

2.17 Fair value estimation of financial assets and liabilities

The fair values of financial instruments traded in active markets (such as exchange-traded and over-the-counter securities and derivatives) are based on quoted market prices at the balance sheet date. The quoted market prices used for financial assets are the current bid prices; the appropriate quoted market prices for financial liabilities are the current asking prices.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

2.18 Leases

(i) *When the Group is the lessee:*

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- *Right-of-use assets*

  The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

  These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

  Right-of-use assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment".

  Right-of-use asset which meets the definition of an investment property is presented within "Investment properties" and accounted for in accordance with Note 2.6.

2. Significant accounting policies (continued)

2.18 Leases (continued)

(i) When the Group is the lessee: (continued)

- *Lease liabilities*

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

2. Significant accounting policies (continued)

2.18 Leases (continued)

(i) When the Group is the lessee: (continued)

- *Short term and low value leases*

  The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

- *Variable lease payments*

  Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

(ii) When the Group is the lessor:

The Group subleases its leased premises under operating leases to non-related parties. The Group also leases its investment properties under operating leases to non-related parties.

- *Lessor – Operating leases*

  Leases of investment properties where the Group retains substantially all risk and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to lessees) is recognised in profit or loss on a straight-line basis over the lease term.

  Rental due but unpaid is presented under “Trade and other receivables”. The Group has provided rent concessions to its tenants by waiving contractual past due rent which is accounted for as a forgiveness of rental receivables. Refer to Note 2.11(c) for the accounting policy for derecognition of financial assets.

  Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

  Contingent rents are recognised as income in profit or loss when earned.

2. Significant accounting policies (continued)

2.18 Leases (continued)

(ii) When the Group is the lessor: (continued)

- *Lessor – Subleases*

  In classifying a sublease, the Group as an intermediate lessor classifies the sublease as a finance or an operating lease with reference to the right-of-use asset arising from the head lease, rather than the underlying asset.

  When the sublease is assessed as a finance lease, the Group derecognises the right-of-use asset relating to the head lease that it transfers to the sublessee and recognised the net investment in the sublease within “Trade and other receivables”. Any differences between the right-of-use asset derecognised and the net investment in sublease is recognised in profit or loss. Lease liability relating to the head lease is retained in the balance sheet, which represents the lease payments owed to the head lessor.

  When the sublease is assessed as an operating lease, the Group recognises lease income from sublease in profit or loss within “Revenue”. The right-of-use asset relating to the head lease is not derecognised.

  For contract which contains lease and non-lease components, the Group allocates the consideration based on a relative stand-alone selling price basis.

2.19 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

2. Significant accounting policies (continued)

2.20 Income taxes

Current income tax for current and prior periods are recognised at the amounts expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2. Significant accounting policies (continued)

2.20 Income taxes (continued)

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

2.22 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

2.23 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (“functional currency”). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

2. Significant accounting policies (continued)

2.23 Currency translation (continued)

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the income statement within "Finance expenses". All other foreign exchange gains and losses impacting profit or loss are presented in the income statement within "Other gains/(losses) - net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(i) assets and liabilities are translated at the closing exchange rates at the reporting date;

(ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the date of the transactions); and

2. Significant accounting policies (continued)

2.23 Currency translation (continued)

(c) Translation of Group entities' financial statements (continued)

(iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

2.24 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the senior management whose members are responsible for allocating resources and assessing performance of the operating segments.

2.25 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are presented as current borrowings on the balance sheet. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.26 Share capital, treasury shares and share issuance expenses

Proceeds from issuance of ordinary shares are classified as equity.

When any entity within the Group purchases the Company's ordinary shares ("treasury shares"), the carrying amount which includes the consideration paid and any directly attributable transaction cost is presented as a component within equity attributable to the Company's equity holders, until they are cancelled, sold or reissued.

When treasury shares are subsequently cancelled, the cost of treasury shares are deducted against the share capital account if the shares are purchased out of capital of the Company, or against the retained profits of the Company if the shares are purchased out of earnings of the Company.

Costs directly attributable to the issuance of new shares are deducted against the share capital.

2. Significant accounting policies (continued)

2.27 Dividends to Company's shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payments.

2.28 Assets held for sale

Non-current assets are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use, except for investment properties. Investment properties classified as assets held-for-sale are measured at fair value. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss, except for investment properties classified as held-for-sale which are measured at fair value.

3. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Valuation of investment properties

As at 31 December 2021, the carrying value of the Group's investment properties of $1,354,593,000 (2020: $1,307,770,000) accounted for 86% (2020: 85%) of the Group's total assets. The Group, with reliance on independent professional valuers, applies estimates, assumptions and judgements in the determination of fair values for investment properties. The valuation forms the basis for the carrying amounts of the investment properties held directly by the Group in the consolidated financial statements. There is significant judgement in determining the key inputs used in the valuation. These key inputs include discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre, and are dependent on the nature of each investment property and the prevailing market conditions. The key unobservable inputs used to determine the fair value of the investment properties are disclosed in Note 22.

3. Critical accounting estimates, assumptions and judgements (continued)

Valuation of investment properties (continued)

In addition, the investment properties held by the Group's associated companies and joint venture affect the carrying value of the Group's investment in associated companies and joint venture. As at 31 December 2021, the carrying value of the Group's investment in associated companies and joint venture accounted for using the equity method of accounting amounted to $117,071,000 (2020: $111,462,000) (Note 19) and $4,732,000 (2020: $4,758,000) (Note 20) respectively, and are affected by the significant estimates and assumptions in the determination of the fair value of its investment properties held by the associated companies (Note 19) and joint venture (Note 20). The independent professional valuers have derived the fair value of these investment properties using income capitalisation method and the key unobservable inputs used in the valuation are the rental rate and capitalisation rate. The sensitivity of the changes in fair values of the investment properties to the carrying value of the associated companies and joint venture are disclosed in Note 19 and Note 20 respectively.

4. Revenue

	Group	
	2021	2020
	$'000	$'000
Rental income from investment properties (Note 22)	**124,559**	117,331
Revenue from contracts with customers (IFRS 15)		
Other revenue from accommodation business	**10,569**	5,135
Sale of optical storage media and other trading goods	**1,525**	958
Management services	**6,364**	4,931
	18,458	11,024
	143,017	128,355

5. Cost of sales and expenses

	Group	
	2021	2020
	$'000	$'000
Purchase of raw materials and consumables	**799**	431
Changes in inventories	**(99)**	(21)
Depreciation of property, plant and equipment (Note 23)	**3,581**	3,313
Property tax	**4,946**	4,919
Employee compensation (Note 9)	**25,540**	23,546
Rental expense [(a)]	**748**	742
Utilities	**9,253**	7,116
Repairs and maintenance	**3,124**	2,737
Cleaning expenses	**2,439**	1,749
Insurance	**1,096**	917
Security and card system expenses	**4,299**	3,107
Legal and professional fees	**3,147**	2,895
Transportation expenses	**360**	391
Advertising and promotion expenses	**750**	910
Fees on audit services paid/payable to:		
- auditor of the Company	**361**	338
- other member firms of PricewaterhouseCoopers International Limited	**214**	194
- other auditors	**52**	48
Fees on non-audit services paid/payable to:		
- auditor of the Company	**18**	95
- other member firms of PricewaterhouseCoopers International Limited	**33**	26
Others	**9,827**	7,773
Total cost of sales, distribution and administrative expenses	**70,488**	61,226

(a) In 2020, included within rental expense were COVID-19 related rent concessions received from lessors amounting to $332,000.

6. Other income

	Group	
	2021	2020
	$'000	$'000
Interest income		
- Financial assets measured at amortised cost	**164**	383
- Debt investments measured at FVOCI	**356**	492
	520	875
Government grant income [(a)]	**4,001**	8,941
Less: Government grant expense – rent concessions [(b)]	**(46)**	(1,119)
	3,955	7,822
Others	**240**	251
	4,715	8,948

(a) Included in government grant income are grants which the Group has recognised amounting to $3,772,000 (2020: $8,834,000) from the local governments where the Group operates, as part of the relief measures to help businesses deal with the impact from COVID-19. The government grant income mainly includes:

(i) Property tax rebates, rental relief and cash grant amounting to $2,235,000 (2020: $5,813,000) to help businesses deal with the impact from COVID-19.

(ii) Grant income of $578,000 (2020: $2,607,000) was recognised during the financial year under the various governments' Jobs Support, Job Keeper and Job Retention Schemes. These are temporary schemes to help enterprises retain jobs.

(b) Government grant expense relates to the property tax rebates received that were transferred to tenants in the form of rent rebates during the financial year and rental waivers provided to eligible tenants as part of the qualifying conditions of the cash grant.

The Group has passed on $46,000 (2020: $1,119,000) as part of its obligations to pass on the benefits of property tax rebates to its tenants and its obligations to waive up to two months of rental to eligible tenants.

In addition to the rent concessions, the Group has voluntarily waived an additional $666,000 (2020: $3,589,000) contractually past due rent to assist tenants whose operations were adversely impacted by COVID-19. This is presented as "loss on derecognition of financial assets" (Note 7(a)).

The total rent concessions and waivers amounted to $712,000 (2020: $4,708,000).

7. Other gains/(losses) - net

	Group 2021 $'000	Group 2020 $'000
Currency exchange (loss)/gain – net	**(106)**	122
Loss on derecognition of financial assets [(a)]	**(666)**	(3,589)
Net loss on disposal of plant and equipment	**(13)**	(9)
Net gain/(loss) on disposal of assets held for sale	**2,019**	(97)
Gain on disposal of a subsidiary (Note 21(c))	**-**	1,398
Financial assets at FVOCI		
- reclassification from other comprehensive income on disposal (Note 33(b)(i))	**(2)**	(77)
Fair value gain/(loss) on financial assets at fair value through profit or loss (Note 18)	**33**	(132)
Impairment loss of plant and equipment (Note 23)	**-**	(508)
Write back/(allowance) for impairment of trade and other receivables	**112**	(1,300)
Others	**6**	-
	1,383	(4,192)

(a) During the financial year, the Group voluntarily waived $666,000 (2020: $3,589,000) of contractually past due rent, resulting in a derecognition of operating lease receivables to assist tenants whose operations were adversely impacted by the COVID-19 pandemic.

8. Finance expenses

	Group 2021 $'000	Group 2020 $'000
Interest expense:		
- bank borrowings and notes payables	**16,561**	18,173
- lease liabilities	**3,538**	2,440
- associated company	**631**	826
- non-controlling interests	**97**	124
Cash flow hedges, reclassified from hedging reserve (Note 33(b)(ii))	**2,109**	1,762
Less: Borrowing costs capitalised in investment properties	**(202)**	(6)
Finance expenses recognised in profit or loss	**22,734**	23,319

9. Employee compensation – including directors' remunerations

(a) Employee benefit expenses during the years are as follows:

	Group	
	2021	2020
	$'000	$'000
Wages, salaries and other benefits	**23,099**	21,653
Employer's contribution to defined contribution plans, including Central Provident Fund	**2,441**	1,893
Total employee compensation (Note 5)	**25,540**	23,546

The Group makes contributions to, among others, the Central Provident Fund ("CPF") in Singapore, Employees' Provident Fund ("EPF") in Malaysia, Superannuation in Australia and Smart Pension in United Kingdom, which are defined contribution plans required by the law of the relevant jurisdictions.

In Singapore, the Group is required to make mandatory contributions to CPF at the prevailing CPF contribution rates, subject to the applicable monthly income cap for the employees who are Singapore citizens and Singapore Permanent Residents.

In Malaysia, the Group pays mandatory contributions to EPF every month based on the rates stipulated in the Third Schedule of the EPF Act 1991 for all Malaysian citizens and permanent residents who are working in Malaysia.

In Australia, the Group pays compulsory superannuation payments in accordance with the Superannuation Guarantee (Administration) Act 1992. Employees may elect to have compulsory superannuation guarantee contributions paid into any complying superannuation fund. If the employee does not nominate such a fund, the employer will make contributions into the employer's default complying superannuation fund.

In United Kingdom, the Group contributes the minimum fixed percentage of the employee's basic salary to the Work Place Pension Scheme Provider – Smart Pension, if an employee is an active member of the scheme who contributes a certain percentage which equates to the balance of the minimum total contribution rate. Employees may opt-out of the scheme if they wish within a month of auto-enrolment. The employee can withdraw a certain percentage of their pension savings as a one-off tax-free lump sum at the earliest of age 55 and the rest is withdrawn as taxable income for life that is known as an annuity.

Contributions relating to the defined contribution plans are recognised as employee benefit expenses in profit or loss in the period which the related services are rendered by the employees or as they become payable in accordance with the rules of the plans.

These contributions vest immediately, and the Group had no forfeited contributions that may be used to reduce the existing levels of contributions or any contributions payable in the future years. The only obligation of the Group with respect to these plans is the required contributions under the plans.

9. Employee compensation – including directors' remunerations

(b) Directors' and chief executive officer's remunerations

The remuneration of every director and the chief executive officer for the year ended 31 December 2021 is set out below:

Name of director	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employer's contribution to defined contribution plan	Other benefits	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Executive directors						
Loh Kim Kang David*	**31**	**-**	**250**	**15**	**-**	**296**
Wong Kok Hoe	**9**	**436**	**437**	**13**	**21**	**916**
Teo Peng Kwang	**9**	**368**	**417**	**9**	**18**	**821**
	49	**804**	**1,104**	**37**	**39**	**2,033**
Non-executive director						
Han Seng Juan	**55**	**-**	**-**	**-**	**-**	**55**
	55	**-**	**-**	**-**	**-**	**55**
Independent non-executive directors						
Chandra Mohan s/o Rethnam	**69**	**-**	**-**	**-**	**-**	**69**
Gn Hiang Meng	**87**	**-**	**-**	**-**	**-**	**87**
Owi Kek Hean	**66**	**-**	**-**	**-**	**-**	**66**
Tan Poh Hong	**52**	**-**	**-**	**-**	**-**	**52**
Lee Wei Loon	**45**	**-**	**-**	**-**	**-**	**45**
	319	**-**	**-**	**-**	**-**	**319**
Chief executive officer						
Kong Chee Min	**-**	**407**	**430**	**13**	**20**	**870**
	-	**407**	**430**	**13**	**20**	**870**
	423	**1,211**	**1,534**	**50**	**59**	**3,277**

* Re-designated from Non-Executive Director to Executive Director on 1 March 2021.

The remuneration of every director and the chief executive officer for the year ended 31 December 2020 is set out below:

Name of director	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employer's contribution to defined contribution plan	Other benefits	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Executive directors						
Wong Kok Hoe	9	429	315	13	16	782
Teo Peng Kwang	9	361	309	10	14	703
	18	790	624	23	30	1,485
Non-executive directors						
Han Seng Juan	58	-	-	-	-	58
Loh Kim Kang David	58	-	-	-	-	58
	116	-	-	-	-	116
Independent non-executive directors						
Chandra Mohan s/o Rethnam	73	-	-	-	-	73
Gn Hiang Meng	92	-	-	-	-	92
Owi Kek Hean	70	-	-	-	-	70
Tan Poh Hong	55	-	-	-	-	55
Lee Wei Loon	48	-	-	-	-	48
	338	-	-	-	-	338
Chief executive officer						
Kong Chee Min	-	398	312	16	15	741
	-	398	312	16	15	741
	472	1,188	936	39	45	2,680

9. Employee compensation – including directors' remunerations (continued)

(b) Directors' and chief executive officer's remunerations (continued)

(i) Directors' and chief executive officer's salaries, allowances, discretionary bonuses and other benefits

The executive directors' and chief executive officer's emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

The non-executive director's and independent non-executive directors' emoluments shown above were paid for their services as directors of the Company.

The discretionary bonuses are annual performance bonus tied to individual performance as well as the Group's performance, taking into account the strategic objectives of the Company.

(ii) Directors' retirement benefits

Save as disclosed above, no retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiaries undertaking during the current and prior financial years.

(iii) Directors' termination benefits

No payment was made to directors as compensation for the early termination of the appointment during the current and prior financial years.

(iv) Consideration provided to third parties for making available directors' services

No payment was made to the former employer of directors for making available the services of them as a director of the Company during the current and prior financial years.

(v) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There are no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the current and prior financial years.

9. **Employee compensation – including directors' remunerations** (continued)

(b) Directors' and chief executive officer's remunerations (continued)

(vi) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the current and prior financial years.

(c) Five highest paid individuals

The five individuals (including two directors (2020: two)) whose remunerations were the highest in the Company are reflected in the analysis presented below.

	Group	
	2021	2020
	$'000	$'000
Wages, salaries and allowances	**3,480**	2,948
Employer's contribution		
- defined contribution plan	**68**	87
	3,548	3,035

The remunerations of above individuals are within the following bands:

	Number of individuals	
	2021	2020
Remunerations band		
HK$1,500,001 − HK$2,000,000	**-**	-
HK$2,000,001 − HK$2,500,000	**-**	2
HK$2,500,001 − HK$3,000,000	**2**	-
HK$3,500,001 − HK$4,000,000	**-**	1
HK$4,000,001 – HK$4,500,000	**-**	2
HK$4,500,001 − HK$5,000,000	**1**	-
HK$5,000,001 − HK$5,500,000	**2**	-
HK$5,500,001 − HK$6,000,000	**-**	-

10. Income taxes

(a) Income tax expense

	Group	
	2021	2020
	$'000	$'000
Tax expense attributable to the profit is made up of:		
- Profit for the financial year		
Current income tax		
- Singapore	**6,124**	5,802
- Foreign	**1,606**	1,782
	7,730	7,584
Deferred income tax (Note 31)	**4,344**	(543)
	12,074	7,041
- Under/(over) provision in prior financial years		
Current income tax	**23**	(193)
Deferred income tax (Note 31)	**-**	185
	12,097	7,033

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	Group	
	2021	2020
	$'000	$'000
Profit before tax	**67,894**	25,744
Share of profit of associated companies and joint venture, net of tax	**(15,077)**	(4,819)
Profit before tax and share of profit of associated companies and joint venture	**52,817**	20,925
Tax calculated at a tax rate of 17% (2020: 17%)	**8,979**	3,557
Effects of:		
- different tax rates in other countries	**1,303**	945
- different tax rates arising on capital gains from investment properties	**(529)**	(1,212)
- change in capital gains tax rate	**863**	-
- statutory stepped income exemption	**(176)**	(145)
- expenses not deductible for tax purposes	**5,858**	6,557
- income not subject to tax	**(4,302)**	(2,763)
- utilisation of previously unrecognised tax losses	**(44)**	(289)
- utilisation of previously unrecognised capital allowances	**(205)**	(13)
- unrecognised deferred tax assets	**199**	210
- Under/(over) provision of tax in prior years	**23**	(8)
- others	**128**	194
Tax charge	**12,097**	7,033

10. Income taxes (continued)

(b) Movements in current income tax liabilities

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Beginning of financial year	**8,841**	6,413	**753**	896
Currency translation differences	**(24)**	69	**-**	-
Income tax paid – net	**(7,833)**	(5,032)	**-**	-
Tax expense	**7,730**	7,584	**648**	120
Under/(over) provision in prior financial years	**23**	(193)	**618**	(263)
End of financial year	**8,737**	8,841	**2,019**	753

The current income tax account comprises the following:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Current income tax recoverable (Included in Other assets - Note 15)	**(599)**	(816)	**-**	-
Current income tax liabilities	**9,336**	9,657	**2,019**	753
	8,737	8,841	**2,019**	753

(c) There is no tax charge relating to each component of other comprehensive income.

11. Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	2021	2020
Net profit attributable to equity holders of the Company ($'000)	**52,679**	17,171
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	**840,779**	840,779
Basic earnings per share (cents)	**6.27**	2.04

11. Earnings per share (continued)

(b) Diluted earnings per share

For the purpose of calculating diluted earnings per share, profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding were adjusted for the effects of all dilutive potential ordinary shares.

As at 31 December 2021 and 2020, the basic and diluted earnings per share are the same, as the Company has no dilutive potential ordinary shares.

12. Cash and bank balances

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Cash at bank and on hand	**27,333**	39,460	**1,195**	3,173
Short-term bank deposits	**40,160**	44,408	**19,115**	25,074
	67,493	83,868	**20,310**	28,247

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

	Group	
	2021	2020
	$'000	$'000
Cash and bank balances (as above)	**67,493**	83,868
Less: Restricted cash charged as security to bank	**(1,184)**	-
Cash and cash equivalents per consolidated statement of cash flows	**66,309**	83,868

As at 31 December 2021, restricted cash of the Group amounting to $1,184,000 (2020: $nil) were charged as security to a bank as a guarantee for security deposit of a management service contract.

12. Cash and bank balances (continued)

The reconciliation of liabilities arising from financing activities as at 31 December 2020 and 31 December 2021 are as follows:

	1 January 2021 $'000	Cash flows $'000	Non-cash items $'000	Interest expense $'000	Currency translation differences $'000	31 December 2021 $'000
Bank borrowings (Note 28)	637,512	(10,692)	-	16	(1,998)	624,838
Notes payables (Note 28)	66,722	(12,250)	-	152	-	54,624
Lease liabilities (Note 29)	95,085	(17,486)	24,478	3,538	(447)	105,168
Loan from non-controlling interests (Note 28)	7,254	115	-	-	(1)	7,368
Loan from associated company (Note 28)	42,328	(2,160)	-	-	-	40,168
Interest payable (Note 28)	850	(3,502)	-	3,344	-	692
Derivative financial instruments (Note 30)	6,655	(2,109)	(4,420)	2,109	-	2,235
Accrued interest expense within accruals for operating expenses (Note 26)	529	(13,799)	-	13,575	-	305
	856,935	(61,883)	20,058	22,734	(2,446)	835,398

	1 January 2020 $'000	Cash flows $'000	Non-cash items $'000	Interest expense $'000	Currency translation differences $'000	31 December 2020 $'000
Bank borrowings (Note 28)	627,648	3,434	-	16	6,414	637,512
Notes payables (Note 28)	59,578	6,685	-	459	-	66,722
Lease liabilities (Note 29)	66,910	(9,897)	35,453	2,440	179	95,085
Loan from non-controlling interests (Note 28)	7,150	103	-	-	1	7,254
Loan from associated company (Note 28)	42,328	-	-	-	-	42,328
Interest payable (Note 28)	1,380	(3,828)	-	3,298	-	850
Derivative financial instruments (Note 30)	1,638	(1,762)	5,017	1,762	-	6,655
Accrued interest expense within accruals for operating expenses (Note 26)	624	(15,439)	-	15,344	-	529
	807,256	(20,704)	40,470	23,319	6,594	856,935

13. Trade and other receivables

(a) Current

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Trade receivables – non-related parties	**12,130**	6,867	**23**	1
Less: Allowance for impairment	**(1,338)**	(1,748)	**-**	-
	10,792	5,119	**23**	1
Receivables from subsidiaries				
- trade	**-**	-	**4,546**	7,483
- non-trade	**-**	-	**12,815**	8,812
Receivables from associated companies				
- trade	**824**	490	**-**	-
- non-trade	**1,987**	1,588	**28**	8
	2,811	2,078	**17,389**	16,303
Other receivables [(a)]	**4,169**	3,385	**168**	208
Government grant receivable	**224**	1,105	**38**	77
Finance lease receivables	**-**	-	**108**	125
	17,996	11,687	**17,726**	16,714

(a) Included within other receivables is the remaining proceeds to be received from the custodian account for the disposal of asset held for sale amounting to $nil (2020: $755,000).

The non-trade receivables from subsidiaries and associated companies are unsecured, interest-free and repayable on demand.

The majority of the Group's sales are on cash terms. The remaining amounts are with credit terms of 30 to 60 days. At 31 December 2020 and 2021, the ageing analysis of the trade receivables based on invoice date is as follows:

	Group	
	2021	2020
	$'000	$'000
Up to 3 months	**9,469**	5,164
3 to 6 months	**2,124**	1,104
Over 6 months	**537**	599
	12,130	6,867

13. Trade and other receivables (continued)

(b) Non-current

	Company	
	2021	2020
	$'000	$'000
Loans to subsidiaries	**380,546**	378,388
Less: Allowance for impairment	**(5,405)**	(5,819)
	375,141	372,569
Finance lease receivables	**-**	108
	375,141	372,677

The loans to subsidiaries are unsecured with no fixed terms of repayment and are not expected to be repaid within the next twelve months. Included in the loans to subsidiaries is an amount of $90,573,000 (2020: $79,040,000) which bears interest at 5.5% (2020: 5.5%) per annum and $6,630,000 (2020: $6,630,000) which bears floating interest rates.

14. Inventories

	Group	
	2021	2020
	$'000	$'000
Finished goods	**83**	11
Raw materials	**81**	54
	164	65

The cost of inventories recognised as expense and included in "cost of sales" amounted to $700,000 (2020: $410,000).

15. Other assets

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Current				
Deposits	**2,647**	2,544	**196**	67
Prepayments	**1,188**	1,875	**56**	83
Tax recoverable (Note 10(b))	**599**	816	**-**	-
Others	**90**	72	**86**	-
	4,524	5,307	**338**	150
Non-current				
Deposits	**855**	985	**-**	130
Others	**41**	37	**-**	-
	896	1,022	**-**	130

At the balance sheet date, the carrying amounts of the non-current deposits approximate their fair values.

16. Financial assets, at fair value through other comprehensive income

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Beginning of financial year	**6,779**	9,165	**6,779**	9,165
Currency translation differences	**36**	(36)	**36**	(36)
Addition	**2,750**	2,250	**2,750**	2,250
Disposal	**(3,730)**	(4,000)	**(3,730)**	(4,000)
Fair value gains/(losses) recognised in other comprehensive income (Note 33(b)(i))	**618**	(600)	**618**	(600)
End of financial year	**6,453**	6,779	**6,453**	6,779

Financial assets, at fair value through other comprehensive income are analysed as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Listed debt securities – Singapore	**6,453**	6,779	**6,453**	6,779

Financial assets, at fair value through other comprehensive income were classified as current assets as management intends to hold these assets for contractual cash flows and dispose these assets as and when they are needed for working capital.

17. Assets held for sale

	Group	
	2021	2020
	$'000	$'000
Details of the assets classified as held for sale are as follows:		
Beginning of financial year	**1,292**	5,447
Currency translation differences	**-**	(32)
Disposal	**(1,113)**	(4,123)
Reclassified to property, plant and equipment (Note 23)	**(179)**	-
	-	1,292

Details of the asset held-for-sale disposed to third party in the current financial year are as follows:

Location	Description	Existing use	Tenure	Unexpired term of lease	Previous classification
Indonesia MM 2100 Industrial Town Jl. Bali Blok HI-1 Cibitung Bekasi 17520	Factory compound	Industrial factory building	Leasehold	3 years	Property, plant and equipment

17. Assets held for sale (continued)

Arising from the disposal during the current financial year, the Group recorded a gain on disposal of $2,019,000 (Note 7).

The following asset held-for-sale was reclassified to property, plant and equipment as management decided during the current financial year not to sell this asset as originally planned:

Location	Description	Existing use	Tenure	Unexpired term of lease	Previous classification
Indonesia Royal Palace Shophouse Complex, Block C No.15, Jl. Prof. Dr. Seopomo SH No.178A, Tebet, South Jakarta	A 4-storey shophouse	Office	Leasehold	19.5 years	Property, plant and equipment

18. Financial assets, at fair value through profit or loss

	Group	
	2021	2020
	$'000	$'000
Beginning of financial year	**24**	156
Fair value gain/(loss) recognised in profit or loss (Note 7)	**33**	(132)
End of financial year	**57**	24

Financial assets, at fair value through profit or loss are analysed as follows:

	Group	
	2021	2020
	$'000	$'000
Designated at fair value on initial recognition		
- Unquoted equity investment – Singapore	**57**	24

As at 31 December 2021 and 2020, the fair value of unquoted equity investment is estimated by making reference to the Group's share in the attributable net assets of the investee company as reflected in their latest available financial information. The attributable net assets of the investee company comprise mainly of real estate properties, and are adjusted where applicable, for independent valuations of the real estate properties held by the investee company as at balance sheet date.

19. Investments in associated companies

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Equity investment, at cost			**1,668**	1,668
Less: Accumulated impairment			**(370)**	(370)
			1,298	1,298
Beginning of financial year	**111,462**	108,918		
Currency translation differences	**424**	(293)		
Share of fair value gains/(losses) from cash flow hedges (Note 33(b)(ii))	**53**	(29)		
Share of profit	**14,766**	4,985		
Dividends received	**(9,675)**	(2,166)		
Share of loss in excess of investment in an associated company	**41**	47		
End of financial year	**117,071**	111,462		

(a) As at 31 December 2021, the Group has outstanding capital commitments amounting to $8,743,000 (2020: $8,743,000) to provide funding to Centurion Student Accommodation Fund, if called.

(b) There are no contingent liabilities relating to the Group's interest in the associated companies.

(c) The following table summarises, in aggregate, the Group's share of profit and other comprehensive income of the Group's individually immaterial associates accounted for using the equity method:

	For the year ended 31 December	
	2021	2020
	$'000	$'000
Profit after tax	**122**	95
Other comprehensive income	**35**	52
Total comprehensive income	**157**	147

19. Investments in associated companies (continued)

(d) Set out below are the associated companies of the Group as at 31 December 2021, which in the opinion of the directors, are not material to the Group. The associated companies as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group, the country of incorporation is also their principal place of business.

Name of entity	Principal activities	Place of business/ country of incorporation	Effective ownership interest %	
			2021 %	2020 %
Held directly by the Company				
Sherford (M) Sdn Bhd[a]	Property investment	Malaysia	**25.0**	25.0
Held by subsidiaries				
Oriental Amber Sdn Bhd[b],[e]	Property investment and provision of dormitory accommodation, management and services	Malaysia	**49.0**	49.0
Centurion Student Accommodation Fund[c],[f],[g],[h]	Investment holding	Singapore	**14.3**	14.3
Held by Centurion Student Accommodation Fund				
Centurion Accommodation (I) Holdings Pte. Ltd.[c],[g]	Investment holding	Singapore	**14.3**	14.3
Held by Centurion Accommodation (I) Holdings Pte. Ltd.				
Centurion Investments (JS IX) Ltd[d],[g]	Property investment and provision of student accommodation	Jersey	**14.3**	14.3

[a] Audited by Grant Thornton MSW.
[b] Audited by PricewaterhouseCoopers PLT, Malaysia.
[c] Audited by PricewaterhouseCoopers LLP, Singapore.
[d] Audited by PricewaterhouseCoopers LLP, United Kingdom.
[e] Holdings through Centurion Dormitories Sdn Bhd.
[f] Holdings through Centurion Overseas Investments Pte. Ltd.
[g] Collectively known as Centurion Student Accommodation Fund Group.
[h] Classified as an associated company as the Group is able to exercise significant influence through representation on the investment committee.

19. Investments in associated companies (continued)

(e) Set out below are the associated companies of the Group as at 31 December 2021, which in the opinion of the directors, are material to the Group. The associated companies as listed below have share capital consisting solely of ordinary shares which are held directly by the Group. The country of incorporation is also their principal place of business.

Name of entity	Principal activities	Place of business/ country of incorporation	Effective ownership interest %	
			2021 %	2020 %
Held by subsidiary				
Lian Beng-Centurion (Mandai) Pte. Ltd.[(a),(c)]	Owner of a workers' dormitory and investment holding	Singapore	**45.0**	45.0
Held by Lian Beng-Centurion (Mandai) Pte. Ltd.				
Lian Beng-Centurion (Dormitory) Pte. Ltd.[(a)]	Provision of dormitory accommodation services	Singapore	**45.0**	45.0
Held by subsidiary				
Centurion US Student Housing Fund[(b),(d),(e)]	Investment holding	Singapore	**28.7**	28.7
Held by Centurion US Student Housing Fund				
Centurion US Student Accommodation Holdings Pte. Ltd.[(b),(e)]	Investment holding	Singapore	**28.7**	28.7
Held by Centurion US Student Accommodation Holdings Pte. Ltd.				
Centurion US Student Accommodation Inc.[(b),(e)]	Investment holding	United States of America	**28.7**	28.7

(a) Audited by Ernst and Young LLP, Singapore.
(b) Audited by PricewaterhouseCoopers LLP, Singapore.
(c) Holdings through Centurion Dormitories Pte. Ltd.
(d) Holdings through Centurion Overseas Investments Pte. Ltd.
(e) Collectively known as Centurion US Student Housing Fund Group.

19. Investments in associated companies (continued)

Summarised financial information for associated companies

Set out below is the summarised financial information for the material associated companies held by the Group.

Summarised balance sheet

	Centurion US Student Housing Fund Group		Lian Beng-Centurion (Mandai) Pte. Ltd.[1]		Lian Beng-Centurion (Dormitory) Pte. Ltd.[1]	
	As at 31 December		As at 31 December		As at 31 December	
	2021	2020	**2021**	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000	**$'000**	$'000
ASSETS						
Current assets	**10,637**	6,233	**3,569**	6,223	**8,519**	17,736
Non-current assets	**130,622**	97,703	**303,168**	307,327	**198**	196
Includes:						
- Investment properties	**-**	-	**263,000**	265,000	**-**	-
- Financial assets, at fair value through profit or loss	**73,994**	41,818	**-**	-	**-**	-
LIABILITIES						
Current liabilities	**(782)**	(412)	**(8,121)**	(5,121)	**(6,700)**	(6,492)
Non-current liabilities	**-**	-	**(136,232)**	(143,888)	**(20)**	(24)
NET ASSETS	**140,477**	103,524	**162,384**	164,541	**1,997**	11,416

[1] Lian Beng-Centurion (Dormitory) Pte. Ltd. is a wholly owned subsidiary of Lian Beng-Centurion (Mandai) Pte. Ltd. As no consolidation is prepared for Lian Beng-Centurion (Mandai) Pte. Ltd. and its subsidiary, the Group has presented the standalone financial information for these two companies instead.

If the fair values of the investment properties held by the material associates increase/decrease by 3% (2020: 3%), the share of profit and net assets attributable to the Group, taking into account tax impact, will increase/decrease by $3,551,000 (2020: $3,578,000).

19. Investments in associated companies (continued)

Summarised financial information for associated companies (continued)

Summarised statement of comprehensive income

	Centurion US Student Housing Fund Group For the year ended 31 December		Lian Beng-Centurion (Mandai) Pte. Ltd.[1] For the year ended 31 December		Lian Beng-Centurion (Dormitory) Pte. Ltd. For the year ended 31 December	
	2021	2020	**2021**	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000	**$'000**	$'000
Revenue	-	-	-	-	**20,303**	21,542
Profit before tax	**35,414**	2,741	**19,560**	4,973	**11,931**	12,621
- Income tax expense	**-**	-	**(217)**	(323)	**(1,794)**	(2,327)
Other comprehensive income/(loss)	**1,539**	(1,301)	**-**	-	**-**	-
Total comprehensive income	**36,953**	1,440	**19,343**	4,650	**10,137**	10,294

[1] Lian Beng-Centurion (Mandai) Pte. Ltd.'s total comprehensive income of $19,343,000 (2020: $4,650,000) includes dividend income of $19,556,000 (2020: $5,828,000) received from its wholly owned subsidiary Lian Beng-Centurion (Dormitory) Pte. Ltd. during the financial year.

The information above reflects the amounts included in the financial statements of the associated companies (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and the associated companies.

19. Investments in associated companies (continued)

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in the associated companies is as follows:

	Centurion US Student Housing Fund Group		Lian Beng-Centurion (Mandai) Pte. Ltd.		Lian Beng-Centurion (Dormitory) Pte. Ltd.		Total	
	As at 31 December		As at 31 December		As at 31 December		As at 31 December	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000	**$'000**	$'000	**$'000**	$'000
Net assets								
At 1 January	**103,524**	102,084	**164,541**	164,705	**11,416**	6,950		
Profit for the year	**35,414**	2,741	**19,343**	4,650	**10,137**	10,294		
Other comprehensive income/(loss)	**1,539**	(1,301)	**-**	-	**-**	-		
Dividends paid	**-**	-	**(21,500)**	(4,814)	**(19,556)**	(5,828)		
Net assets at 31 December	**140,477**	103,524	**162,384**	164,541	**1,997**	11,416		
Interest in the associated companies (28.7%; 45%; 45%)	**40,377**	29,756	**73,073**	74,043	**899**	5,137	**114,349**	108,936
Add:								
Carrying value of individually immaterial associated companies, in aggregate							**2,722**	2,526
Carrying value of Group's interest in associated companies							**117,071**	111,462
Dividends received from associated companies	**NA**	NA	**9,675**	2,166	**NA**	NA	**9,675**	2,166

20. Investment in a joint venture

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Equity investment, at cost			**-**	-
Beginning of financial year	**4,758**	4,819		
Currency translation differences	**(337)**	105		
Share of profit/(loss)	**311**	(166)		
End of financial year	**4,732**	4,758		

Set out below is the joint venture of the Group as at 31 December 2021:

Name of entity	Principal activity	Place of business/ country of incorporation	Effective ownership interest %	
			2021	2020
			%	%
Held by subsidiary				
IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC [(a),(b)]	Property investment	South Korea	**55.0**	55.0

[(a)] Holdings through Centurion Overseas Investments Pte. Ltd.
[(b)] Audited by Ejung-Gyul Accounting Corporation, Korea.

There are no contingent liabilities relating to the Group's interest in the joint venture.

20. Investment in a joint venture (continued)

Summarised financial information for joint venture

Set out below is the summarised financial information for IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC.

Summarised balance sheet

	IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC As at 31 December	
	2021	2020
	$'000	$'000
ASSETS		
Current assets	**327**	395
Includes:		
- Cash and cash equivalents	**293**	386
Non-current asset	**20,942**	21,992
Includes:		
- Investment property	**20,942**	21,992
LIABILITIES		
Current liabilities	**(150)**	(303)
Includes:		
- Derivative financial instruments	**-**	(173)
Non-current liabilities	**(12,516)**	(13,433)
Includes:		
- Borrowings	**(12,516)**	(13,433)
NET ASSETS	**8,603**	8,651

If the fair value of the investment property held by the joint venture increase/decrease by 3% (2020: 3%), the share of profit and net assets attributable to the Group, taking into account tax impact, will increase/decrease by $346,000 (2020: $363,000).

20. Investment in a joint venture (continued)

Summarised financial information for joint venture (continued)

Summarised statement of comprehensive income

	IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC For the year ended 31 December	
	2021	2020
	$'000	$'000
Revenue	**721**	536
Expenses		
Includes:		
- Interest expense	**(344)**	(376)
Profit/(loss) before tax	**565**	(298)
- Income tax expense	-	(4)
Profit/(loss) after tax	**565**	(302)
Other comprehensive (loss)/income	**(613)**	191
Total loss after tax and total comprehensive loss	**(48)**	(111)

The information above reflects the amounts presented in the financial statements of the joint venture (and not the Group's share of those amounts), adjusted for differences in accounting policies between the Group and the joint venture.

Reconciliation of the summarised financial information presented to the carrying amount of the Group's interest in joint venture, is as follows:

	IGIS Centurion No. 238 Professional Investors Private Real Estate Investment, LLC As at 31 December	
	2021	2020
	$'000	$'000
Net assets		
As at 1 January	**8,651**	8,762
Profit/(loss) for the year	**565**	(302)
Other comprehensive (loss)/income	**(613)**	191
Net assets at 31 December	**8,603**	8,651
Interest in the joint venture (55%)	**4,732**	4,758

21. Investments in subsidiaries

	Company 2021 $'000	Company 2020 $'000
Equity investment, at cost	**22,394**	26,194
Less: Accumulated impairment	**(5,497)**	(9,497)
	16,897	16,697

(a) The carrying amount of investments in subsidiaries and the movement in the related allowance for impairment are as follows:

	Company 2021 $'000	Company 2020 $'000
Beginning of financial year	**16,697**	16,645
Incorporation of a new subsidiary	**-**	1
Addition	**200**	-
Write back of impairment of subsidiaries	**-**	51
End of financial year	**16,897**	16,697

(b) The Group had the following subsidiaries as at 31 December 2021 and 2020:

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company 2021 %	2020 %	Proportion of ordinary shares held by the Group 2021 %	2020 %	Proportion of ordinary shares held by non-controlling interests 2021 %	2020 %
Advance Technology Investment Ltd[(b),(f)]	Investment holding	Hong Kong	HKD1	**-**	-	**100**	100	**-**	-
Summit CD Manufacture (HK) Ltd[(b)]	Dormant	Hong Kong	HKD3,000,000	**100**	100	**100**	100	**-**	-
PT Westlite Accommodation Cibitung[(b),(l)]	Property investments	Indonesia	IDR5,000,000,000	**-**	-	**100**	100	**-**	-
PT Digital Media Technology[(b),(i)]	Dormant	Indonesia	IDR10,005,000,000	**-**	-	**100**	100	**-**	-
Summit Creations Pte. Ltd. (formerly known as Summit CD Manufacture Pte Ltd)[(a)]	Manufacture and sale of optical storage media and other trading goods	Singapore	SGD2,000,000	**100**	100	**100**	100	**-**	-
Summit Hi-Tech Pte Ltd[(b)]	Struck off	Singapore	-	**-**	100	**-**	100	**-**	-
SM Summit Holdings Pte. Ltd.[(a)]	Investment holding	Singapore	SGD500,000	**100**	100	**100**	100	**-**	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2021 and 2020: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2021 %	2020 %	**2021 %**	2020 %	**2021 %**	2020 %
Westlite Dormitory Management Pte. Ltd.[(a),(t)]	Provision of management services	Singapore	SGD4,000,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Toh Guan) Pte. Ltd.[(a),(j)]	Property investments and provision of dormitory accommodation services	Singapore	SGD2,000,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Woodlands) Pte. Ltd.[(a),(k)]	Property investments and provision of dormitory accommodation services	Singapore	SGD1,000,000	**-**	-	**100**	100	**-**	-
Centurion-Lian Beng (Papan) Pte. Ltd.[(a),(m)]	Property investments and provision of dormitory accommodation services	Singapore	SGD2,000,000	**-**	-	**51**	51	**49**	49
Westlite Juniper (Mandai) Pte. Ltd.[(a),(k)]	Provision of dormitory accommodation services	Singapore	SGD800,000	**-**	-	**100**	100	**-**	-
CSL Student Living (Selegie) Pte. Ltd.[(a),(k)]	Dormant	Singapore	SGD500,000	**-**	-	**100**	100	**-**	-
WLC Facilities Services Pte. Ltd.[(a),(t)]	Provision of utilities and transportation services	Singapore	SGD300,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (V Six) Pte. Ltd.[(a),(t)]	Provision of management services	Singapore	SGD1,000	**-**	-	**100**	100	**-**	-
Centurion Student Investment Management Pte. Ltd.[(a),(s)]	Fund management activities	Singapore	SGD1,000	**-**	-	**100**	100	**-**	-
Centurion Student Accommodation Trustee Pte. Ltd.[(a),(s)]	Provision of trustee services	Singapore	SGD1,000	**-**	-	**100**	100	**-**	-
Centurion Student ACM Trustee (I) Pte. Ltd.[(a),(s)]	Provision of trustee services	Singapore	SGD1,000	**-**	-	**100**	100	**-**	-
Centurion Accommodation Management Pte. Ltd.[(a)]	Business and management consultancy services and investment holding	Singapore	SGD200,000	**100**	100	**100**	100	**-**	-
Centurion Dormitories Pte. Ltd.[(a)]	Investment holding	Singapore	SGD2,000,000	**100**	100	**100**	100	**-**	-
Westlite Accommodation Management Pte.Ltd.[(a),(j)]	Investment holding	Singapore	SGD4,935,600	**-**	-	**100**	100	**-**	-
Centurion Dormitories Holdings Pte. Ltd.[(a)]	Investment holding	Singapore	SGD100,000	**100**	100	**100**	100	**-**	-
Westlite Dormitory (V Two) Pte. Ltd.[(a),(k)]	Investment holding	Singapore	SGD110,000	**-**	-	**100**	100	**-**	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2021 and 2020: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2021 %	2020 %	**2021 %**	2020 %	**2021 %**	2020 %
Centurion Dormitory Venture Pte. Ltd.[(a)]	Investment holding	Singapore	SGD100,000	**100**	100	**100**	100	**-**	-
Centurion Overseas Investments Pte. Ltd.[(a)]	Investment holding	Singapore	SGD11,000,000	**100**	100	**100**	100	**-**	-
Centurion Overseas Investments (II) Pte. Ltd.[(a),(o)]	Investment holding	Singapore	SGD100,000	**-**	-	**100**	100	**-**	-
Westlite Management Pte. Ltd.[(a)]	Investment holding	Singapore	SGD1,000	**100**	100	**100**	100	**-**	-
Westlite Dormitory (Tuas) Pte. Ltd.[(a),(t)]	Provision of management services	Singapore	SGD1,000,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (V Seven) Pte. Ltd.[(a),(j)]	Dormant	Singapore	SGD1,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory Management Sdn Bhd[(d),(n)]	Provision of management services	Malaysia	MYR500,000	**-**	-	**100**	100	**-**	-
WLC Services Sdn. Bhd.[(d),(n)]	Cleaning and maintenance services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Tebrau) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (JB Techpark) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Tampoi) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Pasir Gudang) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Senai) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2021 and 2020: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2021 %	2020 %	**2021 %**	2020 %	**2021 %**	2020 %
Westlite Dormitory (SN II) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Petaling Jaya) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR1,000,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Bukit Minyak) Sdn Bhd[(d),(n)]	Property investments and provision of dormitory accommodation services	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Centurion Dormitories Sdn Bhd[(d),(j)]	Investment holding	Malaysia	MYR1,000,000	**-**	-	**100**	100	**-**	-
Centurion Overseas Ventures Ltd[(b),(o)]	Investment holding	Malaysia	AUD33,600,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (Cemerlang) Sdn Bhd[(d),(n)]	Dormant	Malaysia	MYR100,000	**-**	-	**100**	100	**-**	-
Westlite Dormitory (PG II) Sdn Bhd[(d),(n)]	Dormant	Malaysia	MYR10	**-**	-	**100**	100	**-**	-
First Megalink Sdn Bhd[(d),(n)]	Dormant	Malaysia	MYR2	**-**	-	**100**	100	**-**	-
Dwell Adelaide Student Living Pty Ltd[(c),(s)]	Provision of management services and student accommodation services	Australia	AUD1,000	**-**	-	**100**	100	**-**	-
Centurion Student Services Pty Ltd[(c),(o)]	Provide management services and student accommodation services	Australia	AUD100,000	**-**	-	**100**	100	**-**	-
Centurion Melbourne Student Village Trust[(c),(p)]	Trust	Australia	AUD52,700,000	**-**	-	**100**	100	**-**	-
Centurion Melbourne Apartment Trust[(c),(p)]	Trust	Australia	AUD7,700,000	**-**	-	**100**	100	**-**	-
Centurion Australia Investments Pty Ltd[(b),(o)]	Trustees for 2 trusts in Australia	Australia	AUD10,000	**-**	-	**100**	100	**-**	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2021 and 2020: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company 2021 %	2020 %	Proportion of ordinary shares held by the Group 2021 %	2020 %	Proportion of ordinary shares held by non-controlling interests 2021 %	2020 %
Centurion SA Investments Pty Ltd[(b),(q)]	Provision of trustee services	Australia	AUD2	**-**	-	**100**	100	**-**	-
Centurion Adelaide Student Village Trust[(c),(r)]	Trust	Australia	AUD23,350,000	**-**	-	**100**	100	**-**	-
Centurion Accommodation (Australia) Pty Ltd[(c),(h)]	Property investments	Australia	AUD2,000,000	**-**	-	**100**	100	**-**	-
Summit Technology Australia Pty Ltd[(c)]	Dormant	Australia	AUD4,000,000	**100**	100	**100**	100	**-**	-
Centurion Investments (JS A) Ltd[(b),(q)]	Investment holding	Jersey	AUD19,500,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP700,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS I) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP100,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS II) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP200,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS III) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP100,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS IV) Ltd[(b),(o)]	Deregistered	Jersey	-	**-**	-	**-**	100	**-**	-
Centurion Investments (JS V) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP100,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS VI) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP100,000	**-**	-	**100**	100	**-**	-
Centurion Investments (JS VII) Ltd[(b),(o)]	Property investments and provision of student accommodation	Jersey	GBP100,000	**-**	-	**100**	100	**-**	-
Centurion Investments JS VII (UK) Ltd[(u)]	Property investment	United Kingdom	GBP10,000	**-**	-	**100**	-	**-**	-
Centurion Student Services (UK) Ltd[(e),(o)]	Provide management services and student accommodation services	United Kingdom	GBP100,000	**-**	-	**100**	100	**-**	-

21. Investments in subsidiaries (continued)

(b) The Group had the following subsidiaries as at 31 December 2021 and 2020: (continued)

Name	Principal activities	Country of business/ incorporation	Issued and fully paid up capital	Proportion of ordinary shares directly held by the Company		Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
				2021 %	2020 %	**2021 %**	2020 %	**2021 %**	2020 %
Dwell Student Living Korea Ltd[b],[s]	Provision of management and asset management services	South Korea	KRW10,000,000	**-**	-	**100**	100	**-**	-
CSL Student Living Benikea KP Ltd[b],[o]	Provision of tourist and student accommodation services	South Korea	KRW10,000,000	**-**	-	**55**	55	**45**	45
Dwell US Student Living LLC[b],[s]	Provision of management services and student accommodation services	United States of America	USD1,000	**-**	-	**100**	100	**-**	-
Centurion Investments (BV) Ltd[b],[o]	Property investment and provision of student accommodations	British Virgin Islands	GBP10,000	**-**	-	**100**	100	**-**	-
Gate Cosmos Investments Ltd[b]	Investment holding	British Virgin Islands	SGD2	**100**	100	**100**	100	**-**	-

[a] Audited by PricewaterhouseCoopers LLP, Singapore
[b] Not required to be audited under the laws of the country of incorporation
[c] Audited by Crowe Australasia, Australia
[d] Audited by PricewaterhouseCoopers PLT, Malaysia
[e] Audited by PricewaterhouseCoopers LLP, United Kingdom
[f] Holdings through SM Summit Holdings Pte Ltd
[g] Holdings through Advance Technology Investment Ltd
[h] Holdings through Summit Technology Australia Pty Ltd
[i] Holdings through Gate Cosmos Investments Ltd and SM Summit Holdings Pte. Ltd.
[j] Holdings through Centurion Dormitories Pte. Ltd.
[k] Holdings through Centurion Dormitories Holdings Pte. Ltd.
[l] Holdings through Westlite Dormitory (V Two) Pte. Ltd. and Gate Cosmos Investments Ltd
[m] Holdings through Centurion Dormitory Venture Pte. Ltd.
[n] Holdings through Centurion Dormitories Sdn Bhd
[o] Holdings through Centurion Overseas Investments Pte. Ltd.
[p] Holdings through Centurion Overseas Ventures Ltd
[q] Holdings through Centurion Overseas Investments (II) Pte. Ltd.
[r] Holdings through Centurion Overseas Investments (JS A) Ltd
[s] Holdings through Centurion Accommodation Management Pte. Ltd.
[t] Holdings through Westlite Management Pte. Ltd.
[u] Holdings through Centurion Investments (JS VII) Ltd
[v] In accordance to Rule 716 of The Singapore Exchange Securities Trading Limited – Listing Rules, the Audit Committee and Board of Directors of the Company confirmed that they are satisfied that the appointment of different auditors for its subsidiaries, joint venture and associated companies would not compromise the standard and effectiveness of the audit of the Group.

21. Investments in subsidiaries (continued)

(c) Changes in the Group's ownership interest in subsidiaries

Disposal of a subsidiary

In 2020, the Group disposed of its 100% indirectly owned subsidiary, Shanghai Huade Photoelectron Science & Technology Co. Ltd to a non-related party. The effects of the disposal on the cash flows of the Group were as follow:

	Group $'000
Carrying amounts of assets and liabilities as at date of disposal:	
Trade and other receivables	16
Property, plant and equipment	9
Investment property (Note 22)	4,982
Total assets	5,007
Trade and other payables	11
Deferred income tax liabilities (Note 31)	633
Total liabilities	644
Net assets disposed of	4,363
Cash inflows arising from disposal:	
Net assets disposed of (as above)	4,363
Reclassification of currency translation reserve	67
Total assets	4,430
Gain on disposal (Note 7)	1,398
Purchase consideration, net of transaction costs	5,828
Less: Cash and cash equivalents in subsidiary disposed of	-
Net cash inflow on disposal	5,828

21. Investments in subsidiaries (continued)

(c) Changes in the Group's ownership interest in subsidiaries (continued)

During the current financial year, the Company has subscribed for an additional 199,999 shares of its wholly owned subsidiary, Centurion Accommodation Management Pte. Ltd. for a cash consideration of SGD199,999. After the subscription, the issued and paid-up share capital of Centurion Accommodation Management Pte. Ltd. has increased to SGD200,000.

(d) Incorporation of a subsidiary

On 6 October 2021, the Group established a wholly owned subsidiary known as Centurion Investments JS VII (UK) Ltd in United Kingdom through its wholly owned subsidiary, Centurion Investments (JS VII) Ltd with an issued share capital of GBP10,000.

(e) Striking-off/dissolution of subsidiaries

An indirectly wholly owned subsidiary, Centurion Investments (JS IV) Ltd was dissolved by way of commencement of summary winding up in Jersey during the current financial year.

A wholly owned subsidiary, Summit Hi-Tech Pte Ltd was voluntarily struck off during the current financial year.

On 22 January 2021, the Company submitted an application to the Companies Commission of Malaysia for voluntary strike-off of an indirectly wholly owned subsidiary, Westlite Dormitory (PG II) Sdn Bhd. The subsidiary is still in the process of striking off at balance sheet date.

On 2 November 2021, the Company submitted an application to the Companies Registry of Hong Kong for voluntary strike-off of an indirectly wholly owned subsidiary, Advance Technology Investment Ltd. The subsidiary is still in the process of striking off at balance sheet date.

(f) Carrying value of non-controlling interests

	Group	
	2021	2020
	$'000	$'000
Centurion-Lian Beng (Papan) Pte. Ltd.	**18,672**	24,028
CSL Student Living Benikea KP Ltd	**(1,067)**	(839)
	17,605	23,189

21. Investments in subsidiaries (continued)

(f) Carrying value of non-controlling interests (continued)

Summarised financial information of subsidiary with material non-controlling interest

Set out below is the summarised financial information for the subsidiary that has non-controlling interests that are material to the Group. These are presented before inter-company eliminations.

Summarised balance sheet

	Centurion-Lian Beng (Papan) Pte. Ltd.	
	2021	2020
	$'000	$'000
Current		
Assets	**10,360**	23,873
Liabilities	**(23,484)**	(17,846)
Total current net (liabilities)/assets	**(13,124)**	6,027
Non-current		
Assets	**208,420**	215,625
Liabilities	**(157,189)**	(172,615)
Total non-current net assets	**51,231**	43,010
Net assets	**38,107**	49,037

Summarised statement of comprehensive income

	Centurion-Lian Beng (Papan) Pte. Ltd.	
	2021	2020
	$'000	$'000
Revenue	**25,459**	26,090
Profit before income tax	**9,427**	6,377
Income tax expense	**(2,457)**	(2,634)
Profit after tax and total comprehensive income	**6,970**	3,743
Total comprehensive income allocated to non-controlling interests	**3,415**	1,834
Dividends paid to non-controlling interests	**8,771**	-

21. Investments in subsidiaries (continued)

(f) Carrying value of non-controlling interests (continued)

Summarised financial information of subsidiary with material non-controlling interest (continued)

Summarised cash flows

	Centurion-Lian Beng (Papan) Pte. Ltd.	
	2021	2020
	$'000	$'000
Net cash provided by operating activities	**17,372**	17,754
Net cash (used in)/provided by investing activities	**(61)**	20
Net cash used in financing activities	**(30,713)**	(4,472)

22. Investment properties

	Group	
	2021	2020
	$'000	$'000
Beginning of financial year	**1,307,770**	1,275,879
Currency translation differences	**(6,215)**	17,162
Additions	**56,114**	51,553
Disposal via sale of a subsidiary [Note 21(c)]	**-**	(4,982)
Adjustment in relation to extension option [Note 24(h)]	**-**	(4,201)
Net fair value gains/(losses) in relation to owned investment properties	**4,890**	(20,354)
Net fair value losses in relation to right-of-use assets classified as investment properties	**(7,966)**	(7,287)
Net fair value loss recognised in profit or loss	**(3,076)**	(27,641)
End of financial year	**1,354,593**	1,307,770

Investment properties are leased to non-related parties under operating leases.

Included in additions are acquisition of an investment property of $9,812,000 (2020: $nil), capitalised expenditure of $21,134,000 (2020: $11,377,000) and right-of-use assets of $25,168,000 (2020: $40,176,000) (Note 24(f)).

Certain investment properties are pledged as security for the bank facilities extended to subsidiaries (Note 28(a)). The carrying values of these investment properties amounted to approximately $1,234,471,000 (2020: $1,205,894,000).

22. Investment properties (continued)

Reconciliation of fair value of investment properties

	Group 2021 $'000	Group 2020 $'000
Fair value of investment properties	**1,249,851**	1,213,177
Add: Carrying amount of lease liabilities	**104,742**	94,593
Carrying amount of investment properties	**1,354,593**	1,307,770

The following amounts are recognised in profit or loss:

	Group 2021 $'000	Group 2020 $'000
Rental income (Note 4)	**124,559**	117,331
Direct operating expenses arising from:		
- Investment properties that generated rental income	**(46,238)**	(39,001)

At the balance sheet date, the details of the Group's investment properties are as follows:

Location	Description	Existing use	Tenure	Unexpired term of lease
14 to 28 Toh Guan Road East, Singapore	8 blocks of workers dormitory	Commercial dormitory	Leasehold	36 years
2 Woodlands Sector 2, Singapore	Two 13-storey blocks of workers dormitory	Commercial dormitory	Leasehold	22 years
5, 5C & 5D Jalan Papan, Singapore	2 blocks of workers dormitory	Commercial dormitory	Leasehold	16 years
23 Mandai Estate, Singapore	2 blocks of 6-storey block of workers dormitory under lease	Commercial dormitory	Leasehold	7.5 years
18A Kranji Way, Singapore	20 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	2 years
1A Tuas Avenue 2, Singapore	14 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	2 years
11A Jalan Tukang, Singapore	40 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	3 years
11A Tuas South Boulevard, Singapore	5 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	3 years

22. Investment properties (continued)

At the balance sheet date, the details of the Group's investment properties are as follows: (continued)

Location	Description	Existing use	Tenure	Unexpired term of lease
PLO 46, No 38, Jalan Teknologi 5, Taman Teknologi Johor, 81400 Senai, Johor, Malaysia	5 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	90 years
PLO 250, Jalan Firma 2, Kawasan Perindustrian Tebrau IV, 81100 Johor Bahru, Malaysia	2 blocks of workers dormitory and 1 amenity block	Commercial dormitory	Leasehold	38 years
Block Nos. 72, 73, 74, 75, 76 & 79, Off Jalan Tembusu, Taman Air Biru, 81700 Pasir Gudang, Johor, Malaysia	6 blocks of workers dormitory	Commercial dormitory	Leasehold	64 years
Block No.78, Off Jalan Tembusu, Taman Air Biru, 81700 Pasir Gudang, Johor, Malaysia	1 block of workers dormitory	Commercial dormitory	Leasehold	3 years
Lot 2051, No. 6, Jalan Bayu, Taman Perindustrian Tampoi Jaya, 81200 Johor Bahru, Malaysia	3 blocks of workers dormitory	Commercial dormitory	Freehold	-
Lot No. 6212, Jalan Perindustrian 2, Kawasan Perindustrian Senai II, 81400 Senai Johor, Malaysia	2 blocks of workers dormitory	Commercial dormitory	Freehold	-
Lot No. 6214, Jalan Perindustrian 2, Kawasan Perindustrian Senai II 81400 Senai, Johor, Malaysia	5 blocks of workers dormitory	Commercial dormitory	Freehold	-
No. 38 Jalan Perniagaan Seri Tambun, Taman Westlite Dormitory Bukit Tambun, 14100 Simpang Ampat, Penang, Malaysia	3 blocks of workers dormitory	Commercial dormitory	Freehold	-
No 12A, Jalan SS8/2, 47300 Petaling Jaya, Selangor Darul Ehsan Malaysia	Two 11-storey blocks of workers dormitory and 2 levels of basement car park	Commercial dormitory	Leasehold	20 years

22. Investment properties (continued)

At the balance sheet date, the details of the Group's investment properties are as follows: (continued)

Location	Description	Existing use	Tenure	Unexpired term of lease
Manchester Student Village, Lower Chatham Street, Manchester, M1 5SX, United Kingdom	Two 9-storey blocks and a 7-storey block	Student accommodation	Freehold	-
MSV South 357A Great Western Street, Manchester, M14 4AH, United Kingdom	7 blocks with 8 clusters in each block and 4 blocks with 6 or 8 clusters in each block	Student accommodation	Freehold	-
The Grafton, 60 Grafton Street, Manchester, M13 9NU, United Kingdom	1 block consisting of 55 flats with 145 beds	Student accommodation	Freehold	-
Cathedral Campus, 1 Dean Patey Court Cathedral Gate, Off Upper Duke Street Liverpool, L1 7BT, United Kingdom	Eighty seven 3-storey houses arranged in 14 terraced blocks around 3 courtyard areas	Student accommodation	Leasehold	235 years
Garth Heads, Melbourne Street, Newcastle-Upon-Tyne, NE1 2JE, United Kingdom	4 blocks consisting of 34 flats with 181 beds	Student accommodation	Leasehold	99 years
Hotwells House, 192-216 Hotwell Road Bristol, BS8 4UR, United Kingdom	4 blocks consisting of 40 flats with 157 beds	Student accommodation	Leasehold	112 years
Weston Court, 45-47 Cromwell Range, Fallowfield, Manchester, M14 6HH, United Kingdom	4 blocks consisting of flats with 140 beds	Student accommodation	Leasehold	112 years
121 Princess Street, Manchester, M1 7AG United Kingdom	1 block consisting of 126 flats with 127 beds and basement	Student accommodation	Freehold	-
Archer House, 14-22 Castle Gate, Nottingham, NG1 7AW, United Kingdom	177 beds arranged within 14 cluster flats and 93 studios	Student accommodation	Freehold	-
Castle Gate Haus, 32-44(even), Castle Gate, Nottingham, NG1 7AT, United Kingdom	133 beds arranged across 4 interlinking blocks within 81 cluster flats and 69 studios under lease	Student accommodation	Leasehold	3 years

22. **Investment properties** (continued)

At the balance sheet date, the details of the Group's investment properties are as follows: (continued)

Location	Description	Existing use	Tenure	Unexpired term of lease
RMIT Village Student Accommodation Melbourne, 5-17 Flemington Road, North Melbourne VIC 3051 Australia	Accommodation with 616 beds	Student accommodation	Freehold	-
RMIT Village Car Park Site Melbourne, 5-17 Flemington Road, North Melbourne VIC 3051 Australia	Commercial car park	Commercial car park	Freehold	-
12 – 18 Synagogue Place Adelaide, South Australia	260 bedrooms of accommodation with 280 beds	Student accommodation	Freehold	-
44-46 Anderson Street, Port Hedland WA 6721 Australia	Land	Industrial	Freehold	-
Jl. Wareng Kalijambe, Lambang Sari Village, Subdistrict of Tambun Selatan, Bekasi, West Java, Indonesia	Land	Residential	Leasehold	22 years

Fair value hierarchy – Recurring fair value measurements

	Fair value measurements using		
Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
	$'000	$'000	$'000
31 December 2021			
Investment properties:			
- Land	**-**	**-**	**2,020**
- Commercial dormitories	**-**	**-**	**819,217**
- Student accommodation	**-**	**-**	**533,356**
31 December 2020			
Investment properties:			
- Land	-	-	2,003
- Commercial dormitories	-	-	804,809
- Student accommodation	-	-	500,958

22. **Investment properties** (continued)

Reconciliation of movements in Level 3 fair value measurement

	Land and commercial dormitories $'000	Land and student accommodation $'000	Assets held for sale (Note 17) $'000
2021			
Beginning of financial year	**805,921**	**501,849**	**-**
Currency translation differences	**(2,558)**	**(3,657)**	**-**
Fair value (losses)/gains recognised in profit or loss	**(12,932)**	**9,856**	**-**
Additions	**29,924**	**26,190**	**-**
End of financial year	**820,355**	**534,238**	**-**
2020			
Beginning of financial year	774,361	501,518	4,138
Currency translation differences	619	16,543	(15)
Fair value losses recognised in profit or loss	(10,247)	(17,394)	-
Additions	46,979	4,574	-
Disposals	(4,982)	-	(4,123)
Adjustment in relation to extension option [Note 24(h)]	-	(4,201)	-
Reclassification	(809)	809	-
End of financial year	805,921	501,849	-

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no transfers into or out of fair value hierarchy levels for the financial years ended 31 December 2021 and 2020.

Valuation techniques and inputs used in Level 3 fair value measurement

The following table presents the valuation techniques and key inputs that were used to determine the fair value of investment properties categorised under Level 3 of the fair value hierarchy:

Country	Description	Fair value at 31 December 2021 ($'000)	Valuation technique	Unobservable inputs [(a)]	Range of unobservable inputs	Relationship of unobservable inputs to fair value
United Kingdom	Student accommodation	371,207 (2020: 330,053)	Income capitalisation approach	Rental rate per room per week	$133 - $480 (2020: $193 - $433)	The higher the rental rate per room per week, the higher the valuation
				Capitalisation rate	5.5% - 7.1% (2020: 5.5% - 6.8%)	The higher the capitalisation rate, the lower the valuation

22. **Investment properties** (continued)

Valuation techniques and inputs used in Level 3 fair values measurement (continued)

Country	Description	Fair value at 31 December 2021 ($'000)	Valuation technique	Unobservable inputs [(a)]	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Singapore	Commercial dormitories	591,950 (2020: 601,000)	Income capitalisation approach	Rental rate per room per month	$2,500 - $9,120 (2020: $2,500 - $8,800)	The higher the rental rate per room per month, the higher the valuation
				Capitalisation rate	6.8% - 7.0% (2020: 6.8% - 7.0%)	The higher the capitalisation rate, the lower the valuation
				Cost to complete	$13,398,000 (2020: $15,870,000)	The higher the cost to complete, the lower the valuation
Indonesia	Land	1,138 (2020: 1,112)	Sales comparison approach	Market value per square metre	$158 (2020: $153)	The higher the market value per square metre, the higher the valuation
Malaysia	Commercial dormitories	124,673 (2020: 113,003)	Income capitalisation approach	Rental rate per room per month	$548 - $898 (2020: $569 - $896)	The higher the rental rate per room per month, the higher the valuation
				Capitalisation rate	7.0% - 9.0% (2020: 7.5% - 9.5%)	The higher the capitalisation rate, the lower the valuation
			Sales comparison approach	Market value per square metre	$209 - $251 (2020: $146 - $256)	The higher the market value per square metre, the higher the valuation
			Cost approach	Cost per square metre	$448 (2020: $284 - $533)	The higher the cost per square metre, the higher the valuation

22. **Investment properties** (continued)

Valuation techniques and inputs used in Level 3 fair values measurement (continued)

Country	Description	Fair value at 31 December 2021 ($'000)	Valuation technique	Unobservable inputs [(a)]	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Australia	Student accommodation	160,001 (2020: 167,118)	Discounted cash flow approach	Discount rate	8.8% (2020: 8.0% - 8.9%)	The higher the discount rate, the lower the valuation
			Income capitalisation approach	Rental rate per room per week	$190 - $453 (2020: $301 - $539)	The higher the rental rate per room per week, the higher the valuation
				Capitalisation rate	6.2% (2020: 6.0% - 6.3%)	The higher the capitalisation rate, the lower the valuation
			Sales comparison approach	Market value per square metre	$5,343 - $24,554 (2020: $2,061 - $22,982)	The higher the market value per square metre, the higher the valuation
	Land	882 (2020: 891)	Sales comparison approach	Market price per square metre	$186 - $206 (2020: $194 - $209)	The higher the market price per square metre, the higher the valuation

(a) There were no significant inter-relationships between unobservable inputs.

Valuation processes of the Group

The Group engages external, independent and qualified valuers to determine the fair value of the Group's investment properties at the end of every financial year based on the properties' highest and best use. As at 31 December 2021, the fair values of the properties have been determined by SRE Global Pte. Ltd., CBRE Pte. Ltd., KJPP Billy Anthony Lie & Rekan, Henry Butcher Malaysia (Penang) Sdn Bhd, Knight Frank Malaysia Sdn Bhd, C H Williams Talhar & Wong Sdn Bhd, Savills Valuations Pty Ltd, CBRE Valuations Pty Limited, Acumentis (WA) Pty Ltd and Cushman & Wakefield Debenham Tie Leung Limited.

22. Investment properties (continued)

Valuation processes of the Group (continued)

At each financial year, the investment and finance department of the Group together with the Group Chief Executive Officer:

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation reports;
- holds discussions with the independent valuers and;
- analyses the reasons for the fair value movements.

Changes in Level 3 fair values are analysed at each reporting date.

Discounted cash flow approach involves the discounting of future net income flows at an appropriate required rate of return applicable to that class of property to obtain the net present value. The net income is derived by deducting from the gross income, outgoings such as operating expenses, lease payments and property tax, and after making allowances for vacancies.

Income capitalisation approach involves capitalising the net income at an appropriate capitalisation rate to arrive at the fair value. The net income is derived by deducting outgoings such as operating expenses, lease payments and property tax, and after making allowances for vacancies from gross rentals and other income.

Cost approach involves separately determining the values of the land and building and a summation of these values is taken to be the fair value of the property. The value of the land is arrived at by the comparison approach in which it takes reference to transactions of similar lands in the surrounding with adjustments made for any differences. The buildings are valued by reference to their depreciated replacement cost. It is determined by taking current replacement cost of the building as new and allowing for depreciation for obsolescence.

Sales comparison approach involves using the values of sale prices of comparable properties and comparing it directly to the subject property. Allowances are made for difference in the properties including land size, improvements and location. The most significant input into this valuation approach is selling price per metre.

The estimated costs to completion for investment property under construction are estimated by management using the budgets developed internally by the Group based on management's experience and knowledge of market conditions.

The independent property valuers for certain investment properties have highlighted that with the heightened uncertainty of the COVID-19, the reduced certainty would require a higher degree of caution to be exercised when relying on the valuations. In view of unknown future impact that COVID-19 might have on the real estate market, the valuers recommend for the valuations to be kept under frequent review.

23. Property, plant and equipment

	Freehold land and building $'000	Leased office space and leasehold improvements $'000	Plant machinery and equipment $'000	Renovation, furniture and fittings $'000	Motor vehicles $'000	Office equipment and computers $'000	Capital work-in-progress $'000	Total $'000
Group								
2021								
Cost								
Beginning of financial year	683	3,007	4,647	11,606	395	2,078	89	22,505
Currency translation differences	(12)	(38)	(47)	(93)	-	(12)	-	(202)
Additions	-	-	747	3,569	52	192	59	4,619
Disposals	-	(1,530)	(1,011)	(800)	(81)	(56)	(3)	(3,481)
Reclassification from asset held for sale	-	258	-	-	-	-	-	258
Reclassification	-	-	1	20	-	32	(53)	-
End of financial year	671	1,697	4,337	14,302	366	2,234	92	23,699
Accumulated depreciation								
Beginning of financial year	21	1,476	2,139	7,591	292	1,450	-	12,969
Currency translation differences	-	(8)	(30)	(82)	-	(6)	-	(126)
Disposals	-	(1,046)	(732)	(732)	(81)	(47)	-	(2,638)
Depreciation charge (Note 5)	4	374	483	2,332	54	334	-	3,581
Reclassification from asset held for sale	-	79	-	-	-	-	-	79
End of financial year	25	875	1,860	9,109	265	1,731	-	13,865
Accumulated impairment								
Beginning of financial year	-	483	1,316	14	42	3	-	1,858
Disposals	-	(483)	(259)	(14)	-	(3)	-	(759)
End of financial year	-	-	1,057	-	42	-	-	1,099
Net book value								
End of financial year	**646**	**822**	**1,420**	**5,193**	**59**	**503**	**92**	**8,735**

23. Property, plant and equipment (continued)

	Freehold land and building $'000	Leased office space and leasehold improvements $'000	Plant machinery and equipment $'000	Renovation, furniture and fittings $'000	Motor vehicles $'000	Office equipment and computers $'000	Capital work-in-progress $'000	Total $'000
Group								
2020								
Cost								
Beginning of financial year	681	3,012	4,159	11,260	430	1,696	280	21,518
Currency translation differences	2	-	25	154	-	21	5	207
Additions	-	-	369	621	-	346	168	1,504
Disposals	-	(5)	(113)	(331)	(35)	(33)	(207)	(724)
Reclassification	-	-	207	(98)	-	48	(157)	-
End of financial year	683	3,007	4,647	11,606	395	2,078	89	22,505
Accumulated depreciation								
Beginning of financial year	17	911	1,499	6,193	257	1,129	-	10,006
Currency translation differences	-	-	13	68	-	11	-	92
Disposals	-	(3)	(63)	(328)	(24)	(24)	-	(442)
Depreciation charge (Note 5)	4	568	577	1,771	59	334	-	3,313
Reclassification	-	-	113	(113)	-	-	-	-
End of financial year	21	1,476	2,139	7,591	292	1,450	-	12,969
Accumulated impairment								
Beginning of financial year	-	-	1,310	-	53	-	-	1,363
Impairment charge (Note 7)	-	483	8	14	-	3	-	508
Disposals	-	-	(2)	-	(11)	-	-	(13)
End of financial year	-	483	1,316	14	42	3	-	1,858
Net book value								
End of financial year	**662**	**1,048**	**1,192**	**4,001**	**61**	**625**	**89**	**7,678**

In 2020, an impairment charge of $508,000 is included within “Other gains/(losses) – net” in the consolidated income statement. The impairment charge has arisen from management’s decision during the prior financial year to not extend the lease of a student accommodation asset as a result of negative cash flow projections due to COVID-19 situation based on financial budgets prepared by management.

	Leased office space $'000	Plant, machinery and equipment $'000	Renovation, furniture and fittings $'000	Motor vehicles $'000	Office equipment and computers $'000	Total $'000
Company						
2021						
Cost						
Beginning of financial year	1,103	6	1,478	171	1,100	3,858
Additions	-	-	14	-	37	51
End of financial year	1,103	6	1,492	171	1,137	3,909
Accumulated depreciation						
Beginning of financial year	429	6	1,226	127	953	2,741
Depreciation charge	368	-	120	34	86	608
End of financial year	797	6	1,346	161	1,039	3,349
Net book value						
End of financial year	**306**	**-**	**146**	**10**	**98**	**560**

23. Property, plant and equipment (continued)

	Leased office space $'000	Plant, machinery and equipment $'000	Renovation, furniture and fittings $'000	Motor vehicles $'000	Office equipment and computers $'000	Total $'000
Company						
2020						
Cost						
Beginning of financial year	1,103	6	1,478	171	1,003	3,761
Additions	-	-	-	-	97	97
End of financial year	1,103	6	1,478	171	1,100	3,858
Accumulated depreciation						
Beginning of financial year	61	6	1,107	93	863	2,130
Depreciation charge	368	-	119	34	90	611
End of financial year	429	6	1,226	127	953	2,741
Net book value						
End of financial year	**674**	**-**	**252**	**44**	**147**	**1,117**

(a) Right-of-use of assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 24(a).

(b) The freehold land and building of the Group as at 31 December 2021 comprise:

Location	Use of property
Malaysia No. 17, Jalan Ekoperniagaan 1/23 Taman Ekoperniagaan 81100 Johor Bahru, Johor	Office

24. Leases – The Group as a lessee

Nature of the Group's leasing activities – Group as a lessee

Property

The Group leases office space for the purpose of back office operations for a tenure of 3 years.

Leasehold land and building

The Group makes periodic lease payments for leasehold land and buildings, which are used in the Group's student and workers accommodation businesses. Some of these leases have escalation clauses and extension options. The right-of-use of these leasehold land and buildings are classified as investment properties (Note 22).

There are no externally imposed covenant on these lease arrangements.

24. Leases – The Group as a lessee (continued)

(a) *Carrying amounts*

ROU assets classified within Property, plant and equipment

	2021 **$'000**	2020 $'000
Leased office space	**680**	1,048

ROU assets classified within Investment properties

The right-of-use asset relating to the leasehold land and buildings presented under investment properties (Note 22) is stated at fair value and has a carrying amount at balance sheet date of $111,315,000 (2020: $94,593,000).

(b) *Depreciation charge during the year*

	2021 **$'000**	2020 $'000
Leased office space	**368**	368

(c) *Interest expense*

	2021 **$'000**	2020 $'000
Interest expense on lease liabilities	**3,538**	2,440

(d) *Lease expense not capitalised in lease liabilities*

	2021 **$'000**	2020 $'000
Lease expense – short-term leases	**300**	626
Lease expense – low-value leases	**104**	46
Variable lease payments which do not depend on an index or rate	**344**	402
Total (Note 5)	**748**	1,074

(e) Total cash outflow for all the leases was $18,234,000 (2020: $10,971,000).

(f) Addition to ROU assets during the year was $25,168,000 (2020: $40,176,000), of which $25,168,000 (2020: $40,176,000) relates to investment properties.

24. Leases – The Group as a lessee (continued)

(g) Variable lease payments not capitalised in lease liabilities

The leases for a leasehold land and freehold building contain variable lease payments that are based on share of revenue and gross income, on top of fixed payments. Such variable lease payments are recognised to profit or loss when incurred and amounted to $344,000 (2020: $402,000) (Note (d)).

(h) Extension options on leases

Extension option is included in the lease term if the lease is reasonably certain to be extended. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise the extension option.

For student and workers accommodations, the following factors are considered to be most relevant:

- Whether leasehold improvements undertaken (or expected to be undertaken) are expected to have significant remaining value by the time the extension option is exercisable;
- Importance of that underlying asset to the Group's student and workers accommodation businesses, taking into consideration the location and availability of suitable alternatives; and
- Other factors, including (but not limited to) the Group's historical lease period for similar assets, costs required to secure suitable alternatives, and business disruption.

The above assessment of reasonable certainty to exercise extension options is only revised if a significant change in circumstances that is within the control of the lessee occurs and affects the original assessment.

As at 31 December 2021, potential future (undiscounted) cash outflows capped at approximately $40,816,000 (2020: $41,243,000) have not been included in lease liabilities because it is not reasonably certain that the leases will be extended.

25. Leases – The Group as a lessor

Nature of the Group's leasing activities – Group as a lessor

The Group has leased out their owned investment properties to third parties for monthly lease payments. To reduce credit risk, the Group obtains security deposits for the term of the lease. This lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from investment properties are disclosed in Note 22.

Nature of the Group's leasing activities – Group as an intermediate lessor

Subleases – classified as operating leases

The Group acts as an intermediate lessor under arrangement in which it subleases out accommodation space to third parties for monthly lease payments. The sublease periods do not form a major part of the remaining lease terms under the head leases and accordingly, the sub-leases are classified as operating leases.

Income from subleasing during the financial year was $27,850,000 (2020: $11,721,000).

Maturity analysis of lease payments – Group as a lessor

The table below discloses the undiscounted lease payments from the operating leases to be received by the Group as a lessor for its leases and subleases after the reporting date as follows:

	2021	2020
	$'000	$'000
Less than one year	**90,171**	67,951
One to two years	**5,351**	9,382
Two to three years	**902**	1,232
Three to four years	**540**	540
Four to five years	**540**	540
More than five years	**5,985**	6,525
Total undiscounted lease payment	**103,489**	86,170

26. Trade and other payables

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Trade payables to:				
- non-related parties	**3,923**	2,696	**60**	100
Payables to subsidiaries				
- non-trade	**-**	-	**8,706**	8,314
Payables to associated companies				
- trade	**404**	-	**-**	-
- non-trade	**58**	822	**-**	-
Advance rental	**8,813**	5,625	**-**	-
Deposits received	**19,437**	15,925	**-**	-
Accruals for operating expenses	**10,195**	9,552	**2,527**	2,887
Accrued construction costs payable	**299**	199	**-**	-
Other payables	**3,053**	2,335	**496**	248
Total trade and other payables	**46,182**	37,154	**11,789**	11,549

Non-trade payables to subsidiaries and associated companies are unsecured, interest free and repayable on demand.

At 31 December 2020 and 2021, the ageing analysis of the trade payables based on invoice date were as follows:

	Group	
	2021	2020
	$'000	$'000
Up to 3 months	**3,579**	2,344
3 to 6 months	**95**	87
Over 6 months	**249**	265
	3,923	2,696

27. Other liabilities

	Group	
	2021	2020
	$'000	$'000
Current		
Provision for reinstatement costs	**-**	52
Non-current		
Provision for long service leave	**53**	60
Provision for reinstatement costs	**950**	430
Accrued capital expenditure	**486**	-
	1,489	490

At the balance sheet date, the carrying amounts of the other non-current liabilities approximate their fair values.

28. Borrowings

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Current				
Bank borrowings (Note (a))	**58,966**	68,778	**11,712**	39,000
Loan from an associated company (Note (c))	**3,600**	2,160	**-**	-
Interest payable	**692**	850	**692**	850
	63,258	71,788	**12,404**	39,850
Non-current				
Bank borrowings (Note (a))	**565,872**	568,734	**37,038**	24,300
Loan from non-controlling interests (Note (d))	**7,368**	7,254	**-**	-
Loan from an associated company (Note (c))	**36,568**	40,168	**-**	-
Loan from a subsidiary (Note (d))	**-**	-	**20,000**	20,000
Notes payables (Note (b))	**55,000**	67,250	**55,000**	67,250
Less: Transaction costs	**(376)**	(528)	**(376)**	(528)
	54,624	66,722	**54,624**	66,722
	664,432	682,878	**111,662**	111,022
Total borrowings	**727,690**	754,666	**124,066**	150,872

28. Borrowings (continued)

The exposure of the borrowings of the Group and of the Company to interest rate changes and the contractual repricing dates at the balance sheet date are as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
- not later than one year	**63,258**	71,788	**12,404**	39,850
- between one to five years	**461,250**	426,481	**91,662**	91,022
- after five years	**203,182**	256,397	**20,000**	20,000
	727,690	754,666	**124,066**	150,872

At 31 December 2021 and 2020, the Group's and Company's bank borrowings are repayable as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Within one year	**58,966**	68,778	**11,712**	39,000
Between one and two years	**109,851**	61,909	**10,738**	13,615
Between two and five years	**281,377**	282,566	**26,300**	10,685
After five years	**174,644**	224,259	**-**	-
	624,838	637,512	**48,750**	63,300

At 31 December 2021 and 2020, the Group's and the Company's other loans are repayable as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Within one year	**4,292**	3,010	**692**	850
Between one and two years	**4,045**	15,850	**-**	12,250
Between two and five years	**65,977**	66,156	**54,624**	54,472
After five years	**28,538**	32,138	**20,000**	20,000
	102,852	117,154	**75,316**	87,572

(a) Bank borrowings

Bank borrowings are subject to floating interest rates of which $126,976,000 (2020: $140,979,000) are managed with interest rate swaps where floating interest rates are swapped into fixed interest rates (Note 30). The carrying amounts of the non-current borrowings approximate their fair values.

Total borrowings include secured liabilities of $576,089,000 (2020: $574,212,000) for the Group. These borrowings are secured over certain investment properties (Note 22).

28. Borrowings (continued)

(b) Notes payables

On 21 September 2020, the Company issued an Exchange Offer invitation (“Invitation”), offering the holders of its outstanding $60,000,000 fixed rate notes due 2022 comprised in Series 004 (the “Existing Notes”) to exchange any and all outstanding Existing Notes for a like principal amount of fixed rate notes due 2024 to be issued pursuant to its $750,000,000 Multicurrency Debt Issuance programme (the “Programme”).

On 12 October 2020, the Company issued $55,000,000 fixed rate notes due 2024 (the “Series 005 Notes”) under the Programme, comprising $45,250,000 in aggregate principal amount issued pursuant to the Invitation and $9,750,000 in aggregate principal amount of additional notes. The Series 005 Notes will bear interest as follows:

(i) for the period from, and including 12 October 2020 to, but excluding, 12 April 2023: 5.75% per annum; and

(ii) so long as the Series 005 Notes are not redeemed, for the period from, and including, 12 April 2023: 8.25% per annum payable semi-annually in arrears.

Unless previously redeemed or purchased and cancelled, the Series 005 Notes shall mature on 12 April 2024.

The net proceeds arising from the Series 005 Notes (after deducting for issue expenses) has been fully utilised to redeem Series 004 Notes. On 1 February 2021, the Group has fully redeemed the remaining Series 004 Notes due 2022 of $12,250,000.

As at 31 December 2021 and 2020, the Group and the Company are in compliance with all relevant financial covenants and the borrowings have been classified and presented appropriately based on the agreed terms.

(c) Loan from an associated company

The loan from an associated company is unsecured with fixed repayment terms.

The interest on the loan from an associated company is calculated based on the floating rates. The carrying amounts of the non-current borrowings approximate their fair values.

28. **Borrowings** (continued)

(d) Loan from a subsidiary and loan from non-controlling interests

The loan from a subsidiary and loan from non-controlling interests are unsecured with fixed terms of repayment. The interest on the loans are calculated based on the floating rates, except for part of the loan from non-controlling interests amounting to $998,000 (2020: $884,000) which is calculated based on fixed rates. The carrying amounts of the non-current borrowings approximate their fair values.

(e) Fair value of current and non-current notes payables

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Notes payables	**55,380**	67,008	**55,380**	67,008

The fair values are within Level 2 of the fair value hierarchy. The fair values of the notes payables are based on indicative mid-market prices obtained from the bank.

29. Lease liabilities

The exposure of the lease liabilities of the Group to interest rate changes and the contractual repricing dates at the balance sheet date are as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Current				
- not later than one year	**17,946**	10,282	**426**	495
Non-current				
- between one to five years	**37,457**	29,362	**-**	426
- after five years	**49,765**	55,441	**-**	-
	87,222	84,803	**-**	426
	105,168	95,085	**426**	921

30. Derivative financial instruments

	Group			Company		
	Contractual notional amount	Fair value Asset	Fair value Liability	Contractual notional amount	Fair value Asset	Fair value Liability
	$'000	$'000	$'000	$'000	$'000	$'000
31 December 2021						
Derivatives held for hedging:						
Cash-flow hedges						
– Interest rate swaps	126,976	-	(2,235)	10,000	-	(122)
– Current			(122)			(122)
– Non-current			(2,113)			-
Total			(2,235)			(122)
31 December 2020						
Derivatives held for hedging:						
Cash-flow hedges						
– Interest rate swaps	140,979	-	(6,655)	20,000	-	(516)
– Current			(165)			(165)
– Non-current			(6,490)			(351)
Total			(6,655)			(516)

The contractual notional amount of interest rate swaps held for hedging which is based on SOR and is directly impacted by IBOR reform is $126,976,000 (2020: $140,979,000).

30. Derivative financial instruments (continued)

Hedging instruments used in Group's hedging strategy in 2021

		Carrying Amount		Changes in fair value used for calculating hedge ineffectiveness				
	Contractual notional amount $'000	Assets/ (Liabilities) $'000	Financial statement line item	Hedging instrument $'000	Hedged item $'000	Hedge ineffectiveness recognised in P&L* $'000	Weighted average hedged rate	Maturity date
Group								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	126,976	(2,235)	Derivative financial instrument	2,311	(2,311)	-	1.71%	October 2022 to March 2025
Company								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	10,000	(122)	Derivative financial instrument	61	(61)	-	1.95%	October 2022

* All hedge ineffectiveness and costs of hedging are recognised in profit and loss within "Other gains/(losses) - net".

30. Derivative financial instruments (continued)

Hedging instruments used in Group's hedging strategy in 2020

	Contractual notional amount	Carrying Amount		Changes in fair value used for calculating hedge ineffectiveness		Hedge ineffectiveness recognised in P&L*	Weighted average hedged rate	Maturity date
		Assets/ (Liabilities)	Financial statement line item	Hedging instrument	Hedged item			
	$'000	$'000		$'000	$'000	$'000		
Group								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	140,979	(6,655)	Derivative financial instrument	(6,779)	6,779	-	1.73%	November 2021 to March 2025
Company								
Cash flow hedge								
Interest rate risk								
- Interest rate swap to hedge floating rate borrowings	20,000	(516)	Derivative financial instrument	(523)	523	-	1.94%	November 2021 to October 2022

* All hedge ineffectiveness and costs of hedging are recognised in profit and loss within "Other gains/(losses) - net".

31. Deferred income taxes

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the balance sheets as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Deferred income tax liabilities	**13,295**	9,168	**40**	83

Movement in the deferred income tax account is as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Beginning of financial year	**9,168**	9,796	**83**	81
Currency translation differences	**(217)**	363	**-**	-
Charged/(credited) to profit or loss (Note 10(a))	**4,344**	(358)	**(43)**	2
Disposal of a subsidiary (Note 21(c))	**-**	(633)	**-**	-
End of financial year	**13,295**	9,168	**40**	83

Deferred income tax assets are recognised for unutilised tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of approximately $7,810,000 (2020: $7,594,000) and capital allowances of approximately $506,000 (2020: $1,022,000) at the balance sheet date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. The tax losses and capital allowances have no expiry date.

31. Deferred income taxes (continued)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows:

Group

Deferred income tax liabilities

	Accelerated tax depreciation $'000	Fair value gain-net $'000	Total $'000
2021			
Beginning of financial year	**1,418**	**7,750**	**9,168**
Currency translation differences	**14**	**(231)**	**(217)**
Charged to profit or loss	**151**	**4,193**	**4,344**
End of financial year	**1,583**	**11,712**	**13,295**

	Accelerated tax depreciation $'000	Fair value gain-net $'000	Total $'000
2020			
Beginning of financial year	1,217	8,579	9,796
Currency translation differences	13	350	363
Charged/(credited) to profit or loss	188	(546)	(358)
Disposal of subsidiary (Note 21(c))	-	(633)	(633)
End of financial year	1,418	7,750	9,168

Company

Deferred income tax liabilities

	Accelerated tax depreciation $'000
2021	
Beginning of financial year	**83**
Credited to profit or loss	**(43)**
End of financial year	**40**
2020	
Beginning of financial year	81
Charged to profit or loss	2
End of financial year	83

32. Share capital and treasury shares

	Group and Company No. of ordinary shares Issued share capital '000	Group Share capital $'000	Company Share capital $'000
2021			
Beginning and end of financial year	**840,779**	**142,242**	**253,553**
2020			
Beginning and end of financial year	840,779	142,242	253,553

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

On 1 August 2011, the Company completed the acquisition of Westlite Dormitory (Toh Guan) Pte Ltd (then known as Centurion Dormitory (Westlite) Pte Ltd) ("Transaction"). The acquisition was accounted for as a reverse acquisition in accordance with IFRS 3 *Business Combinations.* Consequently, the Group's share capital amount differs from that of the Company. More information on the Transaction and the accounting can be found in the Company's published financial statements for the financial year ended 31 December 2011.

33. Other reserves

		Group		Company	
		2021	2020	**2021**	2020
		$'000	$'000	**$'000**	$'000
(a)	Composition				
	Fair value reserve	**(53)**	(673)	**(53)**	(673)
	Hedging reserve	**(2,247)**	(6,720)	**(123)**	(515)
	Currency translation reserve	**(39,642)**	(35,988)	**-**	-
	Capital reserve	**16,893**	16,893	**-**	-
		(25,049)	(26,488)	**(176)**	(1,188)

		Group		Company	
		2021	2020	**2021**	2020
		$'000	$'000	**$'000**	$'000
(b)	Movements				
	(i) Fair value reserve				
	Beginning of financial year	**(673)**	(150)	**(673)**	(150)
	Fair value gains/(losses) on financial assets, at FVOCI (Note 16)	**618**	(600)	**618**	(600)
	Reclassification to profit or loss on disposal (Note 7)	**2**	77	**2**	77
	End of financial year	**(53)**	(673)	**(53)**	(673)

33. Other reserves (continued)

	Group		Company	
	←Interest rate risk→		←Interest rate risk→	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
(b) Movements (continued)				
(ii) Hedging reserve				
Beginning of financial year	**(6,720)**	(1,674)	**(515)**	(275)
Fair value gains/(losses)	**2,311**	(6,779)	**61**	(523)
Reclassification to profit or loss				
- Finance expense (Note 8)	**2,109**	1,762	**331**	283
Share of fair value gains/(losses) from associates (Note 19)	**53**	(29)	**-**	-
End of financial year	**(2,247)**	(6,720)	**(123)**	(515)

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
(iii) Currency translation reserve				
Beginning of financial year	**(35,988)**	(46,201)	**-**	-
Net exchange differences on translation of financial statements of foreign subsidiaries, associated companies and joint venture	**(3,654)**	10,146	**-**	-
Disposal of subsidiary	**-**	67	**-**	-
End of financial year	**(39,642)**	(35,988)	**-**	-

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
(iv) Capital reserve				
Beginning and end of financial year	**16,893**	16,893	**-**	-

In 2011, the consolidated financial statements of the Group represent the continuation of Westlite Dormitory (Toh Guan) Pte. Ltd. ("Westlite") accounts, which included a shareholder loan accounted for as "Other liabilities" in Westlite's accounts for the year ended 31 December 2010. The novation of the loan from Westlite's former shareholder to Westlite's new shareholder (Centurion Corporation Limited) means that the loan is effectively settled in the consolidated financial statements of the Group, recognised under "capital reserve" of the Group.

Other reserves are non-distributable.

34. Retained profits

(a) Retained profits of the Group are distributable except for the accumulated retained profits of associated companies and a joint venture amounting to $79,329,000 (2020: $73,927,000) which are included in the Group's retained profits.

(b) Movement in retained profits for the Company is as follows:

	Company	
	2021	2020
	$'000	$'000
Beginning of financial year	**26,750**	28,423
Net profit	**20,134**	6,737
Dividends paid (Note 35)	**-**	(8,410)
End of financial year	**46,884**	26,750

35. Dividends

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Ordinary dividends paid				
Final exempt dividend paid in respect of the previous financial year of nil cent (2020: 1.0 cent) per share	**-**	8,410	**-**	8,410

At the Annual General Meeting on 28 April 2022, a final dividend of 0.5 cent per share amounting to a total of $4,204,000 will be recommended.

These financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained profits in the financial year ending 31 December 2022.

36. Commitments

(a) Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	Group	
	2021	2020
	$'000	$'000
Property, plant and equipment	**55**	644
Investment properties	**13,408**	9,044

(b) Corporate guarantees

The Group has provided corporate guarantees in favour of financial institutions in respect of facilities granted to associated companies and a joint venture amounting to $73,004,000 (2020: $75,712,000). As at 31 December 2021, the amount of the guaranteed loans drawn down by associated companies and a joint venture amounted to $72,609,000 (2020: $75,289,000).

The Company has provided corporate guarantees in favour of financial institutions in respect of facilities granted to subsidiaries, associated companies and a joint venture amounting to $596,299,000 (2020: $592,428,000). As at 31 December 2021, the amount of the guaranteed loans drawn down by the subsidiaries, associated companies and a joint venture amounted to $586,368,000 (2020: $584,211,000).

As at 31 December 2021 and 2020, the fair value of the corporate guarantees were insignificant.

Except for the corporate guarantees disclosed above, the Group and the Company did not have any other contingent liabilities as at end of the current and prior financial years.

37. Financial risk management

Financial risk factors

The Group's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

Financial risk management is carried out by management in accordance with the policies approved by the Board of Directors. Management identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units.

37. Financial risk management (continued)

(a) *Market risk*

(i) *Currency risk*

The Group operates in Singapore, Malaysia, Australia, United Kingdom, the United States of America, South Korea, and Indonesia.

Currency risk arises within the entities in the Group when transactions are denominated in foreign currencies such as Singapore Dollar ("SGD"), United States Dollar ("USD"), Malaysian Ringgit ("MYR"), Australian Dollar ("AUD"), Great Britain Pound ("GBP"), Hong Kong Dollar ("HKD"), and Korean Won ("KRW"). In addition, the Group is exposed to currency translation risk on the net assets in foreign operations. Exposures to foreign currency risks are managed as far as possible by natural hedges and monitoring to ensure the exposure is minimised.

The Group's currency exposure based on the information provided to management is as follows:

2021	SGD $'000	USD $'000	MYR $'000	AUD $'000	GBP $'000	HKD $'000	KRW $'000	Other $'000	Total $'000
Financial assets									
Cash and bank balances	44,025	632	3,454	5,264	10,113	-	287	3,718	67,493
Financial assets, at FVOCI	6,453	-	-	-	-	-	-	-	6,453
Financial assets through profit or loss	-	57	-	-	-	-	-	-	57
Trade and other receivables	10,314	726	3,114	1,566	2,249	-	27	-	17,996
Other financial assets	1,565	-	1,926	-	-	-	11	-	3,502
Inter-company balances	462,099	276	114,469	46,950	75,182	11	174	2,213	701,374
	524,456	1,691	122,963	53,780	87,544	11	499	5,931	796,875
Financial liabilities									
Trade and other payables, and other liabilities	26,762	195	3,999	2,185	4,167	12	323	212	37,855
Derivative financial instruments	2,235	-	-	-	-	-	-	-	2,235
Lease liabilities	76,592	-	26,429	-	2,147	-	-	-	105,168
Borrowings	505,176	-	25,592	62,016	134,860	-	46	-	727,690
Inter-company balances	462,099	276	114,469	46,950	75,182	11	174	2,213	701,374
	1,072,864	471	170,489	111,151	216,356	23	543	2,425	1,574,322
Net financial (liabilities)/assets	**(548,408)**	**1,220**	**(47,526)**	**(57,371)**	**(128,812)**	**(12)**	**(44)**	**3,506**	**(777,447)**
Less: Net financial assets denominated in the respective entities' functional currencies	547,456	(67)	47,526	57,453	130,443	-	45	(3,487)	
Currency risk exposures	**(952)**	**1,153**	**-**	**82**	**1,631**	**(12)**	**1**	**19**	

37. Financial risk management (continued)

(a) *Market risk* (continued)

(i) *Currency risk* (continued)

2020	SGD $'000	USD $'000	MYR $'000	AUD $'000	GBP $'000	HKD $'000	KRW $'000	Other $'000	Total $'000
Financial assets									
Cash and bank balances	63,944	3,391	2,066	4,658	8,923	37	230	619	83,868
Financial assets, at FVOCI	3,717	3,062	-	-	-	-	-	-	6,779
Financial assets through profit or loss	-	24	-	-	-	-	-	-	24
Trade and other receivables	5,447	363	2,905	1,716	1,119	-	137	-	11,687
Other financial assets	1,667	-	1,817	-	-	-	12	33	3,529
Inter-company balances	452,498	962	111,455	45,003	45,374	31	1,285	2,213	658,821
	527,273	7,802	118,243	51,377	55,416	68	1,664	2,865	764,708
Financial liabilities									
Trade and other payables	22,230	114	3,054	1,949	3,692	8	188	294	31,529
Derivative financial instruments	6,655	-	-	-	-	-	-	-	6,655
Lease liabilities	65,412	-	26,820	-	2,853	-	-	-	95,085
Borrowings	540,897	-	25,247	65,545	122,927	-	50	-	754,666
Inter-company balances	452,498	962	111,455	45,003	45,374	31	1,285	2,213	658,821
	1,087,692	1,076	166,576	112,497	174,846	39	1,523	2,507	1,546,756
Net financial (liabilities)/assets	**(560,419)**	**6,726**	**(48,333)**	**(61,120)**	**(119,430)**	**29**	**141**	**358**	**(782,048)**
Less: Net financial assets denominated in the respective entities' functional currencies	559,585	(322)	48,332	61,193	120,419	(2)	(142)	(352)	
Currency risk exposures	**(834)**	**6,404**	**(1)**	**73**	**989**	**27**	**(1)**	**6**	

The Company's currency exposure based on the information provided to management is as follows:

2021	SGD $'000	USD $'000	AUD $'000	GBP $'000	HKD $'000	Other $'000	Total $'000
Financial assets							
Cash and bank balances	20,207	36	27	23	15	2	20,310
Financial assets, at FVOCI	6,453	-	-	-	-	-	6,453
Trade and other receivables	17,470	-	33	168	10	45	17,726
Loans to subsidiaries	375,141	-	-	-	-	-	375,141
Other financial assets	196	-	-	-	-	-	196
	419,467	36	60	191	25	47	419,826
Financial liabilities							
Trade and other payables	11,772	-	4	-	12	1	11,789
Derivative financial instruments	122	-	-	-	-	-	122
Lease liabilities	426	-	-	-	-	-	426
Borrowings	124,066	-	-	-	-	-	124,066
	136,386	-	4	-	12	1	136,403
Net financial assets	**283,081**	**36**	**56**	**191**	**13**	**46**	**283,423**
Less: Net financial assets denominated in the entity's functional currency	(283,081)	-	-	-	-	-	
Currency risk exposures	**-**	**36**	**56**	**191**	**13**	**46**	

37. Financial risk management (continued)

(a) *Market risk* (continued)

(i) *Currency risk* (continued)

	SGD $'000	USD $'000	AUD $'000	GBP $'000	HKD $'000	Other $'000	Total $'000
2020							
Financial assets							
Cash and bank balances	28,129	13	14	54	35	2	28,247
Financial assets, at FVOCI	3,717	3,062	-	-	-	-	6,779
Trade and other receivables	16,440	126	-	81	23	44	16,714
Loans to subsidiaries	372,569	-	-	-	-	-	372,569
Other financial assets	305	-	-	-	-	-	305
	421,160	3,201	14	135	58	46	424,614
Financial liabilities							
Trade and other payables	11,543	-	6	-	-	-	11,549
Derivative financial instruments	516	-	-	-	-	-	516
Lease liabilities	921	-	-	-	-	-	921
Borrowings	150,872	-	-	-	-	-	150,872
	163,852	-	6	-	-	-	163,858
Net financial assets	**257,308**	**3,201**	**8**	**135**	**58**	**46**	**260,756**
Less: Net financial assets denominated in the entity's functional currency	(257,308)	-	-	-	-	-	
Currency risk exposures	**-**	**3,201**	**8**	**135**	**58**	**46**	

If the USD, MYR, AUD, and GBP change against SGD by 2% (2020: 2%) with all other variables including tax rate being held constant, the effects arising from the net financial liability/asset position, and currency translation effects arising from consolidation would be as follows:

	← Increase/(Decrease)		→	
	2021		2020	
	Profit after tax **$'000**	**Other comprehensive income** **$'000**	Profit after tax $'000	Other comprehensive income $'000
Group				
USD against SGD				
- strengthened	**19**	**7**	106	(10)
- weakened	**(19)**	**(7)**	(106)	10
MYR against SGD				
- strengthened	**-**	**2,038**	-	1,816
- weakened	**-**	**(2,038)**	-	(1,816)
AUD against SGD				
- strengthened	**1**	**3,705**	1	3,692
- weakened	**(1)**	**(3,705)**	(1)	(3,692)
GBP against SGD				
- strengthened	**27**	**5,053**	16	4,327
- weakened	**(27)**	**(5,053)**	(16)	(4,327)

The Group has insignificant exposure to currency risk arising from HKD and KRW.

The Company has insignificant exposure to currency risk.

37. Financial risk management (continued)

(a) Market risk (continued)

(ii) Price risk

The Group is exposed to debt securities price risk arising from the investments held by the Group and classified on the consolidated balance sheet as fair value through other comprehensive income. These securities are listed in Singapore.

If prices for debt securities listed in Singapore change by 11% (2020: 1%) with all other variables including tax rate being held constant, the effects on other comprehensive income will be:

	Increase/(Decrease)	
	2021	2020
	Other comprehensive income	Other comprehensive income
	$'000	$'000
Group/Company		
Listed in Singapore		
- increased by	**710**	68
- decreased by	**(710)**	(68)

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's and Company's exposure to cash flow interest rate risks arise mainly from non-current variable rate borrowings. The Group manages these cash flow interest rate risks using floating-to-fixed interest rate swaps.

The Group enters into interest rate swaps as disclosed in Note 30 with the same critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. The Group does not hedge 100% of its loans, therefore the hedged item is identified as a proportion of the outstanding amount of the borrowings. As all critical terms matched during the year, the economic relationship was 100% effective.

37. Financial risk management (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedging relationship, and through periodic prospective effective assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness. Hedge ineffectiveness may occur due to (a) changes in the critical terms of either the interest rate swaps or the borrowings, or (b) transiting the hedged item and the hedging instrument to alternative benchmark rates at different time, which may result in temporary mismatch in benchmark interest rates or permanent difference in adjustment spreads.

The Group is exposed mainly to SOR. The Group's finance function is managing the Group's SOR transition plan. The greatest change will be amendments to the contractual terms of the SOR-referenced floating-rate debts and the associated swaps and the corresponding update of the hedge designations. There is currently uncertainty around the timing and precise nature of these changes.

Hedging relationships for which 'Phase 1' amendments apply

The 'Phase 1' amendments provided temporary relief from applying specific hedge accounting requirements to hedging relationships directly impacted by IBOR reform. The temporary reliefs would end when the uncertainty arising from IBOR reform is no longer present.

The Group has judged that IBOR uncertainty is still present with respect to its cash flow hedge of the SOR-linked borrowings, because the hedging instruments and the hedged items have not yet been amended to transit to SORA.

37. Financial risk management (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risks (continued)

Hedging relationships for which 'Phase 1' amendments apply (continued)

The following Phase 1 reliefs are applied to the cash flow hedge linked to SOR:

- When considering the 'highly probable' requirement, the Group has assumed that the SOR interest rate on which the Group's hedged debt is based does not change as a result of IBOR reform;
- In assessing whether the hedge is expected to be highly effective on a forward-looking basis the Group has assumed that the SOR interest rate on which the cash flows of the hedged debt and the interest rate swap that hedges it are based is not altered by the IBOR reform; and
- The Group has not recycled the cash flow hedge reserve relating to the period after the reforms are expected to take effect.

If the interest rates have increased/decreased by 1.0% (2020: 1.0%) with all other variables including tax rate being held constant, the Group's profit after tax would have been lower/higher by $4,264,000 (2020: $4,271,000).

If the interest rates have increased/decreased by 1.0% (2020: 1.0%) with all other variables including tax rate being held constant, the Company's profit after tax would have been lower/higher by $280,000 (2020: $318,000).

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history, where appropriate to mitigate credit risk. In addition, the Group also collects security deposits and advanced rental from its accommodation customers to manage credit risk as these can be used to offset outstanding trade receivables in the event of default. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limit that are approved by management based on ongoing credit evaluation. The counterparty's payment profile and credit exposure are continuously monitored at the entity level by the respective management and at the Group level. The top five debtors of the Group represented 83% (2020: 39%) of trade receivables in 2021. The Company has no material third party debtors.

37. Financial risk management (continued)

(b) Credit risk (continued)

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Corporate guarantees provided to banks on subsidiaries', associated companies' and a joint venture's loans	**72,609**	75,289	**586,368**	584,211

The Group's major classes of financial assets are bank and other deposits and trade and other receivables. The Company's major classes of financial assets are bank deposits, trade and other receivables and loans to subsidiaries and associates.

The movements in credit loss allowance are as follows:

	Trade receivables	
	2021	2020
	$'000	$'000
Group		
Beginning of financial year	**1,748**	883
Loss allowance recognised in profit or loss during the year on:		
- Assets acquired/originated	**501**	1,313
- Reversal of unutilised amounts	**(613)**	(13)
- Currency translation	**2**	27
Written-off	**(300)**	(462)
End of financial year	**1,338**	1,748

Cash and cash equivalents, receivables from associated company and other receivables are subject to immaterial credit loss.

(i) Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables arising from revenue from contracts.

In measuring the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and days past due.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables are written off when the assets become uncollectible.

37. Financial risk management (continued)

(b) Credit risk (continued)

(i) Trade receivables (continued)

The Group's credit risk exposure in relation to trade receivables under IFRS 9 as at 31 December 2021 and 31 December 2020 are set out as follows:

	Total	
	2021	2020
	$'000	$'000
Group		
Sale of optical storage media and other trading goods		
Expected loss rate	**15%**	28%
Trade receivables	**62**	203
Loss allowance	**9**	58
Rental income from investment properties		
Expected loss rate	**11%**	25%
Trade receivables	**12,068**	6,664
Loss allowance	**1,329**	1,690

The loss allowance in relation to the trade receivables from rental income from investment properties relates to specific cases amounting to $1,329,000 (2020: $1,690,000) which have been fully provided for. For the remaining trade receivables, the credit loss allowance is considered to be insignificant as credit risk is minimised with rental deposits from customers being received in advance.

(ii) Receivables from subsidiaries

	Receivables from subsidiaries $'000	Loans to subsidiaries $'000	Total $'000
Company			
2021			
Beginning of financial year	-	5,819	**5,819**
Loss allowance recognised in profit or loss during the year on:			
- Assets acquired/originated	-	734	**734**
- Reversal of unutilised amounts	-	(1,148)	**(1,148)**
End of financial year	-	5,405	**5,405**
2020			
Beginning of financial year	78	9,666	**9,744**
Loss allowance recognised in profit or loss during the year on:			
- Reversal of unutilised amounts	(78)	(3,847)	**(3,925)**
End of financial year	-	5,819	**5,819**

Cash and bank deposits, receivables from associated companies and other receivables are subject to immaterial credit loss.

37. Financial risk management (continued)

(b) Credit risk (continued)

(ii) Receivables from subsidiaries (continued)

The Company has issued financial guarantees to banks for borrowings of its subsidiaries. These guarantees are subject to the impairment requirements of IFRS 9. The Company has assessed that its subsidiaries have strong financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect significant credit losses arising from these guarantees.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. At the balance sheet date, assets held by the Group and the Company for managing liquidity risk included cash and short-term deposits as disclosed in Note 12.

Management monitors rolling forecasts of the liquidity reserve (comprises cash and bank deposits (Note 12)) of the Group and the Company on the basis of expected cash flow. This is generally carried out at local level in the operating companies of the Group in accordance with the practice set by the Group. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring liquidity ratios and maintaining debt financing plans.

The table below analyses the maturity profile of the Group's and the Company's financial liabilities (including derivative financial liabilities) based on contractual undiscounted cash flows.

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000
Group				
2021				
Trade and other payables	**37,369**	**-**	**-**	**-**
Other liabilities	**-**	**486**	**-**	**-**
Lease liabilities	**21,201**	**20,129**	**26,440**	**61,651**
Borrowings	**78,755**	**128,263**	**369,982**	**207,264**
Financial guarantee contracts (Note 37(b))	**72,609**	**-**	**-**	**-**
2020				
Trade and other payables	31,529	-	-	-
Lease liabilities	13,359	12,827	26,760	69,303
Borrowings	96,584	79,406	376,022	262,550
Financial guarantee contracts (Note 37(b))	75,289	-	-	-

The financial guarantee contracts maturing in less than 1 year are $72,609,000 (2020: $75,289,000).

37. **Financial risk management** (continued)

(c) Liquidity risk (continued)

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000
Company				
2021				
Trade and other payables	**11,789**	**-**	**-**	**-**
Lease liabilities	**426**	**-**	**-**	**-**
Borrowings	**16,248**	**14,801**	**84,283**	**20,725**
Financial guarantee contracts (Note 37(b))	**586,368**	**-**	**-**	**-**
2020				
Trade and other payables	11,549	-	-	-
Lease liabilities	520	455	-	-
Borrowings	53,907	17,684	73,801	20,975
Financial guarantee contracts (Note 37(b))	584,211	-	-	-

The table below analyses the derivative financial instruments of the Group and the Company for which contractual maturities are essential for an understanding of the timing of the cash flows into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000
Group			
At 31 December 2021			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	**(1,698)**	**(1,473)**	**(757)**
At 31 December 2020			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	(2,405)	(2,129)	(2,924)
Company			
At 31 December 2021			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	**(131)**	**-**	**-**
At 31 December 2020			
Net-settled interest rate swaps – cash flow hedges			
- Net cash outflows	(348)	(149)	-

37. Financial risk management (continued)

(d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a net gearing ratio. The net gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings less cash and bank balances. Total capital is calculated as borrowings plus net assets of the Group.

The net gearing ratios are computed as follows:

	Group		Company	
	2021	2020	**2021**	2020
	$'000	$'000	**$'000**	$'000
Net debt	**660,197**	670,798	**103,756**	122,625
Total capital	**1,405,009**	1,383,451	**424,327**	429,987
Net gearing ratio	**47%**	48%	**24%**	29%

Financial covenants relating to the Group's and Company's borrowings include debt service coverage ratio, loan to value ratio, consolidated total equity, and consolidated net borrowings to consolidated total equity ratio.

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 December 2020 and 2021.

(e) Fair value measurements

	Level 1	**Level 2**	**Level 3**
	$'000	**$'000**	**$'000**
Group			
As at 31 December 2021			
Financial assets, at FVOCI	**6,453**	**-**	**-**
Financial assets, at fair value through profit or loss	**-**	**-**	**57**
Derivative financial instruments - assets	**-**	**2,235**	**-**
As at 31 December 2020			
Financial assets, at FVOCI	6,779	-	-
Financial assets, at fair value through profit or loss	-	-	24
Derivative financial instruments - liabilities	-	6,655	-

37. Financial risk management (continued)

(e) *Fair value measurements*

	Level 1 $'000	Level 2 $'000	Level 3 $'000
<u>**Company**</u>			
As at 31 December 2021			
Financial assets, at FVOCI	**6,453**	**-**	**-**
Derivative financial instruments - liabilities	**-**	**122**	**-**
As at 31 December 2020			
Financial assets, at FVOCI	6,779	-	-
Derivative financial instruments - liabilities	-	516	-

The fair value of financial instruments traded in active markets (such as trading and FVOCI securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group and Company is the current bid price. These instruments are included in Level 1.

The carrying amount less impairment provision of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. The fair value of current borrowings approximated their carrying amount.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves. These instruments are classified as Level 2.

The Group estimates the fair value of its unquoted investment classified as financial assets at fair value through profit or loss based on its share of the investee companies' net asset value ("NAV"), which is a significant unobservable input. NAV is determined by reference to the attributable net assets of the Group's investee companies based on the latest available financial information, adjusted, where applicable, for valuations of the underlying investment properties held by the investee companies determined by external, independent and qualified valuers.

Management of the Group reviews the appropriateness of the methodologies used to determine NAV, and also evaluates the appropriateness and reliability of the inputs used in the determination of NAV.

The financial assets at fair value through profit or loss are classified under Level 3 of the fair value hierarchy.

37. Financial risk management (continued)

(f) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the balance sheet and in Note 16, Note 18 and Note 30 to the financial statements, except for the following:

	Group $'000	Company $'000
2021		
Financial assets, at amortised cost	**88,991**	**413,373**
Financial liabilities at amortised cost	**870,713**	**136,281**
2020		
Financial assets, at amortised cost	99,084	417,835
Financial liabilities at amortised cost	881,280	163,342

38. Related party transactions

In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

(a) Sales and purchases of goods and services

	Group	
	2021 $'000	2020 $'000
Services provided to immediate holding corporation	**88**	83
Services provided to associated companies	**1,973**	2,129
Purchases from a company which a director has an interest	**66**	111
Interest charged by associated company	**631**	826
Interest charged by non-controlling interest	**97**	124

Outstanding balances at 31 December 2021 and 2020 arising from sales and purchases of goods are set out in Notes 13 and 26.

38. **Related party transactions** (continued)

(b) Key management personnel compensation

The key management personnel compensation is as follows:

	Group	
	2021	2020
	$'000	$'000
Wages and salaries	**4,704**	4,132
Employer's contribution to defined contribution plans, including Central Provident Fund	**118**	138
	4,822	4,270

Included in above, total compensation to directors of the Company amounted to $2,407,000 (2020: $1,939,000).

39. **Segment information**

Management has determined the operating segments based on the reports reviewed by the Senior Management that are used to make strategic decisions. The Senior Management comprises the Deputy Chairman, the Group Chief Executive Officer, the Group Chief Financial Officer, and the Chief Operating Officer of each business/geographic segment.

The Senior Management manages and monitors the business in three business segments which is the provision of dormitory accommodation and services for workers (“Workers accommodation”), provision of accommodation and services for students (“Student accommodation”) and manufacture and sale of optical storage media and other trading goods (“Others”).

The results of the respective countries within the Student accommodation and Workers accommodation business segments are aggregated into a single operating segment respectively as they share similar economic characteristics.

39. Segment information (continued)

The segment information provided to the Senior Management for the reportable segments are as follows:

	Workers accommodation $'000	Student accommodation $'000	Others $'000	Total $'000
Year ended 31 December 2021:				
Revenue:				
Sales to external parties	109,428	32,064	1,525	143,017
Timing of revenue recognition in relation to revenue from contracts with customers				
- Point in time	3,272	593	1,525	5,390
- Over time	11,089	1,979	-	13,068
Segment results	65,037	10,723	328	76,088
Gain on disposal of asset held for sale	2,019	-	-	2,019
Finance expenses	(14,165)	(8,569)	-	(22,734)
Interest income				520
Fair value (losses)/gains on investment properties	(12,932)	9,856	-	(3,076)
Share of profit of associated companies and joint venture	4,425	10,630	22	15,077
Profit before tax				67,894
Income tax expense				(12,097)
Net profit				55,797
Included in segment results:				
Depreciation	2,832	717	32	3,581
As at 31 December 2021:				
Segment assets	858,102	554,710	887	1,413,699
Short-term bank deposits				40,160
Financial assets, at FVOCI				6,453
Tax recoverable				599
Investments in associated companies	73,971	41,875	1,225	117,071
Investment in a joint venture	-	4,732	-	4,732
Consolidated total assets				1,582,714
Segment liabilities	136,878	17,836	360	155,074
Borrowings	398,205	329,485	-	727,690
Current income tax liabilities				9,336
Deferred income tax liabilities				13,295
Consolidated total liabilities				905,395
Other segment items:				
Capital expenditure	9,046	26,483	36	35,565

39. Segment information (continued)

	Workers accommodation $'000	Student accommodation $'000	Others $'000	Total $'000
Year ended 31 December 2020:				
Revenue:				
Sales to external parties	91,537	35,768	1,050	128,355
Timing of revenue recognition in relation to revenue from contracts with customers				
- Point in time	2,148	563	958	3,669
- Over time	5,786	1,569	-	7,355
Segment results	55,582	14,469	(342)	69,709
Loss on disposal of investment properties	-	(97)	-	(97)
Gain on disposal of a subsidiary	-	-	1,398	1,398
Finance expenses	(14,207)	(9,112)	-	(23,319)
Interest income				875
Fair value losses on investment properties	(10,247)	(17,394)	-	(27,641)
Share of profit of associated companies and joint venture	4,054	660	105	4,819
Profit before tax				25,744
Income tax expense				(7,033)
Net profit				18,711
Included in segment results:				
Depreciation	2,228	1,050	35	3,313
As at 31 December 2020:				
Segment assets	848,307	521,952	3,230	1,373,489
Short-term bank deposits				44,408
Financial assets, at FVOCI				6,779
Tax recoverable				816
Investments in associated companies	79,180	31,063	1,219	111,462
Investment in a joint venture	-	4,758	-	4,758
Consolidated total assets				1,541,712
Segment liabilities	121,879	17,078	479	139,436
Borrowings	435,202	319,464	-	754,666
Current income tax liabilities				9,657
Deferred income tax liabilities				9,168
Consolidated total liabilities				912,927
Other segment items:				
Capital expenditure	7,775	5,106	-	12,881

Segment assets consist primarily of property, plant and equipment, investment properties, inventories, receivables, other current assets and operating cash, and exclude deferred tax assets, investments in associated companies and a joint venture, financial assets, at FVOCI and short-term bank deposits. Segment liabilities comprise operating liabilities and exclude items such as tax liabilities and bank borrowings. Capital expenditure comprises additions to property, plant and equipment and investment properties.

39. Segment information (continued)

Geographical information

The Group's three business segments operate in five main geographical areas:

- Singapore – the Company is headquartered and has operations in Singapore. The operations in this area are principally the provision of workers accommodation, provision of student accommodation, provision of management services, manufacture and sale of optical storage media and other trading goods;
- Australia – the operations in this area are principally the provision of student accommodation and property investments;
- Malaysia – the operations in this area are principally the provision of workers accommodation;
- United Kingdom – the operations in this area are principally the provision of student accommodation;
- Other countries – the operations are principally property investments.

	Revenue	
	2021	2020
	$'000	$'000
Singapore	**98,255**	84,252
Australia	**4,537**	8,442
Malaysia	**13,468**	10,954
United Kingdom	**24,533**	22,447
Other countries	**2,224**	2,260
	143,017	128,355

	Non-current assets	
	2021	2020
	$'000	$'000
Singapore	**746,790**	749,500
Australia	**161,919**	169,314
Malaysia	**155,082**	142,877
United Kingdom	**375,862**	335,336
Other countries	**46,431**	35,687
	1,486,084	1,432,714

40. Immediate and ultimate holding corporation

The Company's immediate holding corporation is Centurion Properties Pte Ltd, incorporated in Singapore. The ultimate holding corporation is Centurion Global Ltd, incorporated in the British Virgin Islands.

41. New or revised accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

42. Authorisation of financial statements

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Centurion Corporation Limited on 17 March 2022.

UNAUDITED HALF YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE PERIOD ENDED 30 JUNE 2022 OF CENTURION CORPORATION LIMITED AND ITS SUBSIDIARIES

The information in this Appendix IV has been reproduced from the announcement on 11 August 2022 of the unaudited financial statements of Centurion Corporation Limited and its subsidiaries for the half year ended 30 June 2022 and has not been specifically prepared for inclusion in this Information Memorandum.

CENTURION CORPORATION LIMITED

勝捷企業有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Co. Reg. No. : 198401088W)

(SGX Stock Code: OU8)

(SEHK Stock Code: 6090)

UNAUDITED HALF YEAR FINANCIAL STATEMENTS AND DIVIDEND ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2022

**For identification purpose only*

The board (the "Board") of directors (the "Directors") of Centurion Corporation Limited ("Centurion" or the "Company") hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2022 ("1H 2022"), together with the comparative figures for the six months ended 30 June 2021 ("1H 2021") as follows:

1 Condensed Interim Consolidated Income Statement

	Group		
	1H 2022 $'000	**1H 2021 $'000**	**Change %**
Revenue	90,528	64,727	40
Cost of sales	(29,613)	(21,266)	39
Gross profit	60,915	43,461	40
Other income	1,280	2,355	(46)
Other (losses)/gains - net			
- Loss on derecognition of financial assets	(119)	-	N/M
- Write back for impairment of trade and other receivables	381	90	323
- Others	(1,058)	(5)	N/M
Expenses			
- Distribution expenses	(791)	(617)	28
- Administrative expenses	(13,070)	(9,760)	34
- Finance expenses	(11,786)	(11,328)	4
Share of profit of associated companies and joint venture	3,619	2,600	39
	39,371	26,796	47
Net fair value gain/(loss) on investment properties	9,541	(14,492)	N/M
Profit before income tax	48,912	12,304	298
Income tax expense	(13,839)	(3,206)	332
Total profit	35,073	9,098	286
Profit attributable to:			
Equity holders of the Company	32,898	8,735	277
Non-controlling interests	2,175	363	499
Total profit	35,073	9,098	286

Note 1:

Total profit - IFRS measure	35,073	9,098	286
Adjusted for non-IFRS measure:			
- Net fair value (gain)/loss on investment properties including those of associated companies and joint venture	(9,386)	15,392	N/M
- Deferred tax arising from fair value changes	6,705	(533)	N/M
Profit from core business operations - non-IFRS measure	32,392	23,957	35

Note 2:

Profit attributable to equity holders of the Company - IFRS measure	32,898	8,735	277
Adjusted for non-IFRS measure:			
- Net fair value (gain)/loss on investment properties including those of associated companies and joint venture attributable to equity holders	(10,645)	12,182	N/M
- Deferred tax arising from fair value changes	6,705	(533)	N/M
Profit from core business operations attributable to equity holders - non-IFRS measure	28,958	20,384	42

2. Condensed Interim Consolidated Statement of Comprehensive Income

	Group		
	1H 2022	**1H 2021**	**Change**
	$'000	**$'000**	**%**
Total profit	35,073	9,098	286
Other comprehensive (loss)/income:			
Items that may be reclassified subsequently to profit or loss:			
Financial assets at fair value through other comprehensive income ("FVOCI") - debt instruments			
- Fair value (loss)/gain	(101)	635	N/M
- Reclassification	6	2	200
Cash flow hedges			
- Fair value gain	1,552	1,825	(15)
- Reclassification	691	1,065	(35)
Share of other comprehensive gains of associated companies and joint venture	843	282	199
Currency translation (losses)/gains arising from consolidation	(22,086)	3,599	N/M
Other comprehensive (loss)/income, net of tax	(19,095)	7,408	N/M
Total comprehensive income	15,978	16,506	(3)
Total comprehensive income attributable to:			
Equity holders of the Company	13,742	16,125	(15)
Non-controlling interests	2,236	381	487
Total comprehensive income	15,978	16,506	(3)
Earnings per share for the profit attributable to equity holders of the Company			
Basic earnings per share (cents)	3.91	1.04	276
Diluted earnings per share (cents)	3.91	1.04	276

N/M : Not meaningful

3. Condensed Balance Sheets

	Group		Company	
	30 Jun 2022	31 Dec 2021	30 Jun 2022	31 Dec 2021
	$'000	$'000	$'000	$'000
ASSETS				
Current assets				
Cash and bank balances	60,602	67,493	17,394	20,310
Trade and other receivables	15,358	17,996	29,771	17,726
Inventories	242	164	-	-
Other assets	4,935	4,524	274	338
Financial assets, at fair value through other comprehensive income	6,852	6,453	6,852	6,453
	87,989	96,630	54,291	44,827
Non-current assets				
Trade and other receivables	-	-	373,499	375,141
Other assets	2,383	896	-	-
Financial assets, at fair value through profit or loss	57	57	-	-
Derivative financial instruments	987	-	-	-
Investments in associated companies	119,246	117,071	1,298	1,298
Investment in a joint venture	4,477	4,732	-	-
Investments in subsidiaries	-	-	16,897	16,897
Investment properties	1,329,731	1,354,593	-	-
Property, plant & equipment	7,322	8,735	298	560
	1,464,203	1,486,084	391,992	393,896
Total assets	**1,552,192**	**1,582,714**	**446,283**	**438,723**
LIABILITIES				
Current liabilities				
Trade and other payables	44,537	46,182	16,757	11,789
Current income tax liabilities	11,656	9,336	1,373	2,019
Derivative financial instruments	25	122	25	122
Borrowings	64,446	63,258	12,409	12,404
Lease liabilities	17,959	17,946	172	426
	138,623	136,844	30,736	26,760
Non-current liabilities				
Other liabilities	1,314	1,489	-	-
Deferred income tax liabilities	19,132	13,295	27	40
Derivative financial instruments	954	2,113	-	-
Borrowings	626,153	664,432	114,875	111,662
Lease liabilities	77,422	87,222	-	-
	724,975	768,551	114,902	111,702
Total liabilities	**863,598**	**905,395**	**145,638**	**138,462**
NET ASSETS	**688,594**	**677,319**	**300,645**	**300,261**
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	142,242	142,242	253,553	253,553
Other reserves	(44,205)	(25,049)	(173)	(176)
Retained profits	571,206	542,521	47,265	46,884
	669,243	659,714	300,645	300,261
Non-controlling interests	19,351	17,605	-	-
Total equity	**688,594**	**677,319**	**300,645**	**300,261**
Gearing ratio*	50%	52%		
Net gearing ratio**	46%	47%		

* The gearing ratio is computed as borrowings divided by total capital. Total capital is calculated as borrowings plus net assets of the Group.

** The net gearing ratio is computed as borrowings less cash and bank balances divided by total capital.

4. Condensed Interim Consolidated Statement of Cash Flows

	1H 2022 $'000	1H 2021 $'000
Total profit	35,073	9,098
Adjustments for:		
- Income tax expense	13,839	3,206
- Depreciation	1,737	1,691
- Write back for impairment of trade and other receivables	(381)	(90)
- Net (gain)/loss on disposal of plant and equipment	(20)	4
- Net fair value (gain)/loss on investment properties	(9,541)	14,492
- Interest income	(296)	(251)
- Finance expenses	11,786	11,328
- Share of profit of associated companies and joint venture	(3,619)	(2,600)
- Loss on disposal of financial assets, at FVOCI	6	2
- Unrealised currency translation differences	57	166
Operating cash flow before working capital changes	48,641	37,046
Change in working capital		
- Inventories	(78)	-
- Trade and other receivables	2,830	(3,511)
- Other assets	(954)	(1,156)
- Trade and other payables and other liabilities	(612)	984
Cash generated from operations	49,827	33,363
Income tax paid	(4,964)	(4,586)
Net cash provided by operating activities	44,863	28,777
Cash flows from investing activities		
Proceeds from disposal of property, plant and equipment	26	50
Additions to investment properties	(1,839)	(9,071)
Additions to property, plant and equipment	(282)	(2,402)
Interest received	270	298
Dividends received from associated companies	2,543	4,815
Purchase of financial assets, at FVOCI	(1,000)	-
Proceeds from disposal of financial assets, at FVOCI	500	3,730
Proceeds from disposal of assets held for sale	-	777
Deposits paid for acquisition of investment property	(933)	-
Net cash used in investing activities	(715)	(1,803)
Cash flows from financing activities		
Proceeds from borrowings	29,071	8,596
Loan from non-controlling interests	-	117
Repayment of loan from associated company	(1,800)	(360)
Repayment of borrowings	(52,896)	(18,834)
Interest paid on borrowings	(10,038)	(9,583)
Interest paid on lease liabilities	(1,683)	(1,763)
Repayment of principal portion of lease liabilities	(8,924)	(5,349)
Restricted cash charged as security to bank	(569)	-
Dividends paid to equity holders of the Company	(4,213)	-
Dividends paid to non-controlling interests	(490)	(4,361)
Net cash used in financing activities	(51,542)	(31,537)
Net decrease in cash and cash equivalents held	(7,394)	(4,563)
Cash and cash equivalents		
Beginning of the financial period	67,493	83,868
Effects of currency translation on cash and cash equivalents	(66)	(220)
End of the financial period	60,033	79,085
The consolidated cash and cash equivalents comprise the following:-		
Cash and bank balances	60,602	79,085
Restricted cash and short-term bank deposits charged as security to bank	(569)	-
	60,033	79,085

5. Condensed Interim Consolidated Statement of Changes in Equity

GROUP	Share capital $'000	Other reserves $'000	Retained profits $'000	Total $'000	Non-controlling interests $'000	Total Equity $'000
	← Attributable to equity holders of the Company →					
2022						
Balance at 1 January 2022	142,242	(25,049)	542,521	659,714	17,605	677,319
Profit for the period	-	-	32,898	32,898	2,175	35,073
Other comprehensive (loss)/income for the period	-	(19,156)	-	(19,156)	61	(19,095)
Total comprehensive income for the period	-	(19,156)	32,898	13,742	2,236	15,978
Dividends paid to non-controlling interest	-	-	-	-	(490)	(490)
Dividends relating to 2021 paid	-	-	(4,213)	(4,213)	-	(4,213)
Total transactions with owners, recognised directly in equity	-	-	(4,213)	(4,213)	(490)	(4,703)
Balance at 30 June 2022	**142,242**	**(44,205)**	**571,206**	**669,243**	**19,351**	**688,594**
2021						
Balance at 1 January 2021	142,242	(26,488)	489,842	605,596	23,189	628,785
Profit for the period	-	-	8,735	8,735	363	9,098
Other comprehensive income for the period	-	7,390	-	7,390	18	7,408
Total comprehensive income for the period	-	7,390	8,735	16,125	381	16,506
Dividends paid to non-controlling interest	-	-	-	-	(4,361)	(4,361)
Total transactions with owners, recognised directly in equity	-	-	-	-	(4,361)	(4,361)
Balance at 30 June 2021	**142,242**	**(19,098)**	**498,577**	**621,721**	**19,209**	**640,930**

COMPANY	Share capital $'000	Other reserves $'000	Retained profits $'000	Total $'000
2022				
Balance at 1 January 2022	253,553	(176)	46,884	300,261
Profit for the period	-	-	4,594	4,594
Other comprehensive income for the period	-	3	-	3
Total comprehensive income for the period	-	3	4,594	4,597
Dividends relating to 2021 paid	-	-	(4,213)	(4,213)
Total transactions with owners, recognised directly in equity	-	-	(4,213)	(4,213)
Balance at 30 June 2022	**253,553**	**(173)**	**47,265**	**300,645**
2021				
Balance at 1 January 2021	253,553	(1,188)	26,750	279,115
Profit for the period	-	-	7,933	7,933
Other comprehensive income for the period	-	853	-	853
Total comprehensive income for the period	-	853	7,933	8,786
Balance at 30 June 2021	**253,553**	**(335)**	**34,683**	**287,901**

6. Segment Information

Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding period

The business of the Group is organised into the following business segments:
a) Workers Accommodation
b) Student Accommodation
c) Others

	Workers accommodation $'000	Student accommodation $'000	Others $'000	Total $'000
Six months ended 30 June 2022				
Revenue:				
Sales to external parties	66,977	22,518	1,033	90,528
Timing of revenue recognition in relation to revenue from contracts with customers				
- Point in time	1,531	447	1,033	3,011
- Over time	8,296	1,078	-	9,374
Segment results	38,124	9,389	(271)	47,242
Finance expense	(7,116)	(4,670)	-	(11,786)
Interest income				296
Fair value (loss)/gain on investment properties	(18,394)	27,935	-	9,541
Share of profit of associated companies and joint venture	5,262	(1,642)	(1)	3,619
Profit before tax				48,912
Income tax expense				(13,839)
Net profit				**35,073**
Included in segment results:-				
Depreciation	1,358	370	9	1,737
As at 30 June 2022				
Segment assets	835,190	552,367	780	1,388,337
Short-term bank deposits				32,467
Financial assets, at FVOCI				6,852
Tax recoverable				813
Investments in associated companies	77,975	40,206	1,065	119,246
Investment in a joint venture	-	4,477	-	4,477
Consolidated total assets				**1,552,192**
Segment liabilities	129,390	12,718	103	142,211
Borrowings	390,307	300,292	-	690,599
Current income tax liabilities				11,656
Deferred income tax liabilities				19,132
Consolidated total liabilities				**863,598**
Other segment items:				
Capital expenditure	950	1,136	-	2,086

6) Segment Information (continued)

The segment information provided to the Senior Management for the reportable segments are as follows:

	Workers accommodation $'000	Student accommodation $'000	Others $'000	Total $'000
Six months ended 30 June 2021				
Revenue:				
Sales to external parties	48,459	15,741	527	64,727
Timing of revenue recognition in relation to revenue from contracts with customers				
- Point in time	1,775	458	527	2,760
- Over time	3,743	713	-	4,456
Segment results	29,613	5,631	29	35,273
Finance expense	(7,161)	(4,167)	-	(11,328)
Interest income				251
Fair value loss on investment properties	(8,939)	(5,553)	-	(14,492)
Share of profit of associated companies and joint venture	1,623	975	2	2,600
Profit before tax				12,304
Income tax expense				(3,206)
Net profit				**9,098**
Included in segment results:-				
Depreciation	1,319	355	17	1,691
As at 31 December 2021				
Segment assets	858,102	554,710	887	1,413,699
Short-term bank deposits				40,160
Financial assets, at FVOCI				6,453
Tax recoverable				599
Investments in associated companies	73,971	41,875	1,225	117,071
Investment in a joint venture	-	4,732	-	4,732
Consolidated total assets				**1,582,714**
Segment liabilities	136,878	17,836	360	155,074
Borrowings	398,205	329,485	-	727,690
Current income tax liabilities				9,336
Deferred income tax liabilities				13,295
Consolidated total liabilities				**905,395**
Other segment items:				
Capital expenditure	9,046	26,483	36	35,565

7. NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2022

a) General information

Centurion is incorporated and domiciled in the Republic of Singapore and is dual listed on both the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST") and The Stock Exchange of Hong Kong Limited ("SEHK"). The address of its registered office is 45 Ubi Road 1, #05-01, Singapore 408696.

The principal activities of the Company include investment holding and provision of management services.

The unaudited condensed interim consolidated financial statements are presented in thousands of Singapore Dollars (S$'000) unless otherwise stated.

b) Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

This unaudited condensed interim consolidated financial statements for the six months ended 30 June 2022 have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim financial reporting" and the applicable disclosure requirement set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HK Listing Rules").

It should be read in conjunction with the annual financial statements for the year ended 31 December 2021 ("FY2021"), which have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s") and International Financial Reporting Standards ("IFRSs").

The unaudited condensed interim consolidated 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 FY2021.

It has been prepared in accordance with the same accounting policies and methods of computation adopted in the audited financial statements of the previous financial year, except where new or amended IFRSs or SFRS(I)s and Interpretation to IFRSs and SFRS(I)s became effective from this financial year.

c) If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

In the current period, the Group has adopted all the new and revised SFRS(I)s and IFRSs that are relevant to its operations and effective for its accounting period beginning on 1 January 2022. The adoption of these new and revised SFRS(I)s and IFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current period and prior periods.

d) Use of judgements and estimates

In preparing the condensed interim consolidated 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.

The 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.

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.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next interim period are included in Note 7 (o) – determination of fair value of investment properties using significant unobservable inputs.

e) Revenue

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Rental income from investment properties	78,143	57,510
Revenue from contracts with customers (IFRS15)		
Other revenue from accommodation business	6,961	3,950
Sale of optical storage media and other trading goods	1,032	527
Management services	4,392	2,740
Total revenue	90,528	64,727
Geographical information		
Singapore	61,018	43,022
Malaysia	6,992	6,735
Australia	4,543	2,348
United Kingdom	16,699	11,602
Other countries	1,276	1,020
Total revenue	90,528	64,727

f) Other income

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Interest income		
- Financial assets measured at amortised cost	90	87
- Debt investments measured at FVOCI	206	164
	296	251
Government grant income	879	1,882
Others	105	222
	1,280	2,355

g) Other (losses)/gains - net

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Currency exchange (losses)/gains - net	(820)	16
Net gain/(loss) on disposal of plant and equipment	20	(4)
Financial assets, at fair value through other comprehensive income		
- reclassification from other comprehensive income on disposal	(6)	(2)
Others	(252)	(15)
	(1,058)	(5)
Write back for impairment of trade and other receivables	381	90
Loss on derecognition of financial assets	(119)	-
	(796)	85

h) Income tax expense

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Tax expense attributable to the profit is made up of:		
- Profit for the financial period		
Current income tax		
- Singapore	4,063	2,711
- Foreign	1,546	1,057
	5,609	3,768
Deferred income tax	6,732	(540)
	12,341	3,228
- Under/(over) provision in prior financial period		
Current income tax	1,514	(39)
Deferred income tax	(16)	17
	13,839	3,206

i) Other information on Income Statement

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Depreciation	(1,737)	(1,691)

j) Dividends

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Ordinary dividends paid		
Final exempt dividend paid in respect of the previous financial year of 0.5 Singapore cent (1H 2021: final exempt dividend paid in respect of the financial year 2020 of nil Singapore cent) per share	4,213	-

k) Related party transactions

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
(a) Sales and purchases of goods and services		
Services provided to immediate holding corporation	93	43
Services provided to associated companies	1,106	1,002
Purchases from a company which a director has an interest	53	34
Lease payments to associated companies	734	415
Interest charged by associated company	350	318
Interest charged by non-controlling interest	57	48
(b) Key management personnel compensation		
Wages and salaries	3,136	2,102
Employer's contribution to defined contribution plan, including Central Provident Fund	85	70
	3,221	2,172

Included in above, total compensation to directors of the Company amounted to S$1,715,000 (1H 2021: S$1,040,000).

l) Trade and other receivables

Trade receivables primarily consisted of the trade receivables from non-related parties. i.e. customers.

The majority of the Group's sales are on cash terms. The remaining overdue amounts, were mainly due to some customers requesting for a delay in payment and we allow them for deferred settlement of up to 30 days (for workers and student accommodation) or up to 60 days (for commercial tenants of student accommodations and optical disc and other trading business), as the case may be, after considering the requesting customer's rental deposit balance, payment history and financial situation, in order to maintain long term relationships with the customers.

The ageing analysis of trade receivables based on invoice date is as follows:

	Group	
	30 Jun 2022 $'000	31 Dec 2021 $'000
Up to 3 months	8,630	9,469
3 to 6 months	1,136	2,124
Over 6 months	410	537
	10,176	12,130
Less: Cumulative allowance for impairment	(927)	(1,338)
	9,249	10,792

m) Financial assets, at fair value through other comprehensive income

Financial assets, at fair value through other comprehensive income are analysed as follows:

	Group		Company	
	30 Jun 2022 $'000	31 Dec 2021 $'000	30 Jun 2022 $'000	31 Dec 2021 $'000
Listed debt securities – Singapore	6,852	6,453	6,852	6,453

Financial assets, at fair value through other comprehensive income were classified as current assets as management intends to hold these assets for contractual cash flows and dispose these assets as and when they are needed for working capital.

n) Financial assets, at fair value through profit or loss

Financial assets, at fair value through profit or loss are analysed as follows:

	Group	
	30 Jun 2022 $'000	31 Dec 2021 $'000
Designated at fair value on initial recognition		
- Unquoted equity investment – Singapore	57	57

As at 30 June 2022 and 31 December 2021, the fair value of unquoted equity investment is estimated by making reference to the Group's share in the attributable net assets of the investee company as reflected in their latest available financial information. The attributable net assets of the investee company comprise mainly of real estate properties, and are adjusted where applicable, for independent valuations of the real estate properties held by the investee company as at balance sheet date.

o) Investment properties

	Group	
	30 Jun 2022	**31 Dec 2021**
	$'000	**$'000**
Beginning of financial period/year	1,354,593	1,307,770
Currency translation differences	(35,953)	(6,215)
Additions	1,607	56,114
Modification of lease liability in relation to the right-of-use asset	(57)	-
Net fair value gain/(loss) recognised in profit or loss	9,541	(3,076)
End of financial period/year	1,329,731	1,354,593

Investment properties are leased to non-related parties under operating leases.

Included in additions are acquisition of an investment property of S$nil (2021: S$9,812,000), capitalised expenditure of S$1,607,000 (2021: S$21,134,000) and right-of-use assets ("ROU") of S$nil (2021: S$25,168,000).

Certain investment properties are pledged as security for the bank facilities extended to subsidiaries. The carrying values of these investment properties amounted to approximately S$1,219,195,000 (2021: S$1,234,471,000).

The fair value of the Group's investment properties is determined based on significant unobservable inputs and is categorised under Level 3 of the fair value measurement hierarchy.

The Group applies estimates, assumptions and judgements in the determination of fair values for investment properties. The valuation forms the basis for the carrying amounts of the investment properties held directly by the Group in the consolidated financial statements. There is significant judgement in key inputs used in the valuation. These key inputs include discount rate, rental rate, market value of comparable property, capitalisation rate, cost to complete and cost per square metre, and are dependent on the nature of each investment property and the prevailing market conditions.

The Group had carried out an internal assessment on its investment properties as at 30 June 2022, in consultation with the independent professional valuers who had performed the valuations of the Group's investment properties as at 31 December 2021, for any material changes in key inputs. The key inputs were found to remain substantially unchanged compared to 31 December 2021. After considering other factors including the operating performance of the properties, the prevailing local market outlook and the remaining lease terms of the leased properties, the Group recognised the net fair value gain on investment properties amounted to S$9,541,000 (1H 2021: fair value loss of S$14,492,000) with the breakdown as follows:

	Group	
	1H 2022	**1H 2021**
	$'000	**$'000**
Net fair value gain/(loss) in relation to investment properties	18,236	(9,299)
Net fair value loss in relation to right-of-use assets classified as investment properties	(8,695)	(5,193)
Total	9,541	(14,492)

p) Property, plant & equipment

During the six months ended 30 June 2022, the additions and disposals of the Group's property, plant and equipment amounted to S$479,000 (2021: S$4,619,000) and S$6,000 (2021: S$84,000) respectively.

q) Trade and other payables

Trade payables mainly comprised payables to utilities, suppliers of consumables and services.

Trade payables that are aged over 3 months were mainly due to liabilities recognised but under negotiation with suppliers over payment or goods/services delivered. Our trade payables were due according to the terms on the relevant contracts. In general, our suppliers grant us a credit term of cash terms of up to 30 days and we settle our payment by cheque or bank transfer.

The ageing analysis of trade payables based on invoice date is as follows:

	Group	
	30 Jun 2022 $'000	31 Dec 2021 $'000
Up to 3 months	2,152	3,579
3 to 6 months	31	95
Over 6 months	270	249
	2,453	3,923

r) Borrowings

	Group		Company	
	30 Jun 2022 $'000	31 Dec 2021 $'000	30 Jun 2022 $'000	31 Dec 2021 $'000
(i) Amount repayable in one year or less, or on demand				
Secured	48,437	47,254	-	-
Unsecured	16,009	16,004	12,409	12,404
Sub Total	64,446	63,258	12,409	12,404
(ii) Amount repayable after one year				
Secured	497,144	528,835	-	-
Unsecured	129,009	135,597	114,875	111,662
Sub Total	626,153	664,432	114,875	111,662
Total borrowings	690,599	727,690	127,284	124,066

(iii) Details of any collateral

The Group's secured borrowings include bank borrowings. The borrowings are secured by fixed charges over certain investment properties of the subsidiaries.

s) Share capital and treasury shares

	Company No. of shares issued	Group Share capital $'000	Company Share capital $'000
<u>Share capital</u>			
Beginning and end of financial period	840,778,624	142,242	253,553

	Company	
	30 Jun 2022	31 Dec 2021
Total number of issued shares excluding treasury shares	840,778,624	840,778,624

All issued ordinary shares are fully paid. There is no par value for these ordinary shares.

There was no share buy-back since the end of the previous financial year.

<u>Share options, warrants and convertibles</u>

As at 30 June 2022 and 30 June 2021, the Company did not have any employee share option scheme and has no outstanding options, warrants or convertibles.

<u>Treasury shares and subsidiary holdings</u>

	Company	
	As at 30 Jun 2022	As at 30 Jun 2021
Number of shares held as treasury shares	-	-
Number of subsidiary holdings	-	-
Percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding	0%	0%

t) Purchase, sales or redemption of the Company's listed securities and sales, transfer, cancellation and/or use of treasury shares and subsidiary holdings

There was no purchase, sales or redemption of the Company's listed securities and sales, transfer, cancellation and/or use of treasury shares and subsidiary holdings during the period ended 30 June 2022.

u) Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	Group	
	30 Jun 2022	31 Dec 2021
	$'000	$'000
Property, plant and equipment	196	55
Investment properties	13,491	13,408

On 19 May 2022, the Group has entered into the Contract with Imap Properties Limited in relation to the Proposed Acquisition of a property known as The Orbital located at 6 Ilkeston Road, Nottingham NG7 3GE, United Kingdom at a purchase consideration of £10,445,000 (equivalent to approximately S$17,659,000). As at 30 June 2022, a deposit of £522,000 (equivalent to approximately S$883,000) has been paid by the Group and recorded as current Other Assets. The remaining amount of £9,923,000 (equivalent to approximately S$16,776,000) will be paid upon completion of the acquisition.

v) Non-IFRS measure

The Group has disclosed non-IFRS measure consistently over the past years to provide the shareholders and potential investors with a clearer understanding of the Group's year-to-year or period-to-period recurring profits derived from the Group's core business operations.

The reconciling items were disclosed on the Condensed Interim Consolidated Income Statement on Page 2.

The adjusting items for IFRS financial measure to non-IFRS financial measure include the following in relation to fair value changes:

i) Fair value (gain)/loss on investment properties including those of associated companies and joint venture. The Group has adopted fair value model for accounting of the investment properties which reflects the market conditions at the end of each reporting period. The Group engaged external and independent valuers to determine the fair value of the Group's investment properties at the end of every financial year. The Group had recognised the fair value changes as fair value gain/(loss) in the Condensed Interim Consolidated Income Statement. The fair value (gain)/loss also included the adjustment of the fair value of right-of-use assets classified as investment properties in relation to the Group's leased properties in accordance with IFRS 16

ii) Deferred tax expenses/(credit) arising from fair value changes. The deferred tax expenses/(credit) were recorded due to changes in fair value of the Group's investment properties which resulted in higher income tax expense recognised from the fair value gains or vice versa.

The above-mentioned adjusting items do not arise from the normal Company's operations and were reported on the Condensed Interim Consolidated Income Statement for the six months ended 30 June 2022 together with the comparative figures for the six months ended 30 June 2021. These fair value movements result in significant fluctuation in the IFRS financial measures of the Group's performance. Correspondingly, shareholders may not be able to appreciate the Group's financial performance generated from its core business operations which is the managing and operating of workers and student accommodation. Hence, the Group has excluded these adjusting items with the intention to provide a clearer picture of the Group's performance.

8. Group Performance Review

A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:
(a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

(a)(i) Half year review – 1H 2022 vs 1H 2021

In the first half-year ended 30 June 2022, (“1H 2022”), the Group’s revenue increased by 40% to S$90.5 million, from S$64.7 million reported in the first half-year ended 30 June 2021 (“1H 2021”), while profit from core business operations increased by S$8.4 million or 35% from the corresponding period a year ago, to S$32.4 million.

The higher Group revenue was mainly due to revenue contribution from (i) new Quick Build Dormitories (“QBDs”) for workers accommodation in Singapore as well as two Onboard Centres (“OCs”) that the Group manages; and (ii) existing Singapore Purpose-Built Dormitories (“PBDs”) recovered in financial occupancy rates; and (iii) existing United Kingdom ("UK") and Australia Purpose-Built Student Accommodation (“PBSA”) portfolio with financial occupancies improving and recovering from the COVID-19 disruption. The increase in revenue was however offset by cessation of operations of dwell Selegie in Singapore in June 2021.

Two of the QBDs in Singapore, Westlite Jalan Tukang and Westlite Tuas South Boulevard have commenced operations progressively since June 2021 and the two OCs that have commenced operations since March 2021 have contributed significantly to the growth in revenue in 1H 2022.

Financial occupancy for the Group’s Singapore Purpose-Built Dormitories ("PBDs") also recovered in 1H 2022 from 82% in 1H 2021 to 96% in 1H 2022, as the inflow of migrant workers from South Asia gradually resumed after the re-opening of the borders.

The Group’s student accommodation assets in the UK saw a growth in occupancy from 66% in 1H 2021 to 90% in 1H 2022, as COVID-19 restrictions on international travel and on-campus programmes were lifted during the second half of 2021 (“2H 2021”).

As Australia international borders re-opened on 15 December 2021, just before the new academic year started, average financial occupancy in Australia increased to 58% for 1H 2022 from 27% in 1H 2021, notwithstanding the fact that students had not returned in large numbers in 1H 2022 as universities were still delivering courses in a blended mode, adopting a mix of face-to-face on-campus and online study, in semester 1 for the academic year 2022.

The Group’s gross profit increased 40% from S$43.5 million in 1H 2021 to S$60.9 million in 1H 2022 in tandem with the revenue growth.

Other income reduced by S$1.1 million with the cessation of various government support schemes in respect of COVID-19.

Administrative and distribution expenses increased by S$3.5 million due to business expansion as well as reinstatement of the staff and management salaries which had been reduced since 1 May 2020.

Finance expenses increased by S$0.5 million due to higher interest rate environment but were partially offset against reduced loan balances.

Share of profit of associated companies and joint venture increased by S$1.0 million, largely due to better operating performance with better occupancy rates and lower fair value loss in investment properties compared to 1H 2021.

Net change in fair value of investment properties in 1H 2022 mainly relates to the valuation movements on the Group’s investment properties as at 30 June 2022, based on management assessment made in consultation with the independent valuers who had carried out the valuation of the investment properties as at the last financial year end, as well as the adjustment of fair value of right-of-use ("ROU") investment properties that were leased as at 30 June 2022, in accordance with SFRS(I) 16 Leases.

Net fair value gain of S$9.5 million in 1H 2022 was mainly due to the Group’s investment properties in UK and Australia and offset against the fair value loss of investment properties in Singapore as well as against the adjustment of fair value of the ROU investment properties. This was compared against a fair value loss of S$14.5 million in 1H 2021 when the market conditions and occupancy rates were more affected by COVID-19 and the adjustment of fair value of ROU investment properties.

Income tax expenses increased by S$10.6 million largely due to higher profit and deferred income tax provided on the fair value gain in investment properties.

Accordingly, net profit after tax derived from the Group’s operations for 1H 2022 was S$35.1 million, as compared to S$9.1 million in 1H 2021.

Excluding fair value adjustments, net profit derived from core business operations was S$32.4 million in 1H 2022, which was S$8.4 million higher than S$24.0 million in 1H 2021.

(b) Review of Group Balance Sheet

Assets

Cash and bank balances reduced by S$6.9 million to S$60.6 million as at 30 June 2022, largely due to repayment of borrowings and dividends paid during 1H 2022.

Trade and other receivables decreased by S$2.6 million, mainly due to the collection of outstanding debts due to the Group.

Investment properties reduced by S$24.9 million, largely due to the weakening of the British Pound and Australian dollars, offset in part by fair value gain.

Lease liabilities decreased by S$9.8 million to S$95.4 million mainly due to the repayment of the principal component of the lease liabilities.

Deferred income tax liabilities increased by S$5.8 million due to higher tax provisions made as a result of the fair value gain on investment properties.

Borrowings & Gearing

The Group's borrowings reduced from S$727.7 million as at 31 December 2021 to S$690.6 million as at 30 June 2022, largely due to the repayment of borrowings and foreign currency denominated loans which particularly affected by the weakening of British Pounds and Australian dollars.

The Group's net gearing ratio was 46% as at 30 June 2022, an improvement compared to 47% as at 31 December 2021. The Group's acquired operating assets and assets under development are primarily funded through bank borrowings, which have an average remaining maturity profile of 6 years. The Group uses long-term bank debt with regular principal repayments to finance its long-term assets.

As at 30 June 2022, the Group's balance sheet remained healthy with S$60.6 million in cash and bank balances. With net current liabilities of S$50.6 million as at 30 June 2022, the Group has ample cash resources and banking facilities of S$178.9 million in place to meet its current liabilities.

(c) Review of Company Balance Sheet

Current trade and other receivables mainly relate to advances given to subsidiaries for its working capital.

(d) Review of Statement of Cash Flows

In 1H 2022, the Group generated a positive cash flow of S$44.9 million from operating activities.

Net cash used in investing activities amounted to S$0.7 million, mainly due to additions to investment properties.

The Group recorded net cash used in financing activities of S$51.5 million mainly for the repayment of borrowings, interest, principal portion of lease liabilities and dividends paid during the period.

9. (a) Earnings per share

	Group 1H 2022	Group 1H 2021
Net profit attributable to equity holders of the Company (S$'000)	32,898	8,735
Net profit from core business operations attributable to equity holders of the Company (S$'000)	28,958	20,384
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	840,779	840,779
Earnings per ordinary share:		
(i) Basic earnings per share (cents)	3.91	1.04
(ii) Diluted earnings per share (cents)	3.91	1.04
Earnings per ordinary share based on core business operations:		
(i) Basic earnings per share (cents)	3.44	2.42
(ii) Diluted earnings per share (cents)	3.44	2.42

(b) Net asset value

	Group		Company	
	30 Jun 2022	31 Dec 2021	30 Jun 2022	31 Dec 2021
Net asset value per ordinary share (see note below)	79.60 cents	78.46 cents	35.76 cents	35.71 cents

Note:
The Group's and Company's net asset value per ordinary share is calculated based on the Company's total number of issued shares (excluding treasury shares) of 840,778,624 ordinary shares as at 30 June 2022 and 31 December 2021.

10. **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 reporting period and the next 12 months**

As at 30 June 2022, Centurion operates a diversified portfolio of 36 operational purpose-built workers and student accommodation assets ("PBWA" and "PBSA" respectively), comprising 65,077 beds diversified across Singapore, Malaysia, Australia, South Korea, the United Kingdom ("UK") and the United States ("US").

Workers Accommodation

Singapore

In Singapore, the Group operates nine PBWAs including five Purpose-Built Dormitories ("PBDs") comprising approximately 28,000 beds, and four Quick Build Dormitories ("QBDs") comprising 6,368 beds. Excluding the QBDs, the average financial occupancy for the Group's PBDs was 96% for 1H 2022, an improvement of 14 percentage points, as compared to 82% for 1H 2021.

Of the four QBDs, two commenced operations in 2H 2020 while the other two commenced operations in 2021. Occupancy of the four QBDs have ramped up quickly, and including the QBDs, the average financial occupancy for the Group's nine PBWAs was 97% for 1H 2022.

With the reopening of the Singapore economy, the financial occupancy improved in tandem with the resumption of arrivals for dormitory-bound work pass holders in Singapore as the construction, marine shipyard and process sectors were granted an extension on foreign worker levy rebates by the Ministry of Manpower to retain existing workers and bring in more work permit holders[1]. Demand for migrant workers is expected to remain robust as Singapore is in transition to a new normal, with the Building and Construction Authority estimating that Singapore's construction sector contracts will likely return to near pre COVID-19 levels of between S$27 billion and S$32 billion in 2022[2].

In September 2021, the Ministry of Manpower, Ministry of National Development, and the Ministry of Health announced the implementation of enhanced specifications[3] for new workers dormitories, to strengthen resilience against future pandemics and further improve the liveability of workers dormitories. New specifications for existing dormitories are expected to be announced in 2022, taking into consideration constraints of current built infrastructure, with time and support extended by the authorities for the industry to achieve the desired state[4].

The Group remains vigilant to safeguard against potential outbreaks of new variants of COVID-19 and other viruses, and continues to care for the physical, mental and social well-being of all its residents.

Malaysia

The Group's Malaysian PBWA portfolio comprises eight properties spanning Johor in the South, Penang in the North and Selangor in the Central region of Peninsula Malaysia. The States of Johor, Penang, and Selangor are the top three states in Malaysia with the highest number of foreign workers in the manufacturing sector, which dominates the number of foreign workers, with about 35% of the country's estimated 2 million foreign workforce[5].

The Malaysian PBWA portfolio bed capacity was 24,411 beds as of 1 January 2022, following the completion of reconfiguration works to comply with the Workers' Minimum Standards of Housing and Amenities (Amendment) Act 2019 ("Act 446"). The Group continually explores opportunities to grow organically by reconfiguring spaces to add bed capacity. In 2Q 2022, the Group completed asset enhancement works at Westlite Tebrau and added 688 beds to the portfolio.

In Malaysia, migrant worker population numbers had fallen during the COVID-19 pandemic with many workers departing and travel restrictions limiting new arrivals. Migrant workers are gradually returning but the migrant workforce has yet to resume to pre COVID-19 levels[6,7] in 1H 2022, as employers faced delays from procedural and technical issues[8] in bringing in workers. The average financial occupancy for the Malaysia PBWA portfolio was 70% for 1H 2022 as compared to 80% for 1H 2021. Occupancy is recovering gradually as new worker inflows progressively improve.

Remarks:
1. 'Foreign worker levy rebate for construction, marine shipyard and process extended till June 2022', The Straits Times, 29 March 2022
2. 'Construction demand for 2022 to return to near pre-Covid-19 levels', The Straits Times, 26 January 2022.
3. 'Improved Standards for New Migrant Worker Dormitories to Strengthen Public Health Resilience and Enhance Liveability', Ministry of National Development, 17 September 2021
4. 'MOM to embark on multi-year road map to build more resilient migrant workforce: Tan See Leng', The Straits Times, 18 December 2021
5. 'The Changing Landscape Of Workers' Accommodations', Knight Frank, November 2021
6. 'Malaysia's glove industry appeals for foreign labour intake amid Covid-19 restrictions', The Straits Times, 28 September 2021
7. 'Malaysia to speed up hiring of 180,000 foreign workers to ease shortage', South China Morning Post, 14 April 2022
8. 'Hotel industry urges government to speed up approvals for foreign workers', Free Malaysia Today, 03 July 2022

Student Accommodation

As at 30 June 2022, the Group had a portfolio of 6,080 beds across 19 operational PBSA assets in Australia, South Korea, the UK and the US. Financial occupancies in the Group's PBSAs have improved across the markets in tandem with lifting of travel restrictions in these markets.

United Kingdom

The average financial occupancy in the Group's UK portfolio, which comprises 10 assets strategically located near top universities, has improved from 66% in 1H 2021 to 90% in 1H 2022. The UK has lifted all COVID-19 travel restrictions and international students have been able to travel more easily to the UK. As of January 2022, UK higher education providers have hosted 605,130 international students in the Academic Year 2020/21, which is 8.7% higher than AY2019/20[9], hitting its target of 600,000 international students a decade earlier than its 2030 commitment[10].

Pre-leasing for AY2022/23 is ongoing and bookings for the academic year commencing in August 2022 are strong. In May 2022, the Group announced the proposed acquisition of a 103-bed freehold PBSA asset, which will add a third PBSA asset to the Group's two existing assets in Nottingham. The acquisition is expected to be completed in 4Q 2022.

Australia

In Australia, the average financial occupancy of the Group's two assets in Adelaide and Melbourne improved from 27% in 1H 2021 to 58% in 1H 2022, as borders re-opened and international students were welcomed back into the country. There had been delays in the issuance of student visas[11] but the Australian government is making efforts to improve the issuance of visas and international students are gradually returning throughout the term as visas were approved. Bookings for the second semester commencing in August 2022 are healthy and the demand recovery trend is expected to continue into 2023.

South Korea

In South Korea, dwell Dongdaemun has shown strong recovery, with financial occupancy increasing to 82% in 1H 2022 as compared to 55% in 1H 2021. The Group notes continued recovery, with robust pre-leasing for the second semester of the Academic Year commencing in August 2022.

United States

Centurion's US portfolio comprises six freehold PBSAs, which are held under the Centurion US Student Housing Fund ("Fund"), the Group's inaugural private fund. Centurion holds approximately 28.7% of the total number of units in issue in the Fund and is the manager of the Fund and its assets. The average financial occupancy has remained healthy and stable in 1H 2022 compared to 1H 2021. These PBSA assets have been put up for sale[12] as the Fund comes to the end of its term. The Fund is in the process of reviewing bids for this portfolio.

Looking Ahead

The global economy is on track to recover from COVID-19. Amidst the easing of COVID-related travel restrictions and border controls, migrant workers and students are returning across the geographical territories where Centurion operates.

Inflationary pressures and rising interest rates will add to operating costs and financing expenses, which the Group expects will be offset in the main by positive rental rate reversions across its markets. The Group also continues to calibrate its assets, spaces and operations, adjusting to market shifts and regulatory changes, to improve future pandemic management resilience and ensure the well-being of its worker and student residents.

The Group will continue its strategic review of its specialised accommodation portfolio as part of its efforts to rationalise its portfolio of assets for capital recycling and capital reallocation to enhance shareholders' value. As part of its continuing efforts to deliver sustained, long-term value to shareholders, the Group will continue to seek opportunities for strategic global expansion through investments in synergistic assets and businesses.

Remarks:

9. 'International Student Statistics in UK 2022', Studying-in-UK.org, Retrieved 25 July 2022
10. 'UK Meets Target of 600,000 International Students Ten Years Earlier Than Planned', Erudera College News, 25 January 2022.
11. 'Australian government moves to fix student delays', The PIE news, 27 June 2022
12. 'Launch Of Sale Process In Respect Of Portfolio Of Assets In The United States Held By Centurion US Student Housing Fund', Centurion announcement, 22 April 2022

11. Use of proceeds

Not applicable

12. Dividend

(a) ***Current Financial Period Reported On***

Any dividend declared for the current financial period reported on ?

Name of Dividend	Interim dividend
Dividend Type	Cash
Dividend Amount per Share (in cents)	0.5 cent per ordinary share
Currency	SGD
Tax Rate	1-tier tax exempt

Shareholders in Singapore will receive the interim dividend of SGD0.5 cent per ordinary share. Shareholders in Hong Kong will receive the interim dividend of Hong Kong dollar equivalent of HKD2.83 cents* per ordinary share.

*Exchange used: SGD1 = HKD5.6689 as at 11 August 2022

(b) ***Corresponding Period of the Immediately Preceding Financial Year***

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

None

(c) Date Payable

The interim dividend will be paid on 29 September 2022.

(d) Book Closure Date

For shareholders in Singapore
Notice is hereby given that the Share Transfer Books and the Register of Members of the Company will be closed on 9 September 2022 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896, up to 5:00 pm on 8 September 2022 will be registered to determine shareholders' entitlements to the interim dividend.

Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with the Company's ordinary shares at 5:00 pm on 8 September 2022 will be entitled to the interim dividend.

For shareholders in Hong Kong
The Hong Kong branch share register will be closed on 9 September 2022 for the purpose of determining the shareholders' entitlements to the interim dividend. In order to qualify for the interim dividend for shareholders whose names appear on the Hong Kong branch share register, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on 8 September 2022.

Note:
With effect from ***15 August 2022****, the address of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited will be changed to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.*

13. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year

Not applicable for half year results announcement.

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

Not applicable

15. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The figures have not been audited or reviewed by the Company's auditors, PricewaterhouseCoopers LLP.

16. Where the figures have been audited or reviewed, the auditors' report (including any modifications or emphasis of a matter)

Not applicable.

17. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:-

(a) Updates on the efforts taken to resolve each outstanding audit issue.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

This is not required for any audit issue that is a material uncertainty relating to going concern

Not applicable as the Group's latest audited financial statements for the financial year ended 31 December 2021 were not subject to an adverse opinion, qualified opinion or disclaimer of opinion.

18. Review by Audit Committee

The Company has established an audit committee (the "Audit Committee") with written terms of reference which deal clearly with its authority and duties. Amongst the Audit Committee's principal duties is to review and supervise the Company's financial reporting process and internal controls. The Audit Committee has reviewed the unaudited condensed interim consolidated financial statements of the Group for the six months ended 30 June 2022 and the accounting principles and policies adopted by the Group.

The Company has out-sourced its internal audit function to BDO LLP. The internal auditor reports directly to the Chairman of the Audit Committee and presents their reports and audit findings with regards to the adequacy and effectiveness of the Company's internal control and makes recommendations to the Audit Committee.

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Gn Hiang Meng, Mr. Chandra Mohan s/o Rethnam and Mr. Owi Kek Hean. Mr. Gn Hiang Meng is the chairman of the Audit Committee.

19. Compliance with Corporate Governance Codes

The Company has adopted the principles and practices of corporate governance in line with the Principles and Provisions as set out in the Singapore Code of Corporate Governance 2018 (the "2018 Code") and the applicable code provisions of the Corporate Governance Code (the "HK CG Code") as set out in Appendix 14 to the HK Listing Rules.

In the event of any conflict between the 2018 Code and HK CG Code, the Company will comply with the more stringent requirements. Throughout the six months ended 30 June 2022, the Company has complied with applicable provisions in the 2018 Code and HK CG Code, except those appropriately justified and disclosed.

20. Compliance with Singapore Listing Manual and Hong Kong Model Code

In compliance with Rule 1207(19) of the Listing Manual (the "Listing Manual") of SGX-ST and the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the HK Listing Rules, the Company has adopted the Code of Best Practices on Securities Transactions by the Company and its Directors and Officers as its code for securities transactions by its Directors and Officers pursuant to the Listing Manual of the SGX-ST and the Model Code's best practices on dealings in securities. In furtherance, specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the six months ended 30 June 2022.

The Company, the Directors and its Officers are not allowed to deal in the Company's securities at all times whilst in possession of unpublished price sensitive information and during the "closed" window period as defined in the Company's Code of Best Practices on Securities Transactions by the Company and its Directors and Officers.

Directors, officers and employees have also been directed to refrain from dealing in the Company's securities on short-term considerations.

The Directors, Management and officers of the Group are also expected to observe relevant insider trading laws at all times, even when dealing in securities within permitted trading period or they are in possession of unpublished price-sensitive information of the Company and they are not to deal in the Company's securities on short-term considerations.

21. Publication of Information on the websites of Hong Kong Exchanges and Clearing Limited, the Company and SGX-ST

The results announcement is published on the website of Hong Kong Exchanges and Clearing Limited (the "HKEX") at www.hkexnews.hk, the website of the Company at www.centurioncorp.com.sg and the website of the SGX-ST via SGXNET at www.sgx.com. The interim report of the Company for the six months ended 30 June 2022 will be despatched to shareholders in Hong Kong and published on the respective websites of the HKEX, SGX-ST via SGXNET and the Company in due course.

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

The Group's 1H 2022 results are in line with the commentary of the Company's positive profit alert announcement dated 1 August 2022.

23. If the Group has obtained a general mandate from shareholders for interested person transactions ("IPTs"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii) of the Listing Manual of SGX-ST. If no IPT mandate has been obtained, a statement to that effect

The Company does not have a general mandate from shareholders for IPTs.

24. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) of the Listing Manual of SGX-ST. If there are no such persons, the issuer must make an appropriate negative statement

Not applicable for half year results announcement.

25. Confirmation of Directors' and Executive Officers' Undertakings

The Company confirms that it has procured undertakings from all its Directors and Executive Officers in compliance with Rule 720(1) of the Listing Manual of SGX-ST.

26. Confirmation by the Board pursuant to Rule 705(5) of the Listing Manual of SGX-ST

On behalf of the Board of Directors of the Company, we, Wong Kok Hoe and Loh Kim Kang David, 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 unaudited financial statements for the half year ended 30 June 2022 to be false or misleading in any material aspect.

BY ORDER OF THE BOARD
CENTURION CORPORATION LIMITED
Kong Chee Min
Chief Executive Officer
11 August 2022

As at the date of this announcement, the Board comprises Mr. Loh Kim Kang David, Mr. Wong Kok Hoe and Mr. Teo Peng Kwang as executive directors; Mr. Han Seng Juan as non-executive director; and Mr. Gn Hiang Meng, Mr. Chandra Mohan s/o Rethnam, Mr. Owi Kek Hean, Ms. Tan Poh Hong and Mr. Lee Wei Loon as independent non-executive directors.