

A N N U A L  
R E P O R T

2 0 2 2

BUILDING FOR A  
**BETTER FUTURE**



Y E A R S O F E X C E L L E N C E

# CORPORATE PROFILE

**Listed on the Singapore Exchange and headquartered in Singapore, Sinarmas Land Limited (“SML” or the “Group”) is engaged in all sub-sectors of the property business, including township development, residential, commercial, industrial, and hospitality-related properties through its developments and investments in Indonesia, Malaysia, China, Australia and the United Kingdom.**

In Indonesia, SML is one of the largest property development companies by land bank and market capitalisation. SML operates mainly through three publicly listed Indonesia subsidiaries, namely PT Bumi Serpong Damai Tbk (“BSDE”), PT Duta Pertiwi Tbk (“DUTI”), and PT Puradelta Lestari Tbk (“DMAS”) – with a combined market capitalisation of approximately S\$3.8 billion as at 31 December 2022. In addition, BSDE is the largest shareholder of Dana Investasi Real Estat Simas Plaza Indonesia (“DIRE”), the biggest listed Real Estate Investment Trust (“REIT”) by market capitalisation on the Indonesia Stock Exchange.

## VISION

To be the leading property developer in Southeast Asia, trusted by customers, employees, society, and other stakeholders

## VALUES

Integrity, Positive Attitude,  
Commitment, Continuous Improvement,  
Innovation, Loyalty



# 50

YEARS OF EXCELLENCE

2022 marked SML's Golden Jubilee, having first started operations in 1972. Guided by our 6 core values, SML is well-positioned to become a regional real estate player to meet the ever-changing demands of the real-estate users and endeavour to **build a better future** for the years to come.

## TABLE OF CONTENTS

### AT A GLANCE

- 02 Year in Brief
- 04 Financial Highlights
- 06 Our 50 Year Milestones
- 08 Chairman and CEO Statement

### CORPORATE GOVERNANCE

- 12 Board of Directors
- 17 Key Management Personnel
- 18 Corporate Governance Report
- 41 Simplified Corporate Structure

### MANAGEMENT REVIEW

- 42 Financial Review
- 46 Operations Review
- 53 Investor Relations
- 54 Awards and Accolades
- 56 Sustainability Initiatives
- 60 Human Capital

### PORTFOLIO DETAILS

- 62 Network of Operations
- 64 Property Portfolio

### FINANCIAL AND OTHER INFORMATION

- 74 Financial and Other Information
- 168 Shareholding Statistics
- 170 Notice of Annual General Meeting

Proxy Form

### Inner Back Cover

Corporate Directory



# YEAR IN BRIEF

FEB 2022



## INTRODUCTION OF "DOUBLE DREAM" MARKETING PROGRAM

Span over a period of ten months, the "Double Dream" program offers price reductions and cashback incentives on selected developments to help consumers achieve home-ownership

MAR 2022



## JOINT COLLABORATION WITH MITSUBISHI TO DEVELOP KIZO RESIDENCE

Riding on the successful development of The Zora, BSD City, Mitsubishi Corporation and SML joined hands to develop Kizo Residence – an inspirational development that combines design elements from Japanese and Indonesian culture

APR 2022



## INAUGURATION OF MONASH UNIVERSITY, THE FIRST FOREIGN-OWNED UNIVERSITY IN INDONESIA

House in BSD City's Green Office Park 9, Monash University Indonesia, will play an active role in Indonesia's higher education ecosystem with expanded academic offerings and provides executive programs as well as micro-credentials in areas of high demand

JUN 2022



## ACQUISITION OF 32-50 STRAND ("STRAND BUILDING"), A FREEHOLD COMMERCIAL BUILDING IN LONDON

The fully leased retail and office mixed-use building, with a net leasable area of 139,023 sq ft, was acquired for a consideration of £195.0 million

AUG 2022



## DISPOSAL OF 33 HORSEFERRY ROAD ("HORSEFERRY BUILDING")

The 2017 acquired Grade A freehold office property was divested for a consideration of £247.5 million, recording a gain on disposal of S\$87.7 million

SEP 2022



**INAUGURATION OF SERPONG-BALARAJA ("SERBARAJA") TOLL ROAD SECTION 1A**

As part of the national strategic project, President Joko Widodo inaugurated the 3.9km section of the Serbaraja toll road

OCT 2022



**PARTNERSHIP WITH K2 DATA CENTRE ("K2") TO DEVELOP AND OPERATE HYPERSCALE DATA CENTRES IN INDONESIA**

The partnership's first development, K2 Data Centre Jakarta 1 Campus, will comprise four data centre facilities in Bekasi Regency, Greater Jakarta

NOV 2022



**BSD CITY'S AUTONOMOUS ELECTRIC VEHICLE SHOWCASED DURING THE 2022 G20 BALI SUMMIT**

Since May 2022, autonomous electric vehicles have been on trial in various parts of BSD City, such as QBig Mall and BSD Green Office Park

NOV 2022



**SML AND MITBANA TO DEVELOP A NEW 108-HECTARE DEVELOPMENT IN BSD CITY**

Envisioned as the "Heartland of BSD City", this project will be one of the largest mixed-use developments in BSD City, featuring township and transit-oriented development ("TOD")

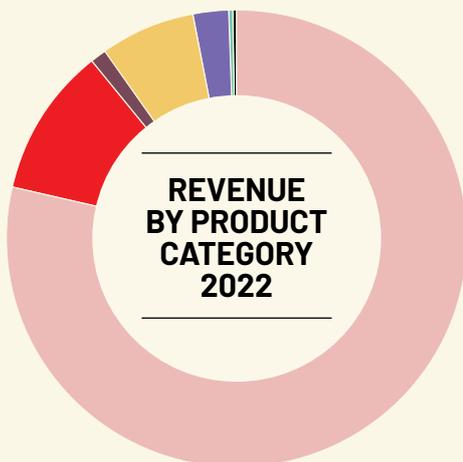
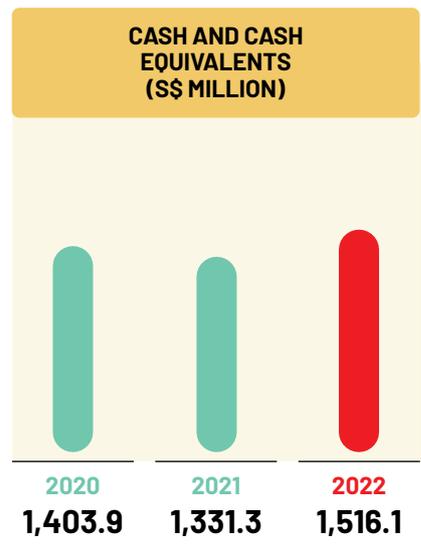
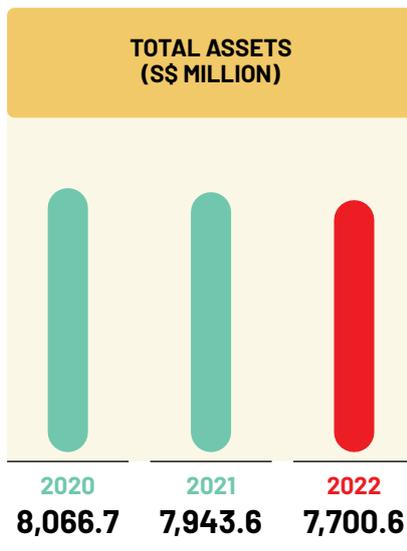
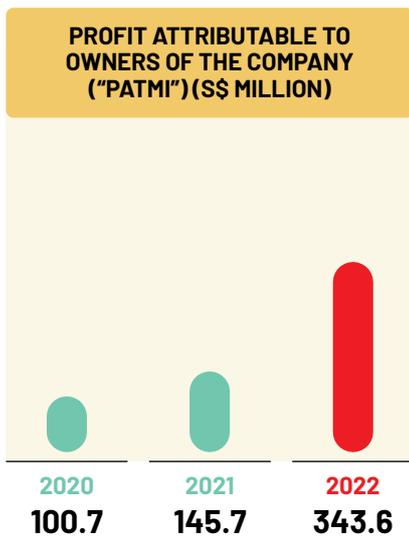
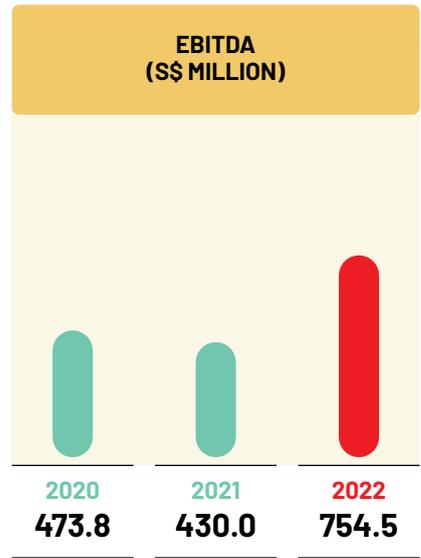
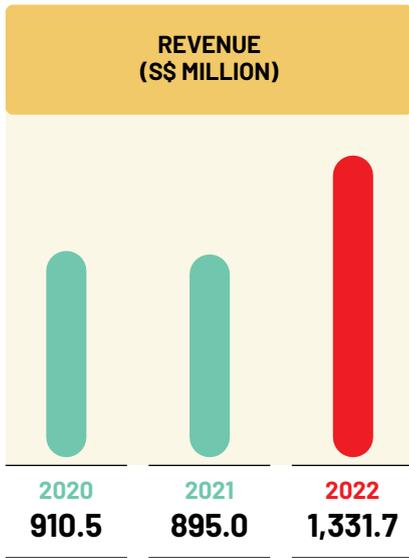
NOV 2022



**SML TOOK HOME 13 AWARDS AT THE PROPERTY GURU INDONESIA PROPERTY AWARDS 2022**

SML, through a number of its projects, swept 13 prestigious awards at the PropertyGuru Indonesia Property Awards 2022, including Best Sustainable Developer

# FINANCIAL HIGHLIGHTS



- 78.8%** Revenue from Sale of Development Properties
- 10.4%** Rental and Related Income
- 1.1%** Revenue from Hotel and Golf Operations
- 6.8%** Revenue from Service Concession Arrangements

- 2.6%** Building Management Fees
- 0.1%** Revenue from Toll Road Operation
- 0.2%** Others

**GROSS  
PROFIT MARGIN**

	2021
<b>2022</b>	<b>60.9%</b>
	2020
<b>72.4%</b>	<b>62.9%</b>

**EBITDA  
MARGIN**

	2021
<b>2022</b>	<b>48.0%</b>
	2020
<b>56.7%</b>	<b>52.0%</b>

**PATMI  
MARGIN**

	2021
<b>2022</b>	<b>16.3%</b>
	2020
<b>25.8%</b>	<b>11.1%</b>

**NET DEBT  
TO EQUITY**

	2021
<b>2022</b>	<b>8.7%</b>
	2020
<b>Net Cash</b>	<b>21.3%</b>

**EBITDA / INTEREST  
(TIMES)**

	2021
<b>2022</b>	<b>2.4</b>
	2020
<b>4.2</b>	<b>2.4</b>

**TOTAL DEBT / EBITDA  
(TIMES)**

	2021
<b>2022</b>	<b>4.1</b>
	2020
<b>2.0</b>	<b>5.0</b>

**RETURN ON  
SHAREHOLDERS'  
EQUITY**

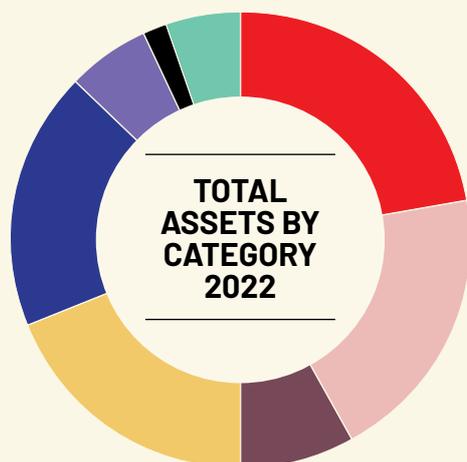
	2021
<b>2022</b>	<b>4.9%</b>
	2020
<b>10.7%</b>	<b>3.8%</b>

**NET ASSET VALUE  
PER ORDINARY SHARE  
(EXCLUDING TREASURY SHARES)**

	2021
<b>2022</b>	<b>S\$1.12</b>
	2020
<b>S\$1.10</b>	<b>S\$1.08</b>

**EARNING PER  
SHARE (BASIC)  
(SINGAPORE CENTS)**

	2021
<b>2022</b>	<b>3.42</b>
	2020
<b>8.07</b>	<b>2.37</b>



**22.4%**

Properties under Development for Sale

**19.7%**

Cash and Cash Equivalents

**8.1%**

Associated Companies and Joint Ventures

**18.8%**

Properties Held for Sale

**18.3%**

Investment Properties

**5.9%**

Other Assets

**1.7%**

Property, Plant and Equipment

**5.1%**

Intangible Assets

# OUR 50 YEAR MILESTONES

2013



**Maiden acquisition in London, United Kingdom (New Brook Buildings), for £84.0 million**

Strategic alliance with AEON Mall, Hongkong Land and Kompas Gramedia Group

2015



**Acquisition of Alphabeta Building in London, United Kingdom, for £259.6 million**

Successful listing of DMAS onto Indonesia Stock Exchange

1972  
|  
1984

DUTI established (1972)

BSDE established (1984)

2008

BSDE - IPO

AFP changed name to Sinarmas Land

2011

Acquisition of Unlimited House in London, United Kingdom, for £57.3 million

Disposal of New Brook Buildings in London, United Kingdom, for £113.4 million, recording an exceptional gain of S\$71.0 million

2014

Strategic alliance with Mitsubishi Corporation

BSDE won the tender to develop a toll road project connecting Serpong and Balaraja for an investment value of IDR6.04 trillion

1994  
|  
1997

DUTI - IPO (1994)

Asia Food & Properties ("AFP") listing in Singapore (1997)

2016

2019

2022

2017

Acquisition of Horseferry Building in London, United Kingdom, for £188.6 million

Disposal of Orchard Towers in Singapore for S\$162.0 million, recording an exceptional gain of S\$109.4 million



SML invested A\$40.0 million in Mapletree Australia Commercial Office Trust ("MASCOT") to further strengthen SML's property investments outside of Indonesia

Listing of DIRE onto Indonesia Stock Exchange with a total value of IDR13.5 trillion

Entered into a joint venture partnership with Citramas Group to develop Nongsa district in Batam City, Indonesia

Disposal of Horseferry Building in London, United Kingdom, for £247.5 million, recording an exceptional gain of S\$87.7 million

Acquisition of Strand Building in London, United Kingdom, for £195.0 million

Partnership with K2 to own, develop and operate hyperscale data centres in Indonesia

Apple launched Asia's first Developer Academy at BSD City, Jakarta, Indonesia

First collaboration with Rongqiao to invest RMB396.0 million for a 40.0% stake in a mixed-use development project in Chengdu, China

Partnership with Mitbana Pte Ltd, to advance the creation of smart and sustainable TOD in BSD City, Indonesia



Disposal of Unlimited House in London, United Kingdom, for £72.0 million, recording an exceptional gain of S\$24.4 million

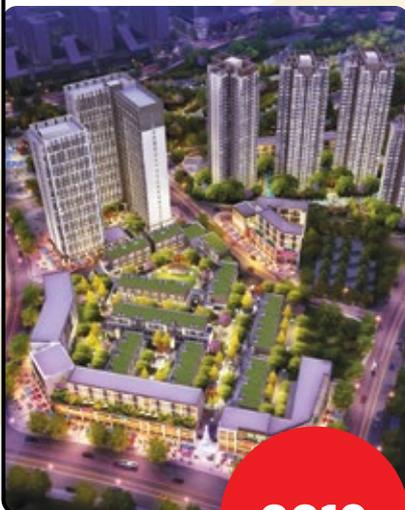
Incorporation of SML INVITE Fund Management VCC to explore further investment opportunities in digital and technology-related funds

Launch of Nongsa D-Town in Batam, a "Digital Downtown" to bridge technology companies and talents in Singapore and Indonesia

2020

2018

2021



# CHAIRMAN AND CEO STATEMENT



**FRANKY OESMAN WIDJAJA**  
Executive Chairman

“  
The Group **continued to expand its global footprint, invest resources for sustainable growth** and receive recognition for its achievements.  
”

Dear Shareholders,

On behalf of the Board of Directors of Sinarmas Land Limited (“SML” or “the Group”), we are delighted to present our Annual Report with record-breaking financial results for the year ended 31 December 2022 (“FY2022”). This year also marks an important milestone in the history of SML as we celebrated our 50th anniversary since the establishment of PT Duta Pertiwi Tbk in 1972.

The Group commenced the year with a cautiously optimistic outlook amidst the gradual relaxation of COVID-19 restrictions. The ongoing vaccination efforts and the reopening of international borders have provided much-needed relief to businesses, allowing for the resumption of social and economic activities. Nevertheless, global economy outlook remains uncertain, dampened by decade-high

inflation and geopolitical tension. In addition, the lingering effects of the pandemic and Russia’s invasion of Ukraine continue to weigh heavily on the recovery, prompting central banks across the globe to hike interest rates aggressively to restore price stability and to alleviate cost-of-living pressures.

Despite these challenges, the Group remained attuned to global developments, adapting its domestic strategies in Indonesia to stay competitive and produce soaring accomplishments. The Group continued to expand its global footprint, invest resources for sustainable growth and receive recognition for its achievements.

#### **AN OUTSTANDING YEAR**

In FY2022, the Group achieved a record revenue of S\$1,331.7 million, a 48.8% increase from the previous

year ended 31 December 2021 (“FY2021”), driven by higher sale of commercial and industrial land parcels, along with increased revenue from residential units and commercial shophouses in Indonesia. Earnings per share also increased significantly from 3.42 Singapore cents to 8.07 Singapore cents.

Recurring income, comprising of commercial rental income and hospitality business, improved by 32.5% to S\$153.4 million. The Group’s hospitality business saw increased revenue and occupancy following the reopening of international borders. Rental income from the Indonesia Property Segment improved on the back of improved occupancy, higher average rental rate, and the inclusion of rental income generated from the newly opened AEON Mall Southgate in Jakarta. Rental income from the UK Property Segment also exceeded



**MUKTAR WIDJAJA**  
Executive Director and Chief Executive Officer

“  
**The Group achieved a record revenue of S\$1,331.7 million, with EBITDA surging 75.4% to S\$754.5 million.**  
 ”

FY2021 due to the acquisition of Strand Building and upward rent reviews for the Alphabet Building.

Consequently, the Group's gross profit surged by 77.0% to S\$964.5 million, resulting in a higher gross profit margin of 72.4%. FY2022 EBITDA also increased by 75.4% to S\$754.5 million, and the EBITDA margin moved up 8.7 percentage points to 56.7% compared to FY2021.

In FY2022, the Group's Indonesia Property Segment recorded a S\$28.5 million share of loss from joint ventures, resulting from a S\$58.6 million reversal of unrealised gain from the sale of land from subsidiaries to joint ventures. Excluding this reversal, the Group's share of profit in joint ventures would have increased from S\$18.3 million to S\$30.0 million. The Group's share of profit from associated companies

also decreased from S\$17.4 million to S\$3.8 million, mainly due to a S\$7.4 million reversal of unrealised gain from the sale of land from subsidiaries to associated companies and a lower share of fair value gain of investment in an associated company in Indonesia.

The Group's net other operating income decreased from S\$15.5 million in FY2021 to S\$4.5 million in FY2022, mainly due to fair value losses from financial assets. Additionally, a net foreign exchange loss of S\$28.1 million was recognised in the current year mainly due to the weakening of foreign currencies against the Singapore Dollar.

During the year, the Group disposed of a UK subsidiary, Horseferry Property Limited, which owned an investment building in Victoria, Central London, achieving an exceptional gain of S\$87.7 million. Overall, the Group

recorded a net profit attributable to Owners of the Company for FY2022 of S\$343.6 million, 135.8% higher than the previous year's S\$145.7 million.

The Group's balance sheet remained strong as of 31 December 2022, with total assets of S\$7.7 billion, cash and cash equivalents of S\$1.5 billion and a positive cash position net of current outstanding debt, demonstrating the strong solvency of the Group to meet future liabilities and poised for further growth in the near future with more acquisitions and investments.

Indonesia's 2022 gross domestic product ("GDP") continues to outperform, achieving a commendable 5.31% growth against a 3.69% growth a year ago, fueled by a strong commodities boom, coupled with the gradual loosening of COVID-19 restrictions and increased positive business sentiment. Combining these

# CHAIRMAN AND CEO STATEMENT



We understand our responsibilities to **play a larger role in the global efforts to fight against climate change and fulfilling our commitment** to support the communities when it matters.



macroeconomic factors with our marketing promotions and quality offerings, BSDE achieved IDR8.8 trillion in marketing sales for FY2022 or 114% of its full-year marketing sales target of IDR7.7 trillion. DMAS also brought in IDR1.86 trillion in marketing sales for FY2022, marginally above its full-year marketing sales target of IDR1.80 trillion.

## SCALING OUR BUSINESS WITH LIKE-MINDED PARTNERS

Despite the volatile conditions faced in 2022, we have executed several transactions and launched new businesses that will position us well in the coming years. The Group constantly seek to optimise our business through improving operational efficiency, asset enhancement, portfolio repositioning and strategic acquisition and divestments to unlock value, boost growth and generate sustainable returns for shareholders.

### Our first foray into data centre business

Reflecting our belief in collaborating with like-minded partners and the relentless pursuit to break new grounds, we actively sought new growth opportunities and synergy through alliances with reputable companies to expand our business.

Underlining our confidence in the future of digitalisation, the Group entered into a partnership with K2, a wholly-owned subsidiary of the Kuok Group, a developer, owner and operator of hyperscale digital infrastructure assets. With a proven track record in Dublin, Ireland, K2 specialises in providing critical digital infrastructure in the form of data centre environments to leading technology companies.

The partnership's first development, K2 Data Centre Jakarta 1 Campus, will comprise four (4) data centre facilities in Bekasi Regency, Greater Jakarta, within SML's Kota Deltamas township. The campus will deliver 58.8MW of IT capacity at full build. The first phase of the K2 Data Centre Jakarta 1 Campus is expected to be ready for service in early 2024 and will be Uptime Institute Tier III (TCDD & TCCF) and LEED Gold certified.

### Continued collaboration with Mitsubishi

Since 2016, SML has collaborated with Mitsubishi Corporation to develop The Zora, a 19-hectare premium residential site within Phase 2 of BSD City, and has released numerous residential clusters with great success.

Riding on the synergy of both entities, we continued our collaboration to develop KIZO Residence in South Jakarta. Designed with a fusion of Japanese and Indonesian cultures, this forty-six (46) floor mixed-used development boosts numerous facilities integrated within the commercial space to meet the needs of the residents.

KIZO Residence is yet another testimony of our long-standing relationship with Mitsubishi Corporation and underscores our commitment to form long-term partnerships to scale up our businesses.

### New 108-hectare development in BSD City

Our strategic partnership between BSDE and Mitbana (a joint venture between Mitsubishi Corporation in Japan and Surbana Jurong in Singapore) has reached another milestone with the announcement to jointly develop one of the largest mixed-use developments in BSD City, Greater Jakarta, Indonesia.

Envisioned as the "Heartland of BSD City", this mixed-use development is named "Hiera", inspired by the Japanese character "平和", which means peace and harmony. Spanning over 108 hectares of land, the key features of Hiera include a car-free commercial street with retail shops, dining options and entertainment outlets, and TOD, bringing vibrancy and convenience to its residents and visitors.

## ADVANCING OUR SUSTAINABILITY EFFORTS

Other than building the best-in-class products and satisfying our customers' needs, we understand our responsibilities to play a larger role in the global efforts to fight against climate change and fulfilling our commitment to support the communities when it matters. We stand firm in our sustainability vision, creating a strong corporate culture with sustainability interwoven into our operations and decision-making processes.

In FY2022, Sinarmas Land continues to drive digital innovation and transition to renewable energy as part of the endeavour to transform BSD City into an integrated smart digital city. The Group continues to push the envelope by introducing autonomous electric vehicles into the township ecosystem. During the recent G20 Summit in Indonesia, Sinarmas Land was able to showcase the autonomous electric vehicle on trial in various parts of BSD City, such as QBig Mall and Green Office Park.

Since the start of the COVID-19 pandemic, the Group has joined hands with various stakeholders to set up vaccination centres to hasten the pace of vaccination in the community. We continue to work with our relevant authorities to offer booster vaccines to the residents in and around our



As we embark on our mission to grow the Group,  
**we extend our deepest gratitude for the trust and support of our stakeholders,**  
 without which our progress and success would not have been possible.



development. To further streamline the process, we integrated the booster vaccine application into our OneSmile mobile app for greater efficiency and convenience for the hundreds of thousands of residents in BSD City.

This year, we elevate our sustainability effort by engaging Sustainalytics, a well-established sustainability rating company, to rate our environmental, social and corporate governance (“ESG”) performance and disclosures. Their comprehensive assessment can help us identify gaps in our ESG performance and learn from sector best practices. We are pleased to share that SML scored a commendable 15.8, which falls under the low-risk band of their ESG Risk Rating.

**NOTABLE TRANSACTIONS FROM OUR INTERNATIONAL BUSINESS**

Outside Indonesia, the Group completed two successful transactions, in line with our goal to actively unlock value for shareholders and to invest in viable investment opportunities.

In June 2022, the Group announced the successful acquisition of Strand Building, a freehold prime west-end commercial building in Central London, for £195.0 million. This fully occupied mixed-use retail and office building has a net leasable area of approximately 139,023 sq ft and generates good recurring rental income for the Group.

In August 2022, the Group announced the successful divestment of Horseferry Property Limited, which in turn owns the property known as Horseferry Building, London, for a consideration of £247.5 million. Having acquired Horseferry Building for £188.6 million (S\$337.8 million) in 2017, the

Group realised a divestment gain of S\$87.7 million.

**LOOKING FORWARD**

With the reopening of China borders and acceleration of manufacturing activities to ease global supply chain disruption, the global economy is forecast to achieve moderate growth in 2023. However, we are still mindful of the Russia-Ukraine war and elevated interest rates by central banks casting a shadow over the global economic outlook. Nevertheless, the Group endeavours to deliver on our core competencies and seek out new avenues of growth to chart our growth trajectory and achieve a long-term sustainable return.

For 2023, BSDE and DMAS announced a marketing sales target of IDR8.8 trillion and IDR1.8 trillion, respectively. BSDE expects its 2023 marketing sales target to be contributed mainly by residential developments, while DMAS expects industrial land sales to be the key sales driver.

Beyond Indonesia, the Group will continue seeking opportunities to extend its global footprint. The International Business Segment will explore further acquisition and collaboration opportunities with strong local partners, focusing on acquisition

opportunities, asset enhancements, driving rental reversions for better yields and riding on our track record of delivering profitable investments.

**APPRECIATION**

As we embark on our mission to grow the Group, we extend our deepest gratitude for the trust and support of our stakeholders, without which our progress and success would not have been possible. The Company proposes a first and final dividend of 0.138 Singapore cents per share, subject to shareholders’ approval during the 2023 Annual General Meeting (“AGM”). It is expected to be paid on 27 June 2023.

Last but not least, we thank our fellow Board members, management, and staff for your steadfast commitment and dedication for the past year. Your tenacity and resilience keep the Group riding on the waves of recovery and meeting new challenges ahead.

As we celebrate our 50th anniversary, we are reminded to consistently redefine and shape our business model beyond bricks and mortar. Driven by our vision and values, we will continue to achieve new heights in the next 50 years and beyond.

**We look forward to building a better future together.**

**FRANKY OESMAN WIDJAJA**  
 Executive Chairman

**MUKTAR WIDJAJA**  
 Executive Director and Chief Executive Officer

**17 March 2023**

# BOARD OF DIRECTORS



**FRANKY  
OESMAN  
WIDJAJA**

Executive Chairman

Mr. Franky Widjaja is the Executive Chairman of Sinarmas Land Limited (“SML”) and a member of its Executive/Board Committee and Nominating Committee. He has been a Director of SML since 1997, Executive Chairman since 2006 and his last re-appointment as Director was in 2022.

Mr. Franky Widjaja, aged 65, graduated from Aoyama Gakuin University, Japan with a Bachelor’s degree in Commerce in 1979. He has extensive management and operational experience and, since 1982, been involved with different businesses including pulp and paper, property, chemical, telecommunication, financial services and agriculture.

Mr. Franky Widjaja also sits on the board of directors of Golden Agri-Resources Ltd (“GAR”) and Bund Center Investment Ltd (“BCI”), both listed on the Official List of the Singapore Exchange Securities Trading Limited. He serves as Director and Chief Executive Officer of GAR since 1996; Chairman of GAR since 2000; and Director of BCI since 2009.

Mr. Franky Widjaja is a member of the boards of several subsidiaries of SML, GAR and BCI. Since 2003, he has been the President Commissioner of PT Sinar Mas Agro Resources and Technology Tbk, a subsidiary of GAR listed on the Indonesia Stock Exchange.

Currently, Mr. Franky Widjaja is Co-Chairman of Partnership for Indonesia’s Sustainable Agriculture (PISAgro); Vice Chairman, Coordinator for Economic Affairs of Indonesian Chamber of Commerce and Industry (KADIN); a member of the Advisory Board of Indonesian Palm Oil Association (GAPKI); a member of Grow Asia Business Council; and a member of World Economic Forum (“WEF”): Global Agenda Trustee for World Food Security and Agriculture Sector. Mr. Franky Widjaja was Co-Chair of WEF: Grow Asia until August 2019.

Previously, from 2007 to 2015, Mr. Franky Widjaja was Vice President Commissioner of PT Bumi Serpong Damai Tbk and PT Duta Pertiwi Tbk; and he was also Vice President Commissioner of PT Puradelta Lestari Tbk until his resignation in May 2016, all subsidiaries of SML listed on the Indonesia Stock Exchange.

Present directorships in other Singapore listed companies:

- Golden Agri-Resources Ltd
- Bund Center Investment Ltd

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020 – 2022): Nil



**MUKTAR  
WIDJAJA**

Executive Director  
and Chief  
Executive Officer

Mr. Muktar Widjaja is an Executive Director and the Chief Executive Officer of SML, and a member of its Executive/Board Committee. He has been a Director of SML since 1997 and the Chief Executive Officer since 2006. His last re-appointment as Director was in 2020.

Mr. Muktar Widjaja, aged 68, obtained his Bachelor of Commerce degree in 1976 from the University Concordia, Canada. Since 1983, Mr. Muktar Widjaja has been actively involved in the management and operations of the property, financial services, agriculture, chemical and pulp and paper businesses.

Mr. Muktar Widjaja is currently an Executive Director and President of GAR, listed on the Official List of the Singapore Exchange Securities Trading Limited. Mr. Muktar Widjaja is also a member of the boards of several subsidiaries of SML and GAR. He is the President Commissioner of PT Bumi Serpong Damai Tbk, PT Duta Pertiwi Tbk and PT Puradelta Lestari Tbk, all subsidiaries of SML listed on the Indonesia Stock Exchange. Mr. Muktar Widjaja is also the Vice President Commissioner of PT Sinar Mas Agro Resources and Technology Tbk, a subsidiary of GAR listed on the Indonesia Stock Exchange.

Present directorships in other Singapore listed companies:

- Golden Agri-Resources Ltd

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020-2022): Nil



**MARGARETHA  
NATALIA  
WIDJAJA**

Executive Director



**FERDINAND  
SADELI**

Executive Director  
and Chief  
Investment Officer

Ms. Margaretha Widjaja is an Executive Director of SML and a member of its Executive/Board Committee. She has been a Director of SML since December 2010, and her last re-appointment as Director was in 2020.

Ms. Margaretha Widjaja, aged 41, graduated from Seattle University, United States of America in 1999 with a degree in Bachelor of Arts majoring in Finance, Marketing and Information Systems. She later obtained a Master of Management Information Systems in 2001 from the same university.

Since 2008, Ms. Margaretha Widjaja was Vice-Chairman of the Indonesian Property Division of SML and she was instrumental in leading the transition of the management organisation structure and the re-branding of "Sinarmas Land" in Indonesia. She assists the Chief Executive Officer in the operations, strategic development of the Group, formulating the Group's business plans and strategies, and is also responsible for the Group's Enterprise Risk Management activities and corporate governance initiatives.

Ms. Margaretha Widjaja is a member of the boards of several subsidiaries of SML.

Prior to her current position in SML, Ms. Margaretha Widjaja was Deputy CEO, Forestry Division of Sinar Mas Group from 2002 to 2008, where she led the teams responsible for Finance, Information Technology, Human Resources, Legal and Business Control and was key to driving the strategies for the Division's growth during her tenure. She had also worked as an Investment Analyst with Merrill Lynch Bank in the United States between 2000 and 2002 and was involved in the due diligence analysis and execution of various M&A transactions.

Present directorships in other Singapore listed companies: Nil

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020-2022): Nil

Mr. Ferdinand Sadeli is an Executive Director and the Chief Investment Officer ("CIO") of SML, and a member of its Executive/Board Committee. He relinquished his previous role as Chief Financial Officer of SML, a position he held since April 2012, and took on the role of CIO overseeing the investment function of the Group effective 24 February 2021. Mr. Sadeli has been a Director since April 2012 and his last re-appointment as Director was in 2021.

Mr. Sadeli, aged 49, graduated from Trisakti University, Jakarta, Indonesia with a Bachelor of Economics majoring in Accounting in 1996, the University of Melbourne, Australia with a Master of Applied Finance in 1999 and Bina Nusantara University with a Doctor in Management in 2017. In July 2019, he completed a post graduate Diploma in Digital Business from Emeritus Institute of Management in collaboration with MIT and Columbia Business School. He is a Chartered Financial Analyst (CFA) charterholder, CPA (Australia) holder and Financial Risk Manager (FRM) holder.

Mr. Sadeli has more than 26 years of combined working experience in several different roles (auditor, accountant, business valuer, merger & acquisition consultant, chief financial officer and banker) within multinational and public listed companies in Indonesia, Singapore and Australia.

Mr. Sadeli is a member of the boards of several subsidiaries of SML.

Prior to joining SML, Mr. Sadeli was a Director of the Investment Bank Division in PT Barclays Capital Securities Indonesia from October 2010 to January 2012. He joined PT Bakrieland Development Tbk as a Finance Director in July 2007 before he left in October 2010. He previously worked for 11 years in Ernst & Young, Jakarta and Sydney Offices with his last position as a Senior Manager. Mr. Sadeli was the President of CPA Australia - Indonesia Office from 2009 to 2012, and served as a member of the International Board of CPA Australia from 2013 to 2014.

Present directorships in other Singapore listed companies: Nil

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020-2022): Nil

# BOARD OF DIRECTORS



**ROBIN NG  
CHENG JIET** PBM

Executive Director  
and Chief  
Financial Officer

Mr. Robin Ng Cheng Jiet is an Executive Director and the Chief Financial Officer (“CFO”) of SML, and a member of its Executive/Board Committee. He has been a Director of SML since April 2012 and assumed the role as CFO of the Company overseeing all financial matters of the Group, with effect from 24 February 2021. His last re-appointment as Director was in 2021.

Mr. Ng, aged 48, graduated with a Bachelor of Accountancy (Honours) from Nanyang Technological University, Singapore in 1998. Mr. Ng is a Chartered Accountant (Australia) since 2001 and a Chartered Accountant (Singapore) since 2002. He is currently a Fellow Member of the Institute of Singapore Chartered Accountants.

Mr. Ng is a member of the boards of several subsidiaries of SML. He is also an active Grassroots Leader since 2008 and currently serves as the Treasurer of the Citizens’ Consultative Committee and Vice-Chairman of the Active Ageing Committee of the Ulu Pandan constituency of Holland-Bukit Timah GRC in Singapore. He was conferred The Public Service Medal - Pingat Bakti Masyarakat (PBM) in the National Day Award 2021 by the President of the Republic of Singapore.

Mr. Ng has over 24 years of experience in operational finance and public accounting within the Asia Pacific region. He was the Chief Financial Officer of Top Global Limited, a company previously listed on the Singapore Exchange Securities Trading Limited before becoming the Finance Director of SML in June 2011.

Prior to joining Top Global Limited, Mr. Ng was the Finance Director, Asia, of Methode Electronics Inc. from August 2009 to October 2010, and was with Lear Corporation (a Fortune 500 company) where he held various regional positions, with his last position as the Head of Finance in Japan, before leaving in August 2009. Previously, he was the Regional Internal Controls Manager at Kraft Foods Asia Pacific Ltd (now known as Mondelez Asia Pacific Pte Ltd). Mr. Ng was also with Ernst & Young Singapore and Australia (Sydney office) for more than seven years, serving as Audit Manager before he left.

Present directorships in other Singapore listed companies:  
Nil

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020-2022): Nil



**HONG PIAN TEE**

Lead Independent  
Director

Mr. Hong Pian Tee is the Lead Independent Director of SML, Chairman of its Nominating Committee and a member of its Audit Committee and Remuneration Committee. Mr. Hong previously served as an Independent Director of SML from November 2001 to February 2006, and rejoined the Board in April 2017. At the Annual General Meeting held in April 2021, a two-tier shareholder approval was obtained for Mr Hong’s continued appointment as an Independent Director.

Mr. Hong, aged 78, was a Partner of PricewaterhouseCoopers from 1985 to 1999 prior to retiring from professional practice.

Mr. Hong’s experience and expertise are in corporate advisory, financial reconstruction and corporate insolvencies since 1977. He has been a Corporate/Financial Advisor to clients with businesses in Singapore and Indonesia and in addition was engaged to restructure companies with operations in Taiwan, Indonesia and Malaysia.

Mr. Hong is currently the Chairman of Pei Hwa Foundation Limited and is an Independent Director of three companies listed on the Official List of the Singapore Exchange Securities Trading Limited, namely, XMH Holdings Ltd, Yanlord Land Group Limited and YHI International Ltd. Mr. Hong is also an independent director of Hyflux Ltd (in liquidation).

Present directorships in other Singapore listed companies:

- XMH Holdings Ltd
- Yanlord Land Group Limited
- YHI International Ltd

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020-2022): Nil



**LIM JUN XIONG,  
STEVEN**

Independent  
Director



**WILLY SHEE  
PING YAH @  
SHEE PING YAN**

Independent  
Director

Mr. Lim Jun Xiong, Steven, an Independent Director of SML, is Chairman of its Audit Committee and a member of its Nominating Committee and Remuneration Committee. Mr. Lim joined the Board of Directors of SML in May 2020. His last re-appointment as Director was in 2021.

Mr. Lim, aged 67, holds a Bachelor of Commerce majoring in Accounting and Finance from the University of Newcastle, Australia. Mr. Lim is a Fellow member of CPA Australia, the Institute of Singapore Chartered Accountants and a member of the Society of Trust and Estate Practitioners. Mr. Lim currently provides consultancy advice in the field of global wealth solutions.

Mr. Lim was the Chief Executive Officer of SG Trust (Asia) Ltd, a wholly-owned subsidiary and fiduciary services arm of Societe Generale Private Bank that provides wealth management including asset protection and estate & succession planning services, until October 2014. Prior to this, he was the Managing Director and subsequently a Senior Consultant at HSBC Private Bank (Suisse) SA Global Wealth Solutions. Mr. Lim started his career at PricewaterhouseCoopers.

Presently, Mr. Lim is an Independent Director of Bund Center Investment Ltd, Hong Fok Corporation Limited, Livingstone Health Holdings Limited, Riverstone Holdings Limited and CosmoSteel Holdings Limited, all of which are listed on the Official List of the Singapore Exchange Securities Trading Limited.

Present directorships in other Singapore listed companies:

- Bund Center Investment Ltd
- Hong Fok Corporation Limited
- Livingstone Health Holdings Limited
- Riverstone Holdings Limited
- CosmoSteel Holdings Limited

Other principal commitments: Nil

Past directorships in other Singapore listed companies (2020 - 2022):

- Keong Hong Holdings Limited
- Emerging Towns & Cities Singapore Ltd.
- Mirach Energy Limited

Mr. Willy Shee Ping Yah @ Shee Ping Yan is an Independent Director of SML, Chairman of its Remuneration Committee and a member of its Audit Committee. Mr. Shee has been a Director of SML since April 2018. His last re-appointment as Director was in 2022.

Mr. Shee, aged 74, holds a Diploma in Urban Valuation from the University of Auckland, New Zealand (under the Colombo Plan Scholarship 1968-1970). He is a fellow member of the Singapore Institute of Surveyors and Valuers, a fellow member of the Singapore Institute of Directors, and sits on the Panel for Inquiry Committee, Law Society of Singapore. He is also a Committee member/ Honorary Secretary of Singapore Turf Club.

Mr. Shee is currently Senior Advisor to CBRE Pte Ltd, in a non-executive role since July 2016, after stepping down as the Chairman, Asia of CBRE Pte Ltd with oversight over the operations of all the offices of CBRE in Asia, a position which he held from 1 July 2005 to 30 June 2016. From 1991 to June 2005, Mr. Shee was the Managing Director of CB Richard Ellis (Pte) Ltd, Singapore office, and was responsible for its growth and overall operations.

Present directorships in other Singapore listed companies:

- Golden Agri-Resources Ltd
- Bund Center Investment Ltd

Other principal commitments:

- CBRE Pte Ltd (Senior Advisor)

Past directorships in other Singapore listed companies (2020-2022):

- Sabana Real Estate Investment Management Pte. Ltd. (as Manager of Sabana Shari'ah Compliant Industrial Real Estate Investment Trust)

# BOARD OF DIRECTORS



**NG EE PENG**

Independent  
Director

Mr. Ng Ee Peng is an Independent Director of SML. Mr. Ng joined the Board of Directors of SML in May 2020. His last re-appointment as Director was in 2021.

Mr. Ng, aged 67, holds a Master of Business Administration from Harvard University, USA; Diploma (with Honors) from US Army Command & General Staff College; and Bachelor of Science (First Class Honors) from University of Manchester Institute of Science & Technology.

Currently, Mr. Ng is the Founder and Chairman of Lunas Analytics.ai Pte. Ltd. From 2019 to February 2020, he was Executive Vice President and later, Senior Advisor, Chairman's Office, of PT Smartfren Tbk, Indonesia. Before that, from 2010 to 2019, he was President Director and Group Chief Executive Officer ("CEO"), PT Gunung Sewu Kencana, Indonesia. Since 1974 to the latter position, Mr. Ng held various posts, including, President & CEO, GE Capital ASEAN (1993 to 2000, and 2007 to 2010); President, Asian Aerospace Pte. Ltd. and Reed Exhibitions Pte. Ltd. (2003 to 2006); Group CEO, DBSLand / Executive Vice President Corporate, Capitaland Group / CEO, Capitaland Commercial & Fund Management (2000 to 2002); and Brigade Commander being his last position at Singapore Armed Forces (1974 to 1989).

Present directorships in other Singapore listed companies:

- Metro Holdings Limited

Other principal commitments:

- Lunas Analytics.ai Pte. Ltd.
- ERN Investments Pte. Ltd.

Past directorships in other Singapore listed companies (2020-2022): Nil

# KEY MANAGEMENT PERSONNEL

## LIE JANI HARJANTO

Ms. Lie Jani Harjanto is currently the director of BSDE and has held the position since 2010. Concurrently, she has held the position of vice president director of DUTI since 2016 and has held senior leadership positions in DUTI since 2011.

Prior to that, she was the managing finance director of the Sinar Mas Energy and Mining Division from 2009 to 2010, managing finance director of Sinar Mas Forestry Division from 2001 to 2009, general manager of property management of Sinar Mas Real Estate Division from 1992 to 2001, controller manager of Sinar Mas Real Estate Division in 1992 and corporate internal audit manager of Sinar Mas from 1988 to 1992.

Ms. Lie Jani Harjanto received her Bachelor of Economics degree from Trisakti University, Indonesia, in 1989.

## MICHAEL JP WIDJAJA

Mr. Michael JP Widjaja is currently the vice president director of BSDE and has held the position since 2007. Concurrently, he has held the position of Vice President Director of PT Plaza Indonesia Realty Tbk since 2019.

Prior to that, he was a vice president director of DUTI from 2007 to 2015, Commissioner of PT Golden Energy Mines Tbk from 2011 to 2013 and vice president commissioner of PT Dian Swastatika Sentosa Tbk from 2009 to 2011.

Mr. Michael JP Widjaja received his Bachelor of Arts degree from the University of Southern California, the United States, in 2006.

## MONIK WILLIAM

Ms. Monik William is currently the director of BSDE and has held the position since 2007.

Prior to that, he was a deputy director of ITC Depok from 2004 to 2007, project manager or construction manager for various construction projects, including Harco Mas Mangga Dua in Jakarta, Hua Fung Garden in Zhuhai, China, Ambassador Mall & Apartment in Jakarta, and Greenview Apartment in Jakarta from 1992 to 2004. She was a project manager of Duta Pertiwi from 1991 to 1992 and worked in PT Dacrea Avia from 1987 to 1991.

Ms. Monik William received her Bachelor of Civil Engineering degree from Bandung Institute of Technology, Indonesia, in 1986.

## RIDWAN DARMALI

Mr. Ridwan Darmali has been the president director of BSDE since 2013 and has held senior leadership positions in BSDE since 2010. Concurrently, he is the vice president commissioner for DUTI since 2015 and has held senior leadership positions in DUTI since 1994. Mr. Ridwan Darmali is also the president director of PT Paraga Artamida since 2013.

Prior to that, he was the chief engineer of PT Putra Satria Prima from 1986 to 1991 and a civil project coordinator of PT Indulexco Consulting Engineers from 1979 to 1985.

Mr. Ridwan Darmali received his Bachelor of Civil Engineering degree from Parahyangan Catholic University, Indonesia, in 1981 and a Bachelor's degree in Highway Engineering from Bandung Institute of Technology, Indonesia, in 1994.

## TEKY MAILOA

Mr. Teky Mailoa has been BSDE's vice president commissioner since 2015 and has held senior leadership positions in BSDE since 2003. He is also currently the president director of DUTI since 2016 after serving in different senior leadership positions in DUTI since 1993. Mr. Teky Mailoa is also currently the vice president commissioner of DMAS since 2016 after serving in different senior leadership positions in DMAS since 1995. He was also currently the President Director of PT Pembangunan Deltamas since 1995.

Prior to that, he worked as an assistant project manager for Tutor-Saliba, Perini Corp. in the United States from 1991 to 1993 and project planning and scheduling manager for John R. Hundley Inc., a U.S. company, from 1990 to 1991.

Mr. Teky Mailoa received his Bachelor of Civil Engineering degree from Trisakti University, Indonesia, in 1987 and a Master's degree in Structure and Construction Management from the University of Wisconsin, the United States, in 1990.

# CORPORATE GOVERNANCE REPORT

Sinarmas Land Limited (the “Company” or “SML”) and together with its subsidiaries (“Group”) is committed to observing high standards of corporate governance, to promote corporate transparency and to enhance the long-term value of the Group to its shareholders and other stakeholders, with guidance from the Code of Corporate Governance issued by the Monetary Authority of Singapore on 6 August 2018 (the “Code”).

Rule 710 of the listing manual (“Listing Manual”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) requires an issuer to describe its corporate governance practices with specific reference to the principles and provisions of the Code. Issuers must comply with the principles of the Code.

Described in this report, is the Company’s corporate governance practices and structures in place during the financial year (“FY”) ended 31 December 2022 (“FY2022” or “2022”). In support of good corporate governance, the Company participated in the annual Corporate Governance Statement of Support 2022, organised by SIAS.

The principles of the Code are set out in italics in this report. Where the Company’s practices vary from provisions of the Code, specific disclosures will be provided.

## (I) BOARD MATTERS (PRINCIPLES 1 TO 5)

### **Principle 1: The Board’s Conduct of Affairs**

*The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.*

#### 1.1 The Board’s Role

The Board of Directors of the Company (“Board”) heads the Company to provide effective leadership and direction, and works with Management to enhance the long-term success of the Group.

The Board has the responsibility to fulfil its role which includes the following:

- (a) provide entrepreneurial leadership, and set strategic objectives, which include appropriate focus on value creation, innovation and sustainability;
- (b) ensure that the necessary resources are in place for the Company to meet its strategic objectives;
- (c) establish and maintain a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and Company performance;
- (d) constructively challenge Management and review its performance;
- (e) instill an ethical corporate culture and ensure that the Company’s values, standards, policies and practices are consistent with the culture; and
- (f) ensure transparency and accountability to key stakeholder groups.

#### 1.2 Scope of Director Duties, Code of Conduct, and Policy on Directors’ Conflicts of Interest

All Directors of the Company (“Directors”) are expected to be cognisant of their statutory duties, and to discharge them objectively, in the interest of the Company. To establish appropriate tone-at-the-top behaviour, there is in place a code of conduct known as the SML Code of Conduct, which spells out the standards expected of all employees of SML and the Group to follow, and the behaviours expected of its officers and employees.

Directors are regarded as Executive, Non-executive and Independent according to their differing roles, although all Directors have the same statutory duties. All Directors have taken note of the different roles they have in the Company.

The Board has adopted a comprehensive Policy on Directors’ Conflicts of Interest that sets out guiding principles for Directors when faced with an actual or potential conflict of interest situation. If a Director has or is deemed to have a conflict of interest, he/she is required to refrain from discussing, decision-making, and to abstain from voting on the relevant agenda item(s). If uncertain about the possibility of a conflict, Directors should discuss and seek advice.

### 1.3 Training and Development of Directors

Directors are provided with opportunities to develop and maintain their skills and knowledge at the Company's expense. In this regard, the Board has approved a framework for Directors' training where the Company facilitates Director's training arrangements. An annual budget exists to fund any Director's participation / attendance at seminars and training programmes that are relevant to his / her duties as a Director.

The Director's training framework / programme applied a 3-step approach to training as follows:

- (1) Externally conducted courses on audit / financial reporting matters, audit committee's role, corporate governance / regulatory changes and other relevant topics subject to course availability;
- (2) Management updates on operations and industry-specific trends and development; and
- (3) Continuing education on regulatory changes and updates, including extraction of relevant case studies on corporate governance, and external auditors' briefings on changes to accounting standards and issues.

The Listing Manual mandated training on sustainability matters, as prescribed by SGX-ST, for all Directors effective 1 January 2022 ("Mandatory Sustainability Training").

### 1.4 Training and Orientation for New Directors

As a standard procedure, newly appointed Directors are issued with a formal appointment letter setting out the terms of appointment, general duties and obligations including expectations of the Company. They will also be given the current year's meeting schedule, contact particulars of senior Management, relevant governing documents of the Company, and a web address to the Listing Manual. Those without prior experience as a director of a Singapore listed company, are required to attend the Listed Entity Director ("LED") Programme comprising several modules, being SGX-ST's prescribed training on the roles and responsibilities as a director of a listed company in Singapore, conducted by the Singapore Institute of Directors ("SID"). All new Directors are also required to undertake to comply with SGX-ST's listing rules.

Non-executive Directors who are newly appointed may not be familiar with the Group's business. Upon recommendation, they may be provided with orientation through overseas trips to familiarise them with the Group's operations, including briefing(s) by Management on the Group's business as well as governance practices.

### 1.5 FY2022 Training for Directors

Attendance by Director(s) of external courses / seminars during FY2022 were via online live webcast. Having attended the externally conducted trainings, Directors in turn, shared their key takeaways with their fellow Directors at the subsequent Board meeting. The various external training sessions attended by Directors in 2022 included the following:

- (1) ACRA-SIC-SID Audit Committee Seminar 2022: Financial Oversight, Accountability and Reporting – Moving the Needle (January 2022);
- (2) LED Programme Module 5: AC Essentials (March 2022);
- (3) LED Programme Module 6: Board Risk Committee Essentials (March 2022);
- (4) LED Programme – Environmental, Social and Governance Essentials (ESG Core) (May, July, August, September, November 2022);
- (5) AC Chapter Pit-Stop Series: Maximising the Value of Internal Audit (June 2022);
- (6) Singapore Governance and Transparency Forum 2022 (August 2022);
- (7) SID Directors Conference 2022 (September 2022);
- (8) Launch of the Board of Directors Survey 2022 (November 2022).

During 2022, the LED Programme (ESG Core) by SID was attended and completed by all Directors, thus satisfying the Mandatory Sustainability Training.

# CORPORATE GOVERNANCE REPORT

## 1.6 Matters Requiring Board Approval

Matters requiring Board approval include the following corporate events and actions, which Management is aware:

- approval of results announcements
- approval of the annual report and financial statements
- dividend declaration/proposal
- convening of shareholders' meetings
- shares issuance
- material acquisitions and disposals of assets
- annual budgets
- interested person transactions
- corporate governance

## 1.7 Committees Established by the Board

Committees established by the Board ("Board Committees") comprise the Audit Committee<sup>i</sup> ("AC"), the Nominating Committee<sup>ii</sup> ("NC"), the Remuneration Committee<sup>iii</sup> ("RC") and the Executive/Board Committee<sup>iv</sup> ("BC") with written terms of reference which clearly set out the authority and duties of each committee.

While the Board Committees have been delegated power to make decisions within the authority delegated to the respective committees, the ultimate responsibility for the decisions and actions rests with the Board as a whole.

## 1.8 Composition of the Board and Board Committees

Presently, a total of 9 Directors sit on the Board. Their other position(s) in the Company, membership (if any) on the Board Committees and directorship role are shown below:

Name of Director	Position(s)	Executive/Independent Director
Franky Oesman Widjaja	Executive Chairman Member of NC and BC	Executive Director
Muktar Widjaja	CEO Member of BC	Executive Director
Margaretha Natalia Widjaja	Member of BC	Executive Director
Ferdinand Sadeli	CIO Member of BC	Executive Director
Robin Ng Cheng Jiet	CFO Member of BC	Executive Director
Hong Pian Tee <sup>1</sup>	Lead Independent Director Chairman of NC Member of AC and RC	Non-executive, Independent Director
Lim Jun Xiong, Steven <sup>2</sup>	Chairman of AC Member of NC and RC	Non-executive, Independent Director
Willy Shee Ping Yah @ Shee Ping Yan	Chairman of RC Member of AC	Non-executive, Independent Director
Ng Ee Peng	-	Non-executive, Independent Director

Key information, including qualifications, on the Directors are found on pages 12 to 16 of this Annual Report.

### Abbreviation:

CEO: Chief Executive Officer  
CFO: Chief Financial Officer  
CIO: Chief Investment Officer

### Notes:

- 1 Stepped down as Chairman of AC on 1 May 2022, but remains as a member of AC
- 2 Appointed as Chairman of AC on 1 May 2022

- i. See item 10.1
- ii. See item 4.1
- iii. See item 6.1
- iv. See item 1.9

## 1.9 Role of Executive/Board Committee

The Board has established the BC to supervise the management of the business and affairs of SML. The BC assists the Board in the discharge of its duties by, inter alia, approving the opening, closing of banking accounts and acceptance of banking facilities up to certain limits.

The BC comprises the following 5 Executive Directors:

### Group A

Franky Oesman Widjaja  
Muktar Widjaja  
Margaretha Natalia Widjaja

### Group B

Ferdinand Sadeli  
Robin Ng Cheng Jiet

Circular resolutions of the BC are effective if signed by any 2 Directors from Group A jointly with the 2 Directors from Group B.

## 1.10 Key Features of Board Processes

The Board and the respective Board Committees meet regularly on scheduled dates throughout the year to consider pre-set agenda items. To assist Directors in planning their attendance, Meeting dates together with agenda items for each new calendar year are discussed and notified to all Directors, before the start of that calendar year.

In addition to regularly scheduled meetings, ad-hoc meetings may be convened for specific purpose and on short notice, if requested or if warranted by circumstances deemed appropriate by the Board and/or Board Committees. Participation by Directors at Meetings by teleconference or similar communication equipment is permitted under the Company's Constitution ("Constitution").

In between regularly scheduled meetings, matters that require the Board and/or Board Committees' approval are circulated to all Directors and/or respective Board Committee members, as the case may be, for their consideration by way of circular resolutions, as provided in the Constitution and the terms of reference of the respective Board Committees.

## 1.11 Number of Meetings Held in 2022 and Attendance Record

In 2022, the Board met 3 times, with the year-end meeting dedicated to strategic issues and the annual budget; the Board Committees met a total of 12 times; and 1 shareholders' meeting being the annual general meeting ("AGM") was held. In view of the COVID-19 pandemic, meetings during 2022 were mainly held via electronic means, or in hybrid form. The number of Board and Board Committee Meetings held and the attendance record of Directors and Board Committee Members respectively, in 2022, is disclosed below:

Name	Number of Meetings Attended by Members					Total Attendance at Meetings
	Board Meetings	AC Meetings	NC Meetings	RC Meetings	AGM	
<b>EXECUTIVE DIRECTORS</b>						
Franky Oesman Widjaja	3/3	-	2/2	-	1/1	6/6
Muktar Widjaja	3/3	-	-	-	1/1	4/4
Margaretha Natalia Widjaja	3/3	-	-	-	1/1	4/4
Ferdinand Sadeli	3/3	-	-	-	1/1	4/4
Robin Ng Cheng Jiet	3/3	-	-	-	1/1	4/4
<b>NON-EXECUTIVE, INDEPENDENT DIRECTORS</b>						
Hong Pian Tee	3/3	5/5	2/2	5/5	1/1	16/16
Lim Jun Xiong, Steven	3/3	5/5	2/2	5/5	1/1	16/16
Willy Shee Ping Yah @ Shee Ping Yan	3/3	5/5	-	5/5	1/1	14/14
Ng Ee Peng	3/3	-	-	-	1/1	4/4
<b>Number of Meetings Held</b>	<b>3</b>	<b>5</b>	<b>2</b>	<b>5</b>	<b>1</b>	<b>16</b>

# CORPORATE GOVERNANCE REPORT

## 1.12 Complete, Adequate and Timely Information

To enable Directors to make informed decisions and discharge their duties and responsibilities, Management recognises its role to provide the Board with complete, adequate and timely information prior to Meetings and on an on-going basis. Management also response to additional requests for information which Directors may make during Meetings.

As Directors prepare for a Meeting by, inter alia, reviewing the Meeting Papers and agenda items prior thereto, it has become a standard procedure that materials for each Board, Board Committee and shareholders' Meetings are sent to Directors beforehand, and uploaded to a digital Board portal, which Directors may access from their tablets or desktops.

Management, the Company's auditors and other professionals who can provide additional insights into the matters to be discussed at Board and Board Committee Meetings are invited to be present at these meetings, where necessary.

Management provides the AC and the Board with management reports and financial statements of the Group on a quarterly and half-yearly basis, respectively. Explanations are given by Management for material variance (if any) between any projections in the budget and actual results.

Separate and independent access to the Company's Management is available to all Non-executive, Independent Directors if they have queries in addition to that provided, and the Company arranges for meetings with Senior Management upon request from the Director(s).

## 1.13 Company Secretary

The Directors may separately and independently contact the company secretary who attends and prepares minutes for all Board meetings. The company secretary's role is defined which includes responsibility for ensuring that board procedures are followed and that applicable rules and regulations are complied with.

The appointment and the removal of the company secretary are matters requiring Board approval.

## 1.14 External Advice

Where Directors, either individually or as a group, in furtherance of their duties, require external advice, the company secretary can assist them to do so, at the Company's expense.

### **Principle 2: Board Composition and Guidance**

*The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.*

## 2.1 Director Independence

Director independence is fundamental to good corporate governance as it facilitates the exercise of independent and objective judgement on corporate affairs. It also ensures discussion and review of key issues and strategies in a critical yet constructive manner. Given the size of the Board and measures in place as set out in item 3.2 below, the Board is of the view that it is not necessary or cost-effective for the time being to have Non-executive or Independent Directors make up a majority of the Board as there is a strong and independent element on the Board with more than one-third of the Board comprising Independent Directors (4 out of 9) as reflected under item 1.8 above.

When determining a Director's independence, the NC and Board considers the following:

- (1) Listing Manual;
- (2) the Code; and
- (3) any other circumstance or relationship which might impact a Director's independence, or the perception of his or her independence.

The 4 Independent Directors have declared nil relationship with the Company, its related corporations, its substantial shareholders, or their officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interests of the Group, and they are able to exercise objective judgement on corporate affairs independently from Management and its substantial shareholders.

Each year, the Board examines its size, composition, skills and core competencies of its members to ensure an appropriate balance and diversity of skills, experience and knowledge. The Board comprises Directors from different industries and background, with accounting and finance, business and management experience, industry knowledge and expertise who, collectively as a group provides the core competencies for the leadership of the Company. The Company has no alternate Directors on its Board.

Taking into account the scope and nature of operations of the Group, the Board considers that the current composition mix and size is appropriate to facilitate effective decision making at meetings of the Board and Board Committees.

## 2.2 Non-executive Directors

A key duty of the Board is to set objectives and goals for Management, monitor the results, and assess and remunerate Management on its performance. Executive Directors who are part of Management may face conflicts of interest in these areas.

Non-executive Directors make up more than one-third of the Board (4 out of 9). If deemed necessary by any Independent Director, the Non-executive, Independent Directors meet amongst themselves without the presence of other Executive Directors and Management. After these discussions, they could highlight to Management any matters requiring its attention.

## 2.3 Lead Independent Director

Mr. Hong Pian Tee (“Mr. Hong”) acts as a Lead Independent Director (“LID”). The LID has the following additional role:

- (1) LID is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate;
- (2) Plays an additional facilitative role within the Board;
- (3) Where necessary, he may also facilitate communication between the Board and shareholders or other stakeholders of the Company; and
- (4) Providing a channel to Non-executive Directors for confidential discussions on any concerns and to resolve conflicts of interest as and when necessary.

The LID may be contacted through office phone number +65 6590 0805.

## 2.4 Board Diversity Policy

In support of the principles of good corporate governance, the Board has adopted a Board Diversity Policy relating to Directors appointment and Board composition. By practicing diversity at Board level, the Directors believe that such differences may, collectively, enhance the attainment of corporate strategic objectives and to reach greater heights of achievement. However, it is noted that differences should be appropriately balanced so that the Board can function as a whole, and effectively within its leadership role in the Company. All Board appointments are based on merit of candidates.

The NC reviewed updates at Board level for FY2022, and noted some progress made on improvement in the area of tenure of Independent Directors over the recent years. The Board subsequently noted the hard tenure limit of 9 years for independent directors, as announced by SGX-ST in January 2023.

### **Principle 3: Chairman and Chief Executive Officer**

*There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.*

## 3.1 Chairman and Chief Executive Officer

Our Executive Chairman, Mr. Franky Oesman Widjaja, and our CEO, Mr. Muktar Widjaja, are brothers.

We believe that the Independent Directors have demonstrated a high commitment in their roles as Directors and have ensured that there is a good balance of power and authority.

The overall role of the Chairman is to lead and ensure the effectiveness of the Board. This includes:

- (a) promoting a culture of openness and debate at the Board;
- (b) facilitating the effective contribution of all Directors; and
- (c) promoting high standards of corporate governance.

- 3.2 To address the issue of the Executive Chairman and the CEO being immediate family members, the LID position and role were created, as set out in item 2.3 above, where he also is NC Chairman. Further, the AC, NC and RC are chaired by a Non-executive, Independent Director.

# CORPORATE GOVERNANCE REPORT

## **Principle 4: Board Membership**

*The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.*

### **4.1 Nominating Committee Composition and Role**

The NC comprises the following 3 Directors, a majority of whom, including the NC Chairman, are Non-executive, Independent Directors:

Hong Pian Tee (NC Chairman)  
Lim Jun Xiong, Steven  
Franky Oesman Widjaja

The NC's terms of reference sets out its roles and responsibilities. The NC is primarily responsible for:

- (a) identifying and nominating for the approval of the Board, all Board appointments including candidates to fill Board vacancies as and when they arise; and
- (b) deciding how the Board's performance may be evaluated.

The NC is also responsible for making recommendations to the Board:

- (a) as regards the selection, appointment and re-appointment of any Director, and succession planning;
- (b) concerning the performance criteria and related evaluation processes;
- (c) regarding training and development programmes for Directors;
- (d) concerning any matters relating to the continuation in office of any Director at any time; and
- (e) concerning setting of objectives and estimated timelines to achieve Board diversity and monitoring the progress towards such objectives.

### **4.2 Selection, Appointment and Re-appointment of Directors**

All new Board appointments are considered, reviewed and recommended by the NC first, before being brought up to the Board for approval. Potential candidates to fill casual vacancies are sourced with recommendations from Directors, Management or external consultants. Upon the NC's recommendation, the Board approves the new appointment. In the event that the membership of the NC falls below the minimum number of 3 members, the NC shall be dissolved, and any new nominations are channeled directly to the Board for approval after which the NC is reconstituted with the requisite number of members.

Shortlisted candidates would be required to furnish their curriculum vitae containing information such as their academic / professional qualification, employment history and experience. When evaluating a shortlisted candidate's suitability for appointment, the NC will carry out interview(s) with the candidate to consider, inter alia, the candidate's competencies, commitment, independence, ability and potential to contribute to the Board's effectiveness and diversity. During its evaluation, the NC does not practice any form of discrimination, including, but not limited to, age, gender and ethnicity.

The NC may refer to a comprehensive checklist to assist it to ensure that basic standard criteria as well as the Board Diversity Policy are considered during this process of appointment or re-appointment.

### 4.3 Director Independence Review

The Board has adopted the definition of “independence” in both the Code and the Listing Manual, in its review.

An “independent” Director is one who is independent in conduct, character and judgement, and has no relationship (whether familial, business, financial, employment, or otherwise) with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement in the best interests of the Company.

Bearing in mind the above, and the Listing Manual requirements and changes with regards independence, the NC determines on an annual basis and, as and when the circumstances require, the independence of an Independent Director. To facilitate NC review, each Independent Director is required to complete a self- declaration checklist at the time of appointment, and annually, based on the above independence criteria.

Having conducted its review, including the 2-tier Shareholder Approval obtained for Independent Directors who have served more than 9 years, described in item 4.4 below, the NC / Board has considered that the following 4 Directors are regarded as Independent Directors of the Company:

Hong Pian Tee  
Lim Jun Xiong, Steven  
Willy Shee Ping Yah @ Shee Ping Yan  
Ng Ee Peng

Each Independent Director duly abstained from the NC / Board’s determination of his independence.

### 4.4 Independent Directors with More than 9 Years Service

Rule 210(5)(d) of the Listing Manual (“R210(5)”), effective 1 January 2022, sets out specific circumstances in which a director is deemed non-independent, including the requirement for directors wishing to remain as independent after serving more than 9 years, to seek 2-tier voting in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the Directors and the CEO, and associates of such Directors and CEO (“2-tier Shareholder Approval”).

At the AGM held on 28 April 2021, Mr. Hong successfully obtained 2-tier Shareholder Approval for his continued appointment as an Independent Director, such approval to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the said approval. This was to provide for some continuity and a smooth transition until Mr. Hong’s replacement is found. Subsequently, the 2-tier Shareholder Approval was removed and a hard tenure limit of 9 years for independent directors was introduced, as announced by SGX-ST in January 2023. Accordingly, under the Transitional Practice Note 4 of the Listing Manual, Mr. Hong, who has served more than 9 years, has offered to step down no later than the 2024 AGM in April 2024. In the meantime, the Company and NC are active in the search process for new independent director(s).

### 4.5 Re-appointment at the 2023 AGM

Pursuant to Rule 720(5) of the Listing Manual (“R720”), all Directors must submit themselves for re-appointment at least once every 3 years.

Mr. Muktar Widjaja and Ms. Margaretha Natalia Widjaja are due for retirement under R720 and, being eligible, have each offered himself / herself for re-appointment at the 2023 AGM.

The NC has recommended each of the above Directors’ re-appointment as a Director at the 2023 AGM.

In its deliberation on the re-appointment of retiring Directors who, being eligible, have offered themselves for re-appointment, the NC took into consideration the Director’s attendance, participation, contribution, commitment and performance during the previous year, and where applicable, the retiring Director’s independence.

Each member of the NC abstains from participating in deliberations and voting on any resolutions if pertaining to his re- appointment as Director.

# CORPORATE GOVERNANCE REPORT

## 4.6 Directors' Time Commitments and Multiple Directorships

The Board believes that each Director, when accepting new appointments or who already sit on multiple boards, has the individual responsibility to personally determine the demands of his or her competing directorships and obligations, and ensure that he or she can allocate sufficient time and attention to the affairs of each company. The Board is of the view that setting a numerical limit on the number of listed company directorships a Director may hold is arbitrary, given that time requirements for each person vary, and therefore prefers not to be prescriptive, currently.

Annually, the NC assesses and reviews each Director's attendance record and his or her ability to allocate sufficient time and attention to the affairs of the Company. The NC is satisfied with the time commitment and effort made by each Director to attend meetings in 2022. Directors with multiple board representation made sure to allocate time to attend to the Company's affairs.

Currently, the highest number of directorships in Singapore listed companies, including the Company, held by an Independent Director is 6, and of that held by an Executive Director is 3.

### **Principle 5: Board Performance**

*The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.*

## 5.1 Accessing Performances

The NC is tasked to carry out the processes as implemented by the Board for assessing the effectiveness of the Board as a whole, and the contribution by each individual Director to the effectiveness of the Board, on an annual basis.

The Company has in place a system to assess the effectiveness / performance of the Board and Board Committees, and acts, where appropriate, on feedback from Board / Board Committee members, on improvements.

During the annual evaluation process, each Director is required to complete the respective forms for self-assessment as well as for assessment of the performance of the Board / Board Committees, based on pre-determined approved performance criteria.

## (II) REMUNERATION MATTERS (PRINCIPLES 6 TO 8)

### **Principle 6: Procedures for Developing Remuneration Policies**

*The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.*

## 6.1 Remuneration Committee Composition and Role

The RC comprises the following 3 Directors, all of whom, including the RC Chairman, are Non-executive, Independent Directors:

Willy Shee Ping Yah @ Shee Ping Yan (RC Chairman)  
Hong Pian Tee  
Lim Jun Xiong, Steven

The RC's roles and responsibilities are described in its terms of reference. The duties of the RC include reviewing and recommending to the Board for approval, the following:

- (a) a general framework of remuneration for the Board and key management personnel;
- (b) the specific remuneration packages for each Director and key management personnel; and
- (c) the Company's obligations arising in the event of termination of Executive Directors and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous.

The RC may, during its annual review of remuneration of Directors and key management personnel, seek advice from external remuneration consultants as and when it deems necessary. During the year, an independent external remuneration consultant firm was engaged for benchmarking purpose.

None of the members of the RC is involved in deliberations in respect of any remuneration, fee, compensation, incentives or any form of benefits to be granted to him.

## 6.2 Long-term Incentive Scheme

Currently, the Company does not have any long-term incentive schemes, including share schemes.

### **Principle 7: Level and Mix of Remuneration**

*The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.*

## 7.1 Remuneration of Executive Directors and Key Management Personnel

In designing the compensation structure, the Company seeks to ensure that the level and mix of remuneration is competitive, relevant and appropriate.

The remuneration structure for Executive Directors and key management personnel consists of (a) fixed remuneration, (b) variable bonus and/or (c) other benefits. Executive Directors do not receive Directors' fees.

The extent of an individual's performance and contributions towards the achievement of corporate objectives and targets, for the year under review, will largely determine that individual's variable bonus component. Other determinants of the level of remuneration include the Group's performance, industry practices, individual's contribution through engagement with governmental authorities and other stakeholders.

Total compensation for top Executives is also benchmarked against that by other comparable Singapore listed companies.

The use and application of clawback provisions in remuneration contracts of Executive Directors and key management personnel is subject to further consideration by the Company.

## 7.2 Relationship between Remuneration, Performance and Value Creation

SML's remuneration policies are centered upon a structured balanced scorecard methodology which is guided by the Group's long term vision and corporate strategies and supported by each of the Group's shared values, namely Integrity, Positive Attitude, Commitment, Continuous Improvement, Innovation and Loyalty. The Group's vision and shared values are cascaded into key success factors in the various dimensions such as Financials, Business Processes, Customer Focus and People Management, which are regularly reviewed and moulded into Company-wide shared Key Performance Indicators ("KPIs") and Individual KPIs. Every year, SML will formulate an annual budget for all business units, setting the Group's key operational and financial KPIs. These KPIs will be weighted according to the relevance and relative importance to each position and will form part of the annual remuneration review.

## 7.3 Remuneration of Non-Executive, Independent Directors

Non-executive, Independent Directors receive Directors' fees, which are subject to shareholders' approval at AGMs ("Directors' Fees").

Directors' Fees are structured according to the roles performed by the Non-executive, Independent Director, basing the payment on a scale of fees comprising a base fee, and fee as AC Chairman, AC member, RC Chairman, RC member, NC Chairman and NC member. Fee or acting as LID was introduced in FY2022. If a Non-executive, Independent Director occupies a position for part of the financial year, the relevant fee(s) payable will be pro-rated accordingly.

Directors' Fees are reviewed annually by the RC and/or the Board, taking into consideration contributions, regulatory changes and responsibilities, and market benchmarks.

The RC, with the concurrence of the Board, has recommended that an amount of S\$471,500 as Directors' Fees be paid to the Non-executive, Independent Directors in respect of FY2022. Subject to shareholders' approval at the 2023 AGM, these Directors' Fees will be paid in 2023.

# CORPORATE GOVERNANCE REPORT

## **Principle 8: Disclosure of Remuneration**

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

### **8.1 Directors' Remuneration**

The Directors' remuneration during FY2022 in bands of S\$250,000 is set out in the table below:

Name of Directors	Fixed Salary	Bonus paid or payable/ Benefit	Directors' Fees	Total
<b>Executive Directors</b>				
<b>S\$7,000,000 to S\$7,250,000</b>				
Margaretha Natalia Widjaja	6.7 %	93.3%	-	100%
<b>S\$4,500,000 to S\$4,750,000</b>				
Muktar Widjaja	21.1%	78.9%	-	100%
<b>S\$2,750,000 to S\$3,000,000</b>				
Franky Oesman Widjaja	13.9%	86.1%	-	100%
<b>S\$750,000 to S\$1,000,000</b>				
Ferdinand Sadeli	74.1%	25.9%	-	100%
<b>S\$250,000 to S\$500,000</b>				
Robin Ng Cheng Jiet	84.1%	15.9%	-	100%
<b>Non-Executive, Independent Directors</b>				
<b>Below S\$250,000</b>				
Hong Pian Tee	-	-	100%	100%
Lim Jun Xiong, Steven	-	-	100%	100%
Willy Shee Ping Yah @ Shee Ping Yan	-	-	100%	100%
Ng Ee Peng	-	-	100%	100%

Variable bonus is based on performance for the same financial year.

Each Director's remuneration is expressed in bands of S\$250,000 with a percentage breakdown. The Company believes that such disclosure in bands does provide a fair indication, although not in exact dollar, of each Director's remuneration package, having done so after taking into account sensitivities concerning matters of remuneration.

### **8.2 Remuneration of Key Management Personnel**

The top 5 key management personnel who are not Directors of the Company ("KMP") for FY2022 are as follows:

Ridwan Darmali  
Michael JP Widjaja  
Lie Jani Harjanto  
Monik William  
Teky Mailoa

The total remuneration paid during FY2022 to the top 5 KMPs amounted to S\$5,469,772.

The remuneration of a KMP who is also an IFM (as defined below) is disclosed in item 8.3 below. Save for this, the Company, having taken into account that the above KMPs are employed and remunerated by the Company's Indonesian subsidiaries; the relevant personnel's comments; and the size of the Company and the Group's scope of business, does not believe it to be in its interest to disclose the KMPs' remuneration, due to the highly competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the country of operation of the Group's business. In addition, such disclosure of specific remuneration information may encourage inappropriate peer comparisons and discontent, and may, in certain cases, give rise to recruitment and talent retention issues.

In view of the abovementioned reasons, the Company believes that the interests of shareholders will not be prejudiced as a result of such non-disclosure of the above KMPs' remuneration.

### 8.3 Remuneration of Employees who are Substantial Shareholders of the Company, or are Immediate Family Members of a Director/CEO (“IFM”) or a Substantial Shareholder of the Company

The remuneration paid during FY2022 to employees who are immediate family members of a Director or the CEO, and whose remuneration exceeds S\$100,000 for FY2022, being one, Mr. Michael JP Widjaja, son of Mr. Muktar Widjaja, is as follows:

Remuneration Band	Number
S\$2,250,000 to S\$2,500,000	1

Mr. Franky Oesman Widjaja and Mr. Muktar Widjaja are brothers, and Ms. Margaretha Natalia Widjaja is the daughter of Mr. Muktar Widjaja. Their remuneration is disclosed in item 8.1 above.

Other than disclosed above, none of the Directors or substantial shareholders had immediate family members who were employees and who received remuneration which exceeded S\$100,000 during FY2022.

IFM remuneration is disclosed in applicable bands of S\$250,000, instead of bands of S\$100,000, due to continuing sensitivity surrounding the issue of remuneration. The Company believes that the current format of disclosure in bands of S\$250,000, is sufficient indication of the IFM’s remuneration package.

### (III) ACCOUNTABILITY AND AUDIT (PRINCIPLES 9 TO 10)

#### **Principle 9: Risk Management and Internal Controls**

*The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.*

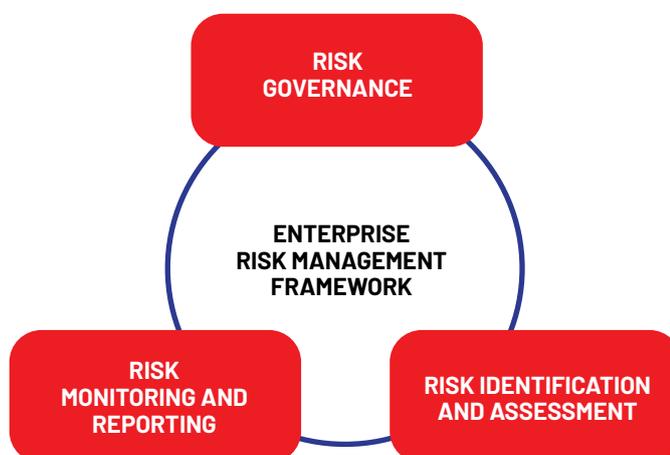
#### 9.1 Risk Management and Internal Controls – Responsibilities

The Board, with assistance from the AC, is responsible for the governance of risk by ensuring that Management maintains a sound system of risk management and internal controls, including financial, operational, compliance and information technology controls, to safeguard shareholders’ interests and the Group’s assets, and determines the nature and extent of the significant risks which the Board is willing to take in achieving strategic objectives.

#### 9.2 Enterprise Risk Management Processes

The Group has established an independent Enterprise Risk Management (“ERM”) function, headed by the Chief Risk and Sustainability Officer (“CRSO”) and supported by risk champions across all divisions to assist in ERM implementation within their respective divisions. The ERM framework implemented by the Group aligns with International Standard for Risk Management, which include ISO 31000, COSO Enterprise Risk Management Framework, and the Code.

The 3 key components of ERM framework are diagrammatically represented below:



# CORPORATE GOVERNANCE REPORT

- Risk Governance, the backbone of a robust risk management framework, sets out the risk management strategy, objectives and organisational structure for implementing ERM. It also establishes and communicates clear roles and responsibilities to support the effective functioning of the ERM structure. The Group has also implemented specific KPIs to measure the contribution of all relevant parties in ERM implementation.
- Risk Identification and Assessment, an objective process to evaluate events that may prevent the Group from achieving its strategic objectives, which includes establishing the risk appetite/parameters, assigning resources and implementing risk management processes, tools and systems to manage identified risks within acceptable levels. The ERM function facilitates the assessment of key risks and controls regularly to define the risk levels and necessary actions needed to manage such risks.
- Risk Monitoring and Reporting, provide the platform for risk reporting, controls and early warning signals as well as monitoring the effectiveness of existing controls. The ERM function actively monitors the Group's risk profile, the effectiveness of key controls and outstanding action plans using the ERM reporting platform, and in certain situations proactively facilitates the development or implementation of mitigation measures (e.g., when the impact of the risk is considered high). With regards to early warning signals, the ERM function has identified, and monitors various internal and external parameters as key risk indicators.

The ERM framework covers various risk categories as described below:

- Financial risks: In relation to the management of financial risks to which the Group is exposed, including interest rate, foreign currency, price and liquidity risks, our approach to these risks are as follows:
  - Interest rate risk: assess the Group's exposure to interest-bearing financial instruments and perform sensitivity analysis
  - Foreign currency risk: construct natural hedges where it matches revenue and expense in a single currency
  - Price risk: the Group monitors the market closely to ensure that risk exposure to the volatility of investments is kept to a minimum
  - Liquidity risk: the Group maintains a level of cash and cash equivalents and funding facilities deemed adequate by management to finance its operations
- Operational risks: The Group manages operational risks related to key business and support activities which include the following:
  - business development and marketing / leasing related risks;
  - land acquisition related risks;
  - property management related risks;
  - human capital related risks;
  - finance process related risks;
  - IT related risks; and
  - tender and procurement related risks.
- Project risks: The Group manages project risks that may occur in all phases of the property development project, including pre-construction, construction and post-construction activities. The Group has set up several controls to maintain such risks and safeguard the project development results (which include timeliness, desired quality, and cost-efficiency). The product quality has also been monitored through related key risk indicators such as Customer Acceptance ratio.
- Legal & Compliance risks: The Group manages legal and compliance requirements by establishing close relationships with relevant regulators and associations to monitor the development of legal and compliance requirements. In 2015, the Group established a Compliance Management Framework related to its operational activities. The framework sets clear roles, responsibilities and guidelines on compliance management, which includes identification process, establishment of compliance database, monitoring and tracking process.
- Strategic risks: The Group manages strategic risk by providing regular market and competitor information to relevant Group divisions so they can make necessary alignment to the respective business plan. Significant changes in market or regulatory conditions that may pose material impact on the achievement of corporate strategy are tabled in management forums to define necessary actions.

The Board recognises that risk is dynamic, thus ERM implementation requires continuous effort to improve its quality and coverage.

### Environmental, Social and Governance (“ESG”)

In December 2021, the ERM function was expanded to include ESG risk data, program and reporting headed by the CRSO. The Group has established an ESG framework which articulates governance and processes to guide ESG overall implementation. The governance includes the role of the Board, the designated committee, person-in-charge (“PIC”) for different topics, supported by sustainability champions appointed in all Group Divisions to manage ESG issues.

The Group follows four (4) key processes in the management of ESG activities, as below:



- Establishment of ESG Context: understand the business strategy and operating environment as the basis for ESG materiality issues assessment. The assessment is carried out internally and externally through stakeholder engagement programs;
- Establishment of ESG Vision and Strategy: set clear definition on the Company’s commitment to address ESG material issues and prepare the relevant strategy;
- Determination of ESG Programs and Targets: provide the Group with a comprehensive ESG program and targets that support the vision and strategy achievement; and
- Preparation of Sustainability Report: provide clear process in validating the ESG data and provide clear disclosures on the overall ESG program and performance achievement.

In relation to ESG and climate-related risk, the Group’s approach is to embed it into existing ERM processes and risk categories. ESG issues are identified as risk drivers that could aggravate the Group’s existing risk. This approach is aligned with Task Force on Climate-Related Financial Disclosure recommendation.

### 9.3 Internal Controls

The Group through its Corporate Policy Division formulates internal controls in all business activities through the development of policies and standard operating procedures. The design of internal controls related to the Group’s key risks are assessed by the ERM team as part of the annual risk assessment.

The role of the internal auditors is to assist the AC in ensuring that the Company maintains a sound system of internal controls. The internal audit function reviews the adequacy and effectiveness of the Company’s internal controls, including financial, operational, compliance and information technology controls established by Management. Every quarter, the AC, the Chief Internal Auditor (“CIA”) and Management review and discuss notable internal audit findings, recommendations and status of remediation, at AC meetings.

Furthermore, in the course of the statutory audit, the external auditors also perform a review of the adequacy and effectiveness of the Group’s material internal controls to the extent of their scope as laid out in their audit plan. Material non-compliance and internal control weaknesses noted during the audit are reported to the AC together with the recommendations of the external auditors.

# CORPORATE GOVERNANCE REPORT

## 9.4 Assurance from the CEO and the CFO

The AC and Board reviews and approves the results announcements before each release. In presenting the annual and half-yearly financial statements to shareholders, the Board aims to provide shareholders with a balanced and clear assessment of SML's performance, position and prospects.

For the financial year under review, the CEO and the CFO have provided assurance to the Board on the integrity of the financial statements of SML and its subsidiaries. For interim financial statements, the Board provided a negative assurance confirmation pursuant to Rule 705(5) of the Listing Manual.

The CEO and the CFO have given written assurance to the Board, as follows:

(a) Financial Records

The financial records of the Group for FY2022 have been properly maintained and the FY2022 Financial Statements give a true and fair view of the Group's operations and finances in accordance with the applicable financial reporting framework that are free from material misstatement; and

(b) Risk Management and Internal Controls

The internal controls, including financial, operational, compliance and information technology controls, and risk management systems in place within the Group for FY2022 are adequate and effective in addressing the material risks in the Group in its current business environment.

## 9.5 Commentary on Adequacy and Effectiveness of Internal Control and Risk Management Systems

The AC undertakes an annual assessment regarding the adequacy and effectiveness of the internal controls (including financial, operational, compliance and information technology controls) and risk management systems of the Group. In this regard, the AC is assisted by external auditors, internal auditors, CRSO and the Executive Risk Management Committee ("ERMC").

The Board is satisfied that there is appropriate and adequate review by the AC of the adequacy and effectiveness of the Company's internal controls and risk management systems established by Management.

On the basis of the assurance received from the CEO and the CFO, as well as the ERM framework established and maintained, the work performed by the ERMC, internal auditors and external auditors, the Board with the concurrence of the AC, is of the opinion that the Group's internal controls (including financial, operational, compliance and information technology controls) and risks management systems, are adequate and effective to meet the needs of the Group in its current business environment.

The Board notes that the Company's systems of internal controls and risk management provide reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen. Furthermore, the Board also acknowledge that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

### **Principle 10: Audit Committee**

*The Board has an audit committee ("AC") which discharges its duties objectively.*

## 10.1 Audit Committee Composition and Role

The AC comprises the following 3 Directors, all of whom, including the AC Chairman, are Non-executive, Independent Directors:

Lim Jun Xiong, Steven	(Appointed as AC Chairman on 1 May 2022)
Hong Pian Tee	(Stepped down as AC Chairman on 1 May 2022)
Willy Shee Ping Yah @ Shee Ping Yan	

The Board considers that the members of the AC are appropriately qualified to discharge the responsibilities of the AC. None of the members of the AC were previous partners or directors of our external auditors, Moore Stephens LLP, and none of the members of the AC hold any financial interest in Moore Stephens LLP.

The AC's roles and responsibilities are described in its terms of reference. The AC has the explicit authority to investigate any matter within its terms of reference. In addition, the AC has full access to and co-operation of Management and full discretion to invite any Director or executive officer to attend its meetings. Reasonable resources are made available to enable the AC to discharge its functions properly.

In addition to its statutory functions, the AC considers and reviews any other matters as may be agreed to by the AC and the Board. In particular, the duties of the AC include:

- (a) Reviewing significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance.
- (b) Reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems.
- (c) Reviewing the adequacy, effectiveness, independence, scope and results of the Group's internal audit function.
- (d) Reviewing the scope and results of the external audit, and the independence and objectivity of the external auditors.
- (e) Making recommendations to the Board on the proposals to the shareholders on appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors. In this regard, the AC is primarily responsible for proposing the appointment and removal of the external auditors.
- (f) Reviewing the assurance from the CEO and the CFO on the financial records and financial statements of the Group.

The AC has been delegated to assist the Board in the oversight of ERM and sustainability practices.

The AC reviews with Management, and where relevant, with the internal and external auditors, the results announcements, annual reports and financial statements, interested person transactions and corporate governance, before submission to the Board for approval or adoption.

In performing its functions, the AC meets with the internal and external auditors, and reviews the audit plans and overall scope of both internal and external audits, and the co-operation and assistance given by Management to the respective auditors. Where necessary, the AC also meets separately with the internal and external auditors whereby any issues may be raised directly to the AC, without the presence of Management. The internal and external auditors have unfettered access to the AC.

In its review of the financial statements of the Group for FY2022 ("FY2022 Financial Statements"), the AC has discussed with external auditors and Management on matters of significance which are included under "Key Audit Matters" in the Independent Auditors' Report. The AC is satisfied that those matters, ie. Revenue recognition; Valuation of development properties; and Valuation of investments at fair value, have been appropriately addressed. The AC recommended to the Board to approve the audited FY2022 Financial Statements. The Board has on 17 March 2023 approved the FY2022 Financial Statements.

## 10.2 Independence of External Auditors

Taking cognizance that the external auditors should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, the AC undertook a review of the independence of the external auditors. During the process, the AC also reviews any non-audit services provided by the external auditors to satisfy itself that the nature and extent of such non-audit services would not affect their independence. The AC confirms that after reviewing all non-audit services provided by the external auditors during FY2022, they would not, in the AC's opinion, affect the external auditors' independence. Fees for audit and non-audit services to the external auditors are disclosed in the Notes to the FY2022 Financial Statements on page 112 of this Annual Report.

The AC has recommended to the Board that the external auditors be nominated for re-appointment at the 2023 AGM.

In appointing the audit firms for the Group, the AC is satisfied that the Company has complied with Rules 712 and 715 of the Listing Manual.

## 10.3 Internal Audit

The Company has established an in-house internal audit function headed by the CIA, Ms Hamina Ali, who reports to the AC chairman. On administrative matters, the CIA reports to the CEO. The CIA holds a Bachelor degree (majoring in Accounting) from Tarumanagara University, Jakarta, Indonesia, a Master of Management from BINUS Business School (Bina Nusantara University), Jakarta, Indonesia, and is professionally qualified as a Certified Internal Auditor.

The internal audit team collectively comprises of members who have in-depth knowledge and skills of internal audit standards and best practices, risks, and controls of the business processes; knowledge of IT General and Application Controls and the organisation's industry; good communication and presentation skills; and professional certifications, i.e., Certified Internal Auditor, Certified Information Systems Auditor, Indonesia Internal Audit Practitioner, and Chartered Accountant.

In addition, members of the internal audit team regularly attend relevant public trainings as part of the continuing professional education requirements. Therefore, collectively, the internal audit function has met the Attribute Standards (i.e. Proficiency and due professional care) for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

# CORPORATE GOVERNANCE REPORT

The role of the internal auditors is to assist the AC in providing assurance on governance, risk management and internal control systems.

The AC approves the hiring and removal of the CIA and ensures that the internal audit function is adequately staffed and trained and has appropriate standing within the Company. It also ensures the adequacy and effectiveness of the internal audit function.

The annual internal audit plan is established in consultation with, but independent of, Management, and is reviewed and approved by the AC. Every quarter, the AC and Management review and discuss internal audit findings, recommendations and status of remediation, at AC meetings.

The internal auditors have unfettered access to the Group's documents, records, properties and personnel, including access to the AC.

The AC is satisfied that the Company's internal audit function is adequately resourced and has appropriate standing within the Company. It is also satisfied with the independence, adequacy and effectiveness of the internal audit function.

## 10.4 Whistle-Blowing Procedures

The Board is committed to uphold the Company's values and standards, and has put in place whistle-blowing procedures by which employees may, in confidence and without fear of retaliation, raise concerns or complaints about possible improprieties in financial reporting or other matters including fraud, corruption and misconduct. In 2022, the Company implemented whistle-blowing system (WBS) managed and operated by a well-known auditing firm. The WBS provides multiple reporting channels including web based portal, aimed to provide easy access for employees to report.

The AC is responsible for oversight and monitoring of whistle-blowing.

Under these procedures, the AC may, if it deems appropriate, engage appropriate external independent advisors, at the Company's expense, to independently investigate concerns or complaints made in good faith, and to take appropriate follow-up actions.

The Company is committed to treat all complaints as confidential, and to ensure the anonymity of the whistle-blower concerned will be maintained until the whistle-blower indicates that he or she does not wish to remain anonymous, to protect the whistle-blower against detrimental or unfair treatment.

## 10.5 Annual Confirmation on Procedures relating to Rights of First Refusal ("ROFR")

In accordance with paragraph 4.2 of the circular dated 12 November 2014 ("Circular") to shareholders of the Company, the AC confirms that no ROFR (details of which are set out in the Circular) has been granted to and/or exercised by Bund Center Investment Ltd and the Company for FY2022.

## (IV) SHAREHOLDER RIGHTS AND ENGAGEMENT (PRINCIPLES 11 TO 12)

### **Principle 11: Shareholder Rights and Conduct of General Meetings**

*The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, positions and prospects.*

## 11.1 Shareholder Rights

The Company recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that the Company's shareholders are treated fairly and equitably, and their rights are protected.

The Company is committed to providing shareholders with adequate, timely and sufficient information pertaining to the Group's business which could be trade-sensitive or materially impact the Company's share price or value.

All shareholders of the Company are entitled to attend and vote at general meetings. In 2017, the Constitution was amended to include provisions to facilitate the sending of documents, including circulars and annual reports, to shareholders, using electronic communications. In that year, the Listing Manual was also amended to allow such electronic communications. Since 2018, the Company used electronic communications to transmit annual reports and other documents to shareholders. The annual report and other documents are released via SGXNET and are also made available on the Company website<sup>1</sup>, and all shareholders of the Company receive a printed letter on how to access the said documents. They also receive the printed notice of AGM, proxy form and request form for printed version of the annual report and appendices. The notice of AGM and accompanying documents are also released via SGXNET.

## 11.2 Conduct of Shareholders' Meetings

In view of the ongoing COVID-19 pandemic, the Company conducted its 2022 AGM held on 29 April 2022 by electronic means via live webcast. Shareholders were given the opportunity to communicate their views and to engage the Board and Management on the Group's business activities and financial performance by pre-submitting their questions before the 2022 AGM. Directors are encouraged to attend shareholders' meetings and all Directors were visibly present at the online 2022 AGM. The external auditors, Share Registrar & Poll Agent, and Scrutineer were also present online.

At shareholders' meetings, each distinct issue is proposed as a separate resolution.

At the 2022 AGM, voting was carried out only by proxy given to the Chairman of the AGM. Results of the voting were released on SGXNET after the 2022 AGM as well as the presentation slides and answers to shareholders' questions. The Minutes of the 2022 AGM was also released on SGXNET within one month of the event.

## 11.3 Dividend Policy

Based on Management recommendations, the Directors determine the amount, if any, of dividends to be declared taking into account all relevant factors such as the Group's net profit attributable to shareholders, financial performance, future capital expenditure requirements, business expansion plans and general economic conditions. Any payouts will be clearly communicated to shareholders via announcements posted on SGXNET.

### **Principle 12: Engagement with Shareholders**

*The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.*

## 12.1 Engagement with Shareholders

The Company is committed to engaging our shareholders and the investment community regularly with timely, balanced, transparent and accurate information to make well-informed decisions. To ensure regular dialogues, the Company has a dedicated investor relations ("IR") team that facilitates the effective communication of information to our various stakeholders through multiple platforms.

The Company does not practice selective disclosure of material information. The Company conveys material information through announcements made via SGXNET, and is required to comply with the Listing Manual on the continuous disclosure obligations. Results announcements and annual reports are announced or issued within the specified/stipulated period. Since 2022, in accordance with amendments on mandatory quarterly reporting under Rule 705 of the Listing Manual, the Company has announced its unaudited financial statements for the half-year and full year in the format prescribed by the Listing Manual.

The Company's financial results, together with the accompanying presentation slides and press releases, were announced, during 2022, on a semi-annually basis and the date of release of the financial results disclosed two weeks in advance via SGXNET announcement. In conjunction with the release of the financial results, the Management conducted a joint briefing for research analysts and media representatives to keep them abreast of the Company's financial performance and business operations.

1 <http://www.sinarmasland.com/annual-reports>

# CORPORATE GOVERNANCE REPORT

As Singapore transit from COVID-19 pandemic to endemic, the Company has resumed certain physical gatherings and face-to-face interactions in accordance to Singapore's Ministry of Health directives and preventive measures. During 2022, the Company continued to proactively engage investors and the investment community through both physical and virtual investor meetings and dialogues, as well as tele-conferences to keep them apprised of its corporate development and financial performance. However, the Company continues to practice safe management measures to protect the well-being of its stakeholders.

The Company welcomes enquiries and feedback from shareholders and the investment community. Enquiries can be addressed to the IR team at [investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg) or by post to 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535. The Company endeavours to respond to queries within three (3) business days or whenever earliest possible.

More on IR can be found on page 53 of this Annual Report.

## (V) MANAGING STAKEHOLDER RELATIONSHIPS (PRINCIPLE 13)

### **Principle 13: Engagement with Stakeholders**

*The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.*

The Group constantly engages a broad range of stakeholders, including customers, national and local governments, local communities, non-governmental organisations, interest groups and industry associations, shareholders, investors and analysts through various avenues. Our Management carefully considers the occasionally diverging interests of these diverse groups and integrates them into our business strategy. To better serve the needs of our stakeholders, there will be designated person-in-charge taking charge of the respective stakeholder to maintain active engagement.

Throughout the reporting period, we have engaged external stakeholders through virtual channels, such as annual surveys, virtual shareholder meetings, dialogues sessions with the investment community, semi-annual financial analyst calls, customer satisfaction surveys, engagement of local communities through education and healthcare initiatives, and our work with various government entities on joint public infrastructure projects (e.g. toll roads or public transport).

More details of our stakeholders' engagement can be found in our Sustainability Report which will be published later. Also, stakeholders can reach out to the Company via our email address, [investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg) or by post to 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535.

## (VI) DEALINGS IN SECURITIES

The Company complies with Rule 1207(19) of the Listing Manual on dealings in securities, and has devised and adopted its own internal compliance code to provide guidance with regard to dealings in the Company's securities by the Company, its Directors and officers, including the prohibition on dealings in the Company's securities on short-term considerations.

Dealings in the Company's securities are prohibited during the period commencing (i) two weeks before the announcement of the Company's first, second and third quarter results (if the Company announces its quarterly results, whether required by the SGX-ST or otherwise) and (ii) one month before the announcement of the Company's half year and full year results (if the Company does not announce its quarterly results), and ending on the date of the announcement of the results. Such dealings in the Company as well as other listed companies' securities are also prohibited whilst in possession of unpublished material price-sensitive information in relation to those securities.

## (VII) INTERESTED PERSON TRANSACTIONS

Particulars of interested person transactions required to be disclosed under Rule 907 of the Listing Manual as as follows:

Name of interested person ("IP")	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate* pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate* pursuant to Rule 920 (excluding transactions less than S\$100,000)
		S\$	S\$
Golden Agri International Pte Ltd	#1	336,000	-
Golden Agri Plaza Pte Ltd	#1	149,448	-
PT Asuransi Sinar Mas	#1	-	1,354,659
PT Asuransi Jiwa Sinarmas MSIG Tbk	#1	-	125,728
PT Bank Sinarmas Tbk #2	#1	-	40,113,900
PT Bank Sinarmas Tbk #3	#1	-	4,738,174
PT Borneo Indobara	#1	-	3,263,229
PT Cakrawala Mega Indah	#1	-	258,760
PT Dalligent Solusi Indonesia	#1	-	269,082
PT Eka Mas Republik	#1	-	886,649
PT Gema Kreasi	#1	-	3,215,240
PT Indah Kiat Pulp & Paper Tbk	#1	-	1,833,900
PT Lontar Papyrus Pulp & Paper Industry	#1	-	118,644
PT Otoraja Network Indonesia	#1	-	237,535
PT Pabrik Kertas Tjiwi Kimia Tbk	#1	-	519,858
PT Pelita Reliance International Hospital #4	#1	-	17,002,898
PT Sinarmas Asset Management	#1	-	436,395
PT Sinar Mas Agro Resources and Technology Tbk	#1	-	2,061,320
PT Sinarmas Cakrawala Persada	#1	-	760,072
PT Sinarmas Sekuritas	#1	-	1,323,860
PT Sinarmas Sentra Cipta	#1	-	2,149,494
PT Smart Telecom	#1	-	316,286
PT Smartfren Telecom Tbk	#1	-	327,346
PT Surya Kalimantan Sejati	#1	-	181,441
<b>Total</b>		<b>485,448</b>	<b>81,494,470</b>

Notes:

\* Renewed at SML's AGM on 29 April 2022 pursuant to Rule 920 of the Listing Manual.

#1 These IPs are regarded as associates of SML's controlling shareholder under Chapter 9 of the Listing Manual on interested person transactions.

#2 Time deposits and current account placements with PT Bank Sinarmas Tbk during the year. Principal amount of placements as at 31 December 2022 is approximately S\$10.33 million.

#3 This relates to leasing contract(s) signed with PT Bank Sinarmas Tbk as lessee.

#4 Comprise mainly of sale of land to IP.

# CORPORATE GOVERNANCE REPORT

## ADDITIONAL REQUIREMENTS UNDER RULE 720(6) OF THE LISTING MANUAL

Information relating to Directors seeking re-appointment at the 2023 AGM is as follows:

Name of Director	MUKTAR WIDJAJA ("MW")	MARGARETHA NATALIA WIDJAJA ("MNW")
Date of Appointment	10 March 1997	14 December 2010
Date of last re-appointment (if applicable)	27 April 2020	27 April 2020
Age	68	41
Country of principal residence	Indonesia	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	Please refer to item 4.5 on page 25 of this Annual Report.	Please refer to item 4.5 on page 25 of this Annual Report.
Whether appointment is executive, and if so, the area of responsibility	Executive. In consultation with the Executive Chairman, to implement measures to achieve the goals and strategic direction of the Group as formulated by the Executive Chairman; and manage the operations of the Group.	Executive. Assists the Chief Executive Officer in the operations, strategic development of the Group, formulating the Group's business plans and strategies, and is also responsible for the Group's Enterprise Risk Management activities and corporate governance initiatives.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Executive Officer Member of BC	Executive Director Member of BC
Professional qualifications Working experience and occupation(s) during the past 10 years	Please refer to page 12 of this Annual Report.	Please refer to page 13 of this Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	Please refer to item 3 on page 76 of this Annual Report	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Brother of Mr. Franky Oesman Widjaja, and father of Ms. Margaretha Natalia Widjaja, both Directors of the Company. Father of Mr. Michael JP Widjaja, Vice President Director of PT Bumi Serpong Damai Tbk and President Commissioner of PT Paraga Artamida, both principal subsidiaries of the Company.	Daughter of Mr. Muktar Widjaja and niece of Mr. Franky Oesman Widjaja, both Directors of the Company. Sister of Mr. Michael JP Widjaja, Vice President Director of PT Bumi Serpong Damai Tbk and President Commissioner of PT Paraga Artamida, both principal subsidiaries of the Company.
Conflict of interests (including any competing business)	Nil	Nil

Name of Director	MW	MNW
Undertaking (in the format set out in Appendix 7.7) under Rule 720 (1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships#	<p><u>Past (for the last 5 years)</u></p> <p>–</p> <p><u>Present</u></p> <p>AFP Gardens (Tanjong Rhu) Pte Ltd                      AFP Hillview Pte Ltd                      AFP Land Limited                      AFP Land (Malaysia) Sdn Bhd                      AFP Resort Development Pte Ltd                      AFP Resort Marketing Services Pte Ltd                      Amcol (China) Investments Pte Ltd                      Anak Bukit Resorts Sdn Bhd                      Bali Indowisata Pte Ltd                      Golden Agri Plaza Pte Ltd                      Golden Agri-Resources Ltd                      Golden Ray Development Pte Ltd                      PT Sinar Mas Cakrawala                      PT Sinarindo Gerbangmas                      PT Sinar Syno Kimia                      Sinarmas Land (HK) Limited                      Sinarmas Land Overseas Holding Pte Ltd</p>	<p><u>Past (for the last 5 years)</u></p> <p>GMN No 2 Limited                      Prime Glory Capital Limited                      SML Brook Partners Pte Limited                      SML Jersey Brook Pte Limited                      SML Jersey Properties Pte Limited                      SML Chancery Pte Limited                      SML Great Pte Limited                      Horseferry Property Limited                      Mountain Ranch Group Limited</p> <p><u>Present</u></p> <p>Agamemnon S.a r.l.                      Ascent Wealth Investment Limited                      Bali Indowisata Pte Ltd                      Finneland Properties Pte Ltd                      Global Hamilton International Ltd                      Golden Moment Limited                      Global Prime Capital Pte Ltd                      Global Prime Treasury Pte Ltd                      Golden Ray Development Pte Ltd                      JF Capital Management Ltd                      Lotus Venture Asset Management Limited                      Lyon Investments Limited                      Massingham International Limited                      Multiple Achieve Group Limited                      Peninsula Bay Inc                      PRB (L) Ltd                      Rainbowland Holdings Limited                      Sinarmas Land Overseas Holding Pte Ltd                      Sinar Mas Holding Limited                      SM Golden Land Pte. Ltd.                      SML Alpha S.a r.l.                      SML Brook England (HK) Limited                      SML Invite Fund Management VCC                      SML Strand Limited                      SML Strand Property Limited                      SML Victoria Limited                      Sunny Vantage Investment Limited                      Triton Court GP Limited                      Triton Court Nominee (Newco) Limited</p>

\* "Principal Commitments" has the same meaning as defined in the Code.

# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9).

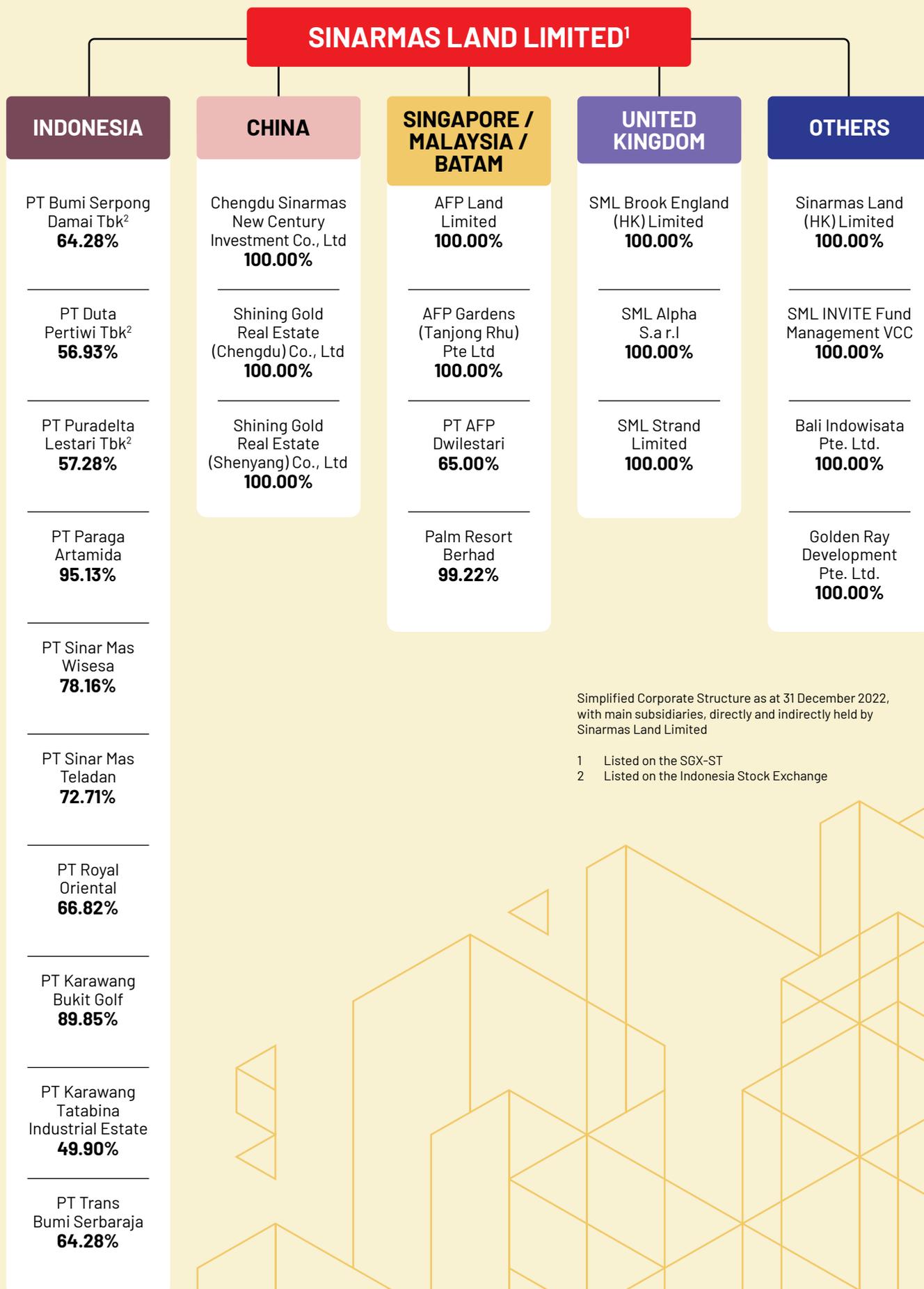
# CORPORATE GOVERNANCE REPORT

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.

	Name of Director	MW	MNW
(a)	Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?	No	No
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he/she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c)	Whether there is any unsatisfied judgment against him/her?	No	No
(d)	Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such purpose?	No	No
(e)	Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such breach?	No	No
(f)	Whether at any time during the last 10 years, judgment has been entered against him/her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his/her part, or he/she has been the subject of any civil proceedings (including any pending civil proceedings of which he/she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his/her part?	No	No
(g)	Whether he/she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h)	Whether he/she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i)	Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him/her from engaging in any type of business practice or activity?	No	No
(j)	Whether he/she has ever, to his/her knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-	Yes*	No
	(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or		
	(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or		
	(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or		
	(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere.		
	In connection with any matter occurring or arising during that period when he/she was so concerned with the entity or business trust?		
(k)	Whether he/she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

\* MW has been a Director of the Company since 1997. In 2001, the Company (then known as Asia Food & Properties Limited ("AFP")) was investigated by the Commercial Affairs Department ("CAD"). As far as MW is aware, the CAD had completed its investigations against AFP and no further action was taken against AFP. As far as MW is aware, he was not the subject of any investigation and no action has ever been taken against him by the CAD.

# SIMPLIFIED CORPORATE STRUCTURE



Simplified Corporate Structure as at 31 December 2022, with main subsidiaries, directly and indirectly held by Sinarmas Land Limited

- 1 Listed on the SGX-ST
- 2 Listed on the Indonesia Stock Exchange

# FINANCIAL REVIEW



Mirroring the increase in revenue and gross profit, the Group's FY2022 EBITDA reported an **increase of 75.4% to S\$754.5 million, with EBITDA margin climbing 8.7 percentage points to 56.7%** in FY2022.



In 2022, the global economy experienced a positive shift after a volatile year in 2021. This was due to increased vaccinations and the adoption of an endemic approach towards COVID-19 by countries worldwide. However, uncertainties such as disruptions in the global supply chain, the ongoing Russia-Ukraine war, inflation-led rate hikes, and the potential threat of new COVID-19 variants and infection waves still pose a challenge to the path of economic recovery.

Despite these challenges, the Group's revenue surged by 48.8%, achieving a record revenue of S\$1,331.7 million for FY2022 driven primarily by higher sale of commercial and industrial land parcels, coupled with higher revenue recognised from residential units and commercial shophouses in Indonesia. Earnings per share swelled to 8.07 Singapore cents per share from 3.42 cents last year.

Following the reopening of international borders and an influx of travellers, the Group's hospitality business has witnessed an improvement in revenue and occupancy. Likewise, rental income from the Indonesia Property Segment improved mainly due to improved occupancy and higher average rental rate, as well as the inclusion of rental income generated from the newly opened AEON Mall Southgate in Jakarta. Rental income from the UK Property Segment also improved, deriving from our recently acquired Strand Building and the upward rental reviews for Alphabet Building. These abovementioned factors resulted in the Group's recurring income improving 32.5% year-on-year to S\$153.4 million.

In line with the increase in land sales, which typically generate higher profit margins, the Group's gross profit improved by 77.0% to S\$964.5 million in the current year compared to FY2021. Consequently, the overall gross profit

margin was higher at 72.4% compared to 60.9% in FY2021.

Total operating expenses increased 31.6% to S\$313.5 million during the current year compared to S\$238.1 million in FY2021 attributable to higher promotion and marketing costs corresponding with the higher revenue achieved by the Indonesia Property Segment. General and administrative expenses also posted a 26.7% increase due to higher salaries and related costs, coupled with the absence of a one-off reversal of post-employment benefits following changes to Indonesia's labour law requirements in FY2021.

Mirroring the increase in revenue and gross profit, the Group's FY2022 EBITDA reported an increase of 75.4% to S\$754.5 million, with EBITDA margin climbing 8.7 percentage points to 56.7% in FY2022.

Net finance expenses increased from S\$126.3 million in FY2021 to S\$138.6 million in FY2022, mainly attributed to lower interest income following the redemption and settlement of various interest-bearing financial instruments during the current year.

The Group recorded a S\$28.6 million share of loss from joint ventures following a S\$58.6 million reversal of unrealised gain from the sale of land from our subsidiaries to joint ventures in our Indonesia Property Segment in FY2022. Without this reversal, the Group's share of profit in joint ventures would have increased from S\$18.3 million to S\$30.0 million in FY2022. Likewise, the Group's share of profit from associated companies dipped from S\$17.4 million to S\$3.8 million mainly due to a S\$7.4 million reversal of unrealised gain from sale of land from our subsidiaries to associated companies, as well as a lower share of fair value gain of investment in an associated company in Indonesia.

The Group posted a decrease in net other operating income from S\$15.5 million in FY2021 to S\$4.5 million in FY2022, mainly due to fair value losses from financial assets. Arising from the weakening of foreign currencies against the Singapore Dollar, the Group recognised a net foreign exchange loss of S\$28.1 million in the current year.

In FY2022, the Group posted an exceptional gain of S\$87.7 million from the disposal of a UK subsidiary, Horseferry Property Limited, which owned Horseferry Building located in Victoria, Central London. Overall, the Group achieved a record net profit attributable to Owners of the Company of S\$343.6 million in FY2022, 135.8% higher than S\$145.7 million in FY2021.

The Group's balance sheet remained strong as of 31 December 2022, with total assets of S\$7.7 billion, cash and cash equivalents of S\$1.5 billion and a positive cash position net of current outstanding debt, demonstrating the strong solvency of the Group to meet future liabilities and poised for further growth in the near future with more acquisitions and new investments.

Indonesia Segment comprises mainly of BSDE, DUTI and DMAS, and other

INDONESIA PROPERTY SEGMENT ("INDONESIA SEGMENT")	
REVENUE (S\$ MILLION)	
<b>2022</b>	2021
<b>1,265.9</b>	<b>850.1</b>
EBITDA (S\$ MILLION)	
<b>2022</b>	2021
<b>747.8</b>	<b>415.8</b>



unlisted Indonesian businesses, but excludes Batam which is grouped under International Business Segment due to its relative proximity to Singapore. BSDE owns and develops BSD City, one of the biggest satellite township developments in the country, located 25km west of Central Jakarta, Indonesia. BSDE also holds a majority stake in DUTI, which develops superblocks and commercial properties for small and medium-sized enterprises. DMAS engages in the Kota Deltamas industrial township's development and operations, sitting 37km east of Central Jakarta, Indonesia.

Indonesia Segment's revenue rose 48.9% to S\$1,265.9 million, mainly due to the stellar performance from the sale of commercial and industrial land, commercial shophouses and housing in BSD City, coupled with improved rental income from AEON Mall Southgate.

During FY2022, Indonesia Segment also posted S\$91.7 million revenue from toll road operations and the fair value of construction service recognised from constructing the toll road.

Deriving a large portion of its revenue from higher profit margin sale of commercial and industrial land, as well as commercial shophouses, Indonesia Segment's gross profit increased 77.8% year-on-year to S\$924.8 million in FY2022, with gross profit margin surging to 73.1% in FY2022 compared to 61.2% same time last period. Consequently, Indonesia Segment's EBITDA increased by 79.8% to S\$747.8 million.

Indonesia Segment's operating expenses increased to S\$284.4 million or 32.3% more year-on-year due to higher marketing commission in line with higher sales, advertising and promotion costs from BSDE's

developments, as well as increased salary and related expenses from increased headcount. The higher net finance cost was mainly due to decreased interest income following the redemption and settlement of certain financial instruments during the year.

As mentioned earlier, Indonesia Segment recorded a share of loss from joint ventures of S\$28.5 million compared to a profit of S\$15.5 million year-on-year, mainly due to the reversal of S\$58.6 million unrealised gain from the sale of land to joint ventures in FY2022.

Overall, the Indonesia Segment's net profit attributable to Owners of the Company surged 119.9% to S\$305.9 million in FY2022 compared to S\$139.2 million in FY2021.

# FINANCIAL REVIEW

## INTERNATIONAL BUSINESS SEGMENT (EX. UNITED KINGDOM PROPERTY SEGMENT) ("INTERNATIONAL EX-UK SEGMENT")

### REVENUE (S\$ MILLION)

<b>2022</b>	2021
<b>17.4</b>	<b>10.2</b>

### EBITDA (S\$ MILLION)

<b>2022</b>	2021
<b>(26.7)</b>	<b>(7.9)</b>

The International Business Segment is engaged in the investment and development of commercial and residential properties in the United Kingdom, China and Singapore, as

well as ownership and management of hotel and resorts in Johor, Malaysia and Batam, Indonesia. In addition, the International Business Segment holds long-term investments in Australia and investments in various privately-held funds and quoted securities. Although the United Kingdom Property Segment is within the International Business Segment, it is reported separately to meet the quantitative thresholds required by SFRS(I) 8 for reportable segments. The International ex-UK Segment comprises all businesses within International Business that is outside the United Kingdom, including SML Singapore corporate office overhead costs.

The International ex-UK Segment recorded higher revenue of S\$17.4 million in FY2022 compared to S\$10.2 million in FY2021, mainly contributed from the sales recognition of 58 Kaina Tower apartment units within the Nuvasa Project Development in Batam upon handover to buyers. The

hospitality and golfing businesses in Johor and Batam, which relies heavily on overseas travellers, also contributed to the revenue improvement due to the reopening of the international border in FY2022.

However, the International ex-UK Segment recorded a negative EBITDA of S\$26.7 million in FY2022 compared to a negative EBITDA of S\$7.9 million a year ago, mainly due to the realised loss from redemption of financial investments, coupled with expected credit loss provision in relation to a third party receivable.

Overall, International ex-UK Segment recorded a net loss attributable to Owners of the Company of S\$51.8 million in FY2022 compared to a loss of S\$18.4 million in FY2021, mainly attributable to a net foreign exchange translation loss of S\$28.0 million resulting from the weakening of foreign currencies against Singapore Dollar.



Malaysia - Palm Resort Golf & Country Club



UK - Strand Building

**UNITED KINGDOM  
PROPERTY SEGMENT  
("UK SEGMENT")**

**REVENUE (S\$ MILLION)**

<b>2022</b>	2021
<b>48.4</b>	<b>34.7</b>

**EBITDA (S\$ MILLION)**

<b>2022</b>	2021
<b>34.8</b>	<b>23.0</b>

As of 31 December 2022, the UK Segment owns two Grade A office investment properties in Central London being Alphabeta Building and Strand Building. During the year, the Group disposed of Horseferry Property

Limited, which owns the investment property, Horseferry Building in Central London. This marks the third successful and profitable divestment for the UK Segment since the Group's foray into UK in 2013.

All of our UK investment properties are leased on 'Triple Net Lease' agreements, i.e. tenants would bear all operating costs relating to the leased premises, including building taxes, insurance and maintenance costs. Outside of Indonesia, the UK Segment is the Group's next most sizeable and profitable segment.

The increase in UK Segment's FY2022 revenue is derived mainly from the newly acquired Strand Building on 30 June 2022, which contributed S\$9.2 million in revenue, coupled with higher rental revenue from Alphabeta Building following upward rental reviews in FY2022.

In line with the higher revenue recorded, the gross profit for FY2022 improved by S\$10.2 million to S\$30.3 million. Correspondingly, the UK Segment recorded a higher EBITDA of S\$34.8 million in FY2022 as compared to S\$23.0 million in FY2021. A higher net finance cost partially negated the good result due to higher interest expenses from raising interest rates in FY2022.

Following the disposal of Horseferry Property Limited in August 2022, the UK Segment posted an exceptional gain of S\$87.7 million arising from the transaction compared to an exceptional gain of S\$24.4 million pertaining to the disposal of SML Great Pte Limited in FY2021.

Overall, UK Segment posted a net profit attributable to Owners of the Company of S\$89.4 million in FY2022 compared to S\$25.0 million in FY2021.

# OPERATIONS REVIEW



The Indonesian economy, where the bulk of our operation lies, was able to buck the global trend with a **record GDP growth of 5.31% for 2022**, the highest in almost a decade.



The Group entered 2022 with cautious optimism as COVID-19 restrictions gradually eased. The ongoing vaccination regime and the reopening of international borders have provided much-needed reprieve as we look toward broad economic recovery and resumption of social activities. Despite beginning the year with an initial positive outlook, global recovery was dampened by decade-high inflation led by disruption to global supply chain, higher demand for goods, labour shortage and Russia's invasion of Ukraine. To rein in inflation, central banks across the globe increased interest rates to tighten liquidity in a bid to restore price stability and alleviate cost-of-living pressures.

## INDONESIA

The Indonesian economy, where the bulk of our operation lies, was able to buck the economic headwinds with a record GDP growth of 5.31% for 2022, the highest in almost a decade. Being a key commodity exporter, Indonesia benefitted from the soaring demand for commodities globally. On the domestic front, the loosening of COVID-19 restrictions, coupled with a slew of favourable fiscal and monetary policies, has played a crucial role in increasing domestic consumption and economic activities.

Despite the ongoing pandemic-related volatilities and business uncertainties, foreign investors continue to be attracted by Indonesia's strong economic fundamentals, young working population, huge market growth potential, increased infrastructure developments and pro-business government policies.

## TOWNSHIPS

[BSD City - the "First Integrated Smart Digital City" in Indonesia](#)

BSDE's flagship development, BSD City, is one of Indonesia's largest

privately developed townships with development rights to approximately 5,950 hectares of land. Located in Tangerang Regency, approximately 25km southwest of Jakarta, BSD City is well-connected to Jakarta and other parts of Greater Jakarta by toll roads and railways. It comprises residential estates and commercial sub-town centres, including commercial and industrial facilities, schools, hospitals, parks, and other amenities. In 2022, President Joko Widodo inaugurated the commencement of Serpong-Balaraja Toll Road Section 1A. Listed as a national strategic project, Serpong-Balaraja Toll Road will significantly improve connectivity and accessibility to BSD City and its surroundings.

Rapid technological advancement and digitalisation have disrupted the way many traditional businesses operate. By analysing future trends and nurturing a pro-innovation culture, the Group envisioned BSD City as the "First Integrated Smart Digital City" in Indonesia with a mature digital ecosystem. At the heart of this vision is Digital Hub. Dubbed as "the Silicon Valley" in Indonesia, the 26 hectares Digital Hub is a community dedicated to housing startups, educational institutions, multinational and domestic corporations in the technology industry. Located within BSD City's Green Office Park, it is

currently home to companies such as Apple Inc., Binar Academy, Traveloka, Huawei, MyRepublic, Sale Stock, Orami, EV Hive, Techpolitan, Purwadhika, Geeks Farm and Plug & Play Indonesia.

Capitalising on the positive economic momentum, BSDE launched the "Double Dream" marketing program, offering discounts and subsidies to customers seeking homeownership. Together with numerous other high-quality launches, BSDE achieved a stellar marketing sales of IDR8.8 trillion or 114% of its full-year 2022 target of IDR7.7 trillion.

## Kota Deltamas

Kota Deltamas is a modern self-sustainable, integrated township consisting of industrial, commercial and residential estates. Strategically located at the epicentre of the industrial corridor between Jakarta and Cikampek, West Java, the 3,185 hectares development has direct access at KM 37 of the Jakarta-Cikampek toll road. Building on the joint expertise and network of Sinarmas Land and Sojitz Corporation, Kota Deltamas has transformed into a modern integrated township development with its master developer, DMAS, becoming a publicly listed company in 2015 after listing its shares on the Indonesia Stock



Exchange. SML has an effective controlling stake of 57.28% in DMAS as of 31 December 2022.

In the eastern part of Jakarta, Kota Deltamas operates one of the largest integrated industrial estates, Greenland International Industrial Centre (“GIIC”), with proximity to major transportation and international logistics hub including Tanjung Priok International Port and Soekarno-Hatta International Airport. It is situated along the Jakarta-Cikampek toll road, one of the vital transportation infrastructures in Indonesia, making Kota Deltamas an ideal location for businesses and consumers.

Indonesia industrial sector has demonstrated strong resilience during the COVID-19 pandemic as foreign investors continue believe in Indonesia economic fundamentals and growth potential. Leveraging on its strategic location and comprehensive facilities and infrastructure, Kota Deltamas achieved a commendable marketing sales of IDR1.86 trillion, marginally above the full-year 2022 target of IDR1.80 trillion, primarily through industrial land sales to data centres powered by the rapid growth in digital lifestyle and cloud services.

### RESIDENTIAL AND SHOPHOUSES – MAJOR LAUNCHES IN FY2022

#### Aerra by Eonna, BSD City

Embodied the “Korean Living” theme, Aerra by Eonna features a 3-storey abode designed with an elegant tropical modern façade for style and elegance.

The spacious interior aids in air circulation and allows natural light to penetrate. Furthermore, Aerra also comes with an inner courtyard, smart

home features, and electric vehicle charging capability.

Alongside the residences, Aerra also comes with a beautifully crafted exclusive private club, lounge and garden that can cater for various activities needed for individuals and families.

Aerra offers 85 units for purchase with prices ranging from IDR4.8 to 8.0 billion per unit with a specification of 192 sqm to 325 sqm of building area and land area ranging from 112 sqm to 180 sqm.

#### Campton, BSD City

BSDE launched Campton - a 3-storey building strategically located in Phase 2 of BSD City. This commercial offering sits right by the frontage of the University of Atmajaya, surrounded by mature residential areas and located less than 1 km away from Serpong-Balaraja toll gate.

Campton is designed with a modern facade suitable for various businesses such as office space, food and beverage and retail outlets and is well-positioned to meet the growing demand for business spaces as the economy recovers.

Campton offers 80 commercial units with prices ranging from IDR2.0 to 3.0 billion per unit with a specification of 100 sqm to 113 sqm of building area and land area from 36 sqm to 64 sqm.

#### Chava, BSD City

Riding on the successful launches of the Tanakayu residences clusters, BSDE launched Chava - the fifth cluster within the Tanakayu area located in Phase 3 of BSD City. This

new luxury residential cluster is within reach of essential amenities such as QBig Mall, Astra Business Centre and Indonesia Convention Exhibition (“ICE”).

7 m wider than all other units in Tanakayu area, the double-storey residence is creatively designed to harness every space while maintaining an open and modern concept. In addition, Chava offers an open space rooftop, “hidden room” for privacy and fully furnished “expendable” family room with outdoor area.

Chava offers 121 fully furnished units with prices ranging from IDR3.0 to 4.1 billion per unit with a specification of 126 sqm of building area and land area from 84 sqm to 134 sqm.

#### Enchante, BSD City

BSDE launched Enchante - a 7-hectare residential development located in Phase 2 of BSD City, located conveniently within proximity of amenities such as QBig Mall, Eka Hospital, Astra Business Centre, and directly connected to ICE.

This luxurious designed 3-storey residence comes fully furnished with a private lift, and a wide selection of facilities such as Club House and various sports facilities for its residents.

Enchante offers 112 units with prices ranging from IDR10.6 to 28.1 billion per unit with a specification of 220 sqm to 598 sqm of building area and land area from 398 sqm to 760 sqm.

#### Greenwich Business Park, BSD City

BSDE launched Greenwich Business Park - a new business area strategically located near Greenwich Residence and connection to major commercial amenities, including Foresta Business Loft, Aeon Mall and Intermoda Cisauk commuter line station.

The modern 3-storey building feature a high ceiling that promote cross-ventilation airflow system, provides maximum air circulation, complete with a balcony and double layer parking area.

Greenwich Business Park offers 82 units with prices ranging from IDR3.4 to 5.1 billion per unit with a specification of 154 sqm to 205 sqm of building area and land area from 58 sqm to 86 sqm.



# OPERATIONS REVIEW



## Kanade, BSD City

BSDE launched Kanade cluster within BSD City ZORA area – a joint venture project with Mitsubishi Corporation. This Japanese-theme residential development is located in the centre of BSD City and strategically connected to various facilities such as IPEKA School, QBig Mall and 40 minutes from Soekarno-Hatta International Airport.

Each residential unit comes fully equipped with an elevator and intelligent home system to facilitate the occupant's daily activities. This residential offering also includes facilities such as a Japanese-style Clubhouse equipped with Kid's Golf, Kid's Daycare, Multifunction Area, Sauna, Tennis Court and Onsen Pool.

Kanade offers 56 units with prices ranging from IDR6.5 to 14.0 billion per unit with a specification of 240 sqm to 485 sqm of building area and land area from 136 sqm to 264 sqm.

## Laurel NAVA Park, BSD City

BSDE launched Laurel – a 3-storey residential development jointly developed by BSDE and Hongkong Land. Located in NAVA Park, the brand-new residential cluster boosts facilities such as a 10-hectare Botanical Park and 2.7-hectare Country Club, as well as many other outdoor and indoor facilities. Not to mention the proximity to a wide array of amenities such as The Breeze Mall, Jakarta Nanyang International School and Foresta residential cluster.

Laurel offers 15 units in the first phase with prices starting from IDR12.0 to 15.0 billion per unit with a specification of 441 sqm to 445 sqm of building area, and land area from 276 sqm to 381 sqm.

## Lumina, BSD City

BSDE launched Lumina – the first residential cluster within a new development area called The Ostara. Located in Phase 3 of BSD City, The Ostara is located in proximity to essential amenities and public services.

The fully furnished Lumina offers a tropical industrialist design concept where every corner of the available space is properly utilised. Lumina also comes with a multifunctional room that can be configured to suit the occupants' needs.

Lumina offers 99 units for purchase with a price ranging from IDR1.8 to 2.9 billion per unit with a specification of 62 sqm of building area and land area ranging from 50 sqm to 100 sqm.

## New Westfield, Grand Wisata

Grand Wisata Bekasi launched New Westfield – a premium 3-storey shophouse with strategic access to major toll roads and surrounded by

mature residential estates, namely La Monte, Garden Terrace, Water Terrace, and Cherry Ville.

With its high ceiling, New Westfield provide owners the flexibility to create a mezzanine level between the 1st and 2nd floors, catering to the various needs and requirements of their businesses.

New Westfield offers 22 units with price starting from IDR2.3 to 3.0 billion per unit with a specification of 106 sqm to 131 sqm of building area and land area from 50 sqm to 62 sqm.

## North Point Two, BSD City

BSDE launched North Point Two – a joint-development with Hongkong Land within NAVA Park area. The 5-storey shophouse is enclaved within prominent residential clusters such as De Park and Foresta, with easy access to BSD Green Office Park.

North Point Two is designed with individual access to each unit, allowing diverse businesses to be easily housed under one roof, providing flexibility to meet the needs of unique business requirements.

North Point Two shophouse is priced from IDR20.0 to 20.3 billion per unit with a specification of 652 sqm of building area and land area of 155 sqm.

## COMMERCIAL AND RETAIL

### Sinar Mas Land Plaza, Jakarta / Surabaya / Medan

Despite the relatively positive sentiment in Indonesia, businesses remain cautious and hold off major decisions for their office relocations or expansions



in anticipation of the possible global economic recession in the near term. Overall occupancy for commercial offices remains muted, with landlords offering generous discounts on their rental rates to retain and attract new tenants into their buildings.

Sinar Mas Land Plaza – Jakarta consists of three prestigious office buildings with a net leasable area of 95,648 sqm strategically located within Thamrin CBD in Jakarta, within walking distance to government offices, embassies, hotels and shopping malls. Despite the lower demand for office spaces, Sinar Mas Land Plaza Tower II and Tower III – Jakarta maintained resilience with an average occupancy rate of 86%, marginally lower from 2021 and recorded a lower average monthly rental rate of IDR212,864 per sqm in 2022 (2021: IDR225,086 per sqm). Sinar Mas Land Plaza Tower I – Jakarta recorded a lower average monthly rental rate of IDR287,781 per sqm in 2022 (2021: IDR314,914 per sqm) and a drop in the occupancy rate to 41.0% (2021: 44.0%).

SML also owns and operates two other Sinar Mas Land Plaza offices in Surabaya and Medan. Sinar Mas Land Plaza – Surabaya, a 20-storey office tower with a net leasable area of 18,573 sqm, recorded a lower average monthly rental rate of IDR107,229 per sqm in 2022 (2021: IDR120,781 per sqm) and a drop in the occupancy rate to 44.0% (2021: 51.0%). Sinar Mas Land Plaza – Medan, a 10-storey office tower with a net leasable area of 27,689 sqm, stayed resilient with an occupancy rate of 57.0% (2021: 55.0%) and recorded a higher average monthly rental rate of IDR124,219 per sqm (2021: IDR117,761 per sqm).

### Indonesia Convention Exhibition (“ICE”)

Located at the heart of BSD City, ICE is Indonesia’s most spacious exhibition and convention centre. Span across a land area of approximately 220,000 sqm, the award-winning convention centre features 50,000 sqm of indoor space with ten exhibition halls of 5,000 sqm each, an additional 50,000 sqm of outdoor exhibition space, a 4,000 sqm convention hall, 33 meeting rooms, a 12,000 sqm convenient pre-function lobby, and 5,000 car parking spaces. ICE is also within proximity to public transport systems such as Serpong railway station, Rawa Buntu railway

station, and Cisauk railway station, making it accessible to commuters using the Jakarta commuter railway system. Moreover, the convention centre is well connected to the Jakarta-Serpong Toll Road.

Throughout the year, ICE has facilitated a wide range of business events, meetings, incentives, conventions, and exhibitions. With the easing of the COVID-19 restriction in 2022, ICE was able to successfully play host to a wide genre of exhibitions and activities, including:

- IndoBuildTech Expo 2022 – The largest building material, interior and architecture exhibition in Indonesia showcasing future trends, breakthroughs and innovations, as well as attracting key buyers and manufacturers from around the world;
- Garuda Indonesia Travel Fair 2022 – a 3-day travel extravagant, offering a wide selection of travel destinations;
- Wedding Shows such as Bridestory Market 2022; and
- Music concert of Korean boyband Seventeen and Tomorrow X Together.

These exhibitions showcased ICE’s capability to accommodate and host various exhibitions across different industries and sectors.

### INDUSTRIAL

#### Greenland International Industrial Centre (“GIIC”)

GIIC is a modern industrial estate located within Kota Deltamas

integrated township development, owned and operated by DMAS. Strategically located in the epicentre of the highly concentrated industrial zone along with East Jakarta–Cikampek Corridor, GIIC has attracted hundreds of renowned international and domestic customers from a diverse range of industries such as automotive, retail, food & beverage, consumer goods and logistics to set up their presences in Kota Deltamas.

GIIC is one of the handfuls of selected industrial estates with the Direct Construction After Investment Facility (“KLIK”) granted by the Investment Coordinating Board (“BKPM”). With KLIK, customers can do away with layers of red tapes and carry out their construction immediately after their investments are in place.

Despite GIIC tenants’ concentration level skewing towards the automotive and its peripheral industries – PT Suzuki Indomobil Motor, Mitsubishi Motors, SAIC-GM-Wuling, PT Astra Honda Motor and Maxxis Tyre, GIIC continue to diversify its target customers base, having secured notable customers such as KALBE Pharmaceutical, KOHLER, Kewpie and Nippon Express in its establishment. Due to its large industrial landbank, GIIC has the flexibility to allocate a particular area for a specific purpose, such as the 200 hectares China-Indonesia Economic & Trade Cooperation Zone (“KITIC”) dedicated to manufacturers and investors from China for their Indonesian operations.



Indonesia – Tomorrow X Together World Tour Concert at ICE, BSD City

# OPERATIONS REVIEW

As industrial land demand from the data centre sector increases, GIIC has earmarked a dedicated zone to house data centres and its peripheral industries. This special zone is equipped with specialised infrastructure and utilities such as reliable premium electricity supply and private fibre optics cables that allow each data centre tenant to better manage their data and system security. These initiatives reflect GIIC's ambition to become the leading and most advanced data centre hub in Indonesia.

## Karawang International Industrial City ("KIIC")

KIIC is an award-winning green industrial estate located in Karawang, West Java, with direct access at KM 47 along Jakarta-Cikampek toll road. The 1,389 hectares modern industrial estate is a joint venture between Sinarmas Land and Itochu Corporation of Japan. Known for its excellent infrastructure, advanced communication systems, wastewater treatment management and security system, KIIC is home to many domestic and multinational corporations such as Toyota Motor Manufacturing, Indonesia, HM Sampoerna, Yamaha Motor Manufacturing, Indonesia, Astra Daihatsu Motor, Panasonic Semiconductor Indonesia and Sharp Semiconductor Indonesia.

## HOSPITALITY & LEISURE

### Rooms Inc. Hotel

Located in the prime business district in Semarang Central Java, Rooms Inc Semarang by ARTOTEL is designed as a city lifestyle hotel for

young executives and adventurous millennials. Built with a smart urban concept where lifestyle meets technology, patrons could immerse in a stylish art-deco interior design while enjoying smart check-in facilities and high-speed internet access.

This contemporary 3-star hotel offers 162 rooms across nine different categories. Room Inc is close to the city's government buildings, city hall, transportation hubs, Ahmad Yani International Airport and landmarks such as the historic Lawang Sewu building. To complement the needs of modern tourists, the hotel also offers a wide range of facilities, including the Verve Bistro & Coffee Bar, a 24-hour deli counter, an outdoor terrace with a 100-person capacity, private car park and a gym.

Given a relatively stabilised situation, the hotel industry has experienced a steady occupancy increase in 2022. Room Inc has already seen a boom in demand, with a high occupancy rate of 72% in 2022. The gradual normalisation of travelling between countries should yield better performance in 2023 and beyond.

## UNITED KINGDOM

The UK economy grew by 4.0% in 2022, easing from 7.5% GDP growth recorded in 2021 following the resumption of economic activities after COVID-19 restrictions were lifted. Although UK's economy recorded positive full year economic growth, the economy achieved zero growth in the last quarter of 2022 and faces tough prospects in 2023 as businesses continue to wrestle with higher cost of borrowing and double-digit inflation rate.

Despite the volatility, the Central London office market continued to be resilient. Investors and owners alike remain confident of the UK's long-term fundamentals as businesses emerge from the aftermath of COVID-19. The Group's Grade A office buildings achieved almost full occupancy throughout 2022. During the year, the Group disposed of Horseferry Building resulting in an exceptional gain of S\$87.7 million for this transaction. The Group also acquired Strand Building, a fully leased mixed-use retail and office freehold building during FY2022.

## Alphabeta Building

Located in Shoreditch, the iconic Alphabeta Building offers a net leasable area of 247,670 sq ft. Acquired in October 2015 and 100% occupied by multiple tenants on triple net leases, the building offers a distinctive office experience mimetic of Shoreditch's renowned contemporary and fashionable reputation. Examples of Alphabeta Building's unique identity include the basketball court at basement level and Britain's first dedicated cycle ramp that allows cyclists to transition straight from the street into the 250-space bicycle storage area in the basement.

Liverpool Street Station, London's third busiest train station, is just six-minute walk from Alphabeta Building and provides commuters with access to various London underground rail lines including the newly operational Elizabeth rail line.

## Strand Building

Strand Building is located right beside Covent Garden, a shopping and entertainment hub in London's West End, renowned for its luxury fashion outlets, award-winning restaurants and its theatrical scene with the iconic Royal Opera House.

The mixed-use retail and office building is fully leased out to tenants over a net leasable area spanning 139,023 sq ft that comprises eight upper levels of high-quality office space mostly leased to anchor tenant, Bain & Company and retail space over the basement and ground floors.

Strand Building is served by an unrivalled infrastructure network, being in proximity to Charing Cross Underground and overland station,



Indonesia - Room Inc. Hotel



UK - Alphabet Building

where as Tottenham Court Road station is located 0.7 miles (a 15-minute walk) to the north of the property.

All in all, SML's UK property portfolio in Central London has a combined net leasable area of 386,693 sq ft of strategically located freehold commercial space which are valued at S\$695.4 million as of 31 December 2022. The Group will continue to seek out new investment opportunities in UK, as well as in Europe to expand our presence in the region.

## CHINA

In 2022, China's economy recorded a GDP growth rate of 3.0%, the slowest in almost 50 years, primarily due to the strict COVID-19 restrictions and a plummeted property sector. Despite the downturn, the economy is expected to recover in 2023 following the end of its "zero-COVID" policy, with targeted policies to rejuvenate the economy and alleviating the liquidity squeeze that has affected developers and delayed housing projects. These coordinated efforts by the Chinese central government are expected to lift the property sector out of the economic slump.

In line with our collaborative ethos, the Group has partnered with Rongqiao Group, a renowned Fuzhou-based real estate group, to develop two projects in China. The first project is Chengdu Yue Rong Cheng (成都·悦蓉城), a

commercial and residential project in Xindu District, Chengdu City. The Group successfully exited the Chengdu project in 2021.

The second project is Taicang Yue Jiang Nan (太仓·悦江南), a purely residential project in Taicang City, Jiangsu Province. With a total development area of 122,344 sqm over a site area of 49,359 sqm, Taicang Yue Jiang Nan features 838 residential units, with approximately 40% sold as bare, unfurnished units and the

rest furnished with a modern Chinese interior theme. In 2021, this project began recognising its share of profits as the residential units, and car parks were progressively handed over to the buyers.

Our previous wholly-owned Chengdu project, Li Shui Jin Du (丽水金都), sits on 4.8 hectares of land located in Xindu district. This high-rise mixed-use project has entirely sold the residential and retail components. As of 31 December 2022, this project only left 106 car park lots unsold.

## JOHOR, MALAYSIA

Following the easing of domestic and international COVID-19 restrictions, Malaysia achieved full-year GDP growth of 8.7% in 2022, surpassing the government's forecast of 6.5% to 7%, fuelled by strong domestic demand. The reopening of borders to international travellers has given the hospitality sector a much-needed boost.

### Le Grandeur Palm Resort Johor and Palm Resort Golf & Country Club

The Group is the owner-operator of 330-room Le Grandeur Palm Resort Johor and 54-hole Palm Resort Golf & Country Club, one of the few integrated and most extensive golf and leisure destinations in the state of Johor. Le Grandeur Palm Resort Johor witnessed a climb in occupancy rate to 31.5% in 2022 compared to 23.4% in the previous year.



China - Taicang Yue Jiang Nan

# OPERATIONS REVIEW

The golfing business also sees a return of golfers, with the club recording a total of 85,559 rounds of golf in 2022 (2021: 32,130). Palm Resort Golf & Country Club continued to retain its leadership position as the golf course with the most golf rounds played in Johor in 2022.

## BATAM, INDONESIA

The island of Batam is uniquely positioned to attract international investors and leisure travellers. Batam is growing in importance as a business gateway into Indonesia, which will drive demand for residential and commercial development in the area. With the granting of special economic zone status back in 2021 to build a digital hub in Nongsa and an aircraft maintenance and repair facility at the Hang Nadim International Airport, these initiatives will further strengthen Batam's position as a business hub in the region.

### Palm Springs Golf & Country Club

Situated with a spectacular view of the beautiful beach of Nongsa with Singapore skyscrapers on the horizon, the 27-hole Palm Springs Golf & Country Club is regarded as one of the best golf courses Batam has to offer. As a result of the opening of international borders, the golf club recorded a higher total of 30,945 golf rounds (2021: 19,987).



### Nuvasa Bay

Unveiled in 2015, Nuvasa Bay seeks to revamp the beachfront of Nongsa, Batam, as its first integrated luxury residential and mixed-use development. Developed over 228 hectares of land flanking the Nongsa coastline, Nuvasa Bay offers residents and tourists an unparalleled destination to live, work and play. Not to mention the proximity to a 27-hole international championship golf course equipped with commercial space such as hotels, entertainment, retail, and food and beverages outlets.

Since then, the Group launched Nuvasa Bay's first two-tower residential development, The Nove Residence, with an overwhelming response from homebuyers and investors alike. The first condominium tower, named "The

Kaina", was launched in 2017 and the second condominium tower, named "The Kalani", was launched in 2018. There were also landed properties and plots of land available within the development for sale.

In 2021, the Group also announced the launch of Nongsa D-Town, a joint collaboration with Citramas Group. The joint development appointed Surbana Jurong, an Asia-based urban and infrastructure consultancy group, as the master planner to develop a concept master plan of the new "digital downtown". This 62-hectare development aims to bridge tech companies and talents in Singapore and Indonesia digitally and will have the capacity to house 8,000 tech talents when completed.

## AUSTRALIA

In December 2019, the Group made its maiden investment in Australia by acquiring a A\$40.0 million stake in Mapletree Australia Commercial Office Trust ("MASCOT"). MASCOT owns 9 Grade A office assets strategically located at key Australian gateway cities, namely - Sydney, Melbourne, Adelaide and Brisbane - with a portfolio asset value of approximately A\$1.4 billion as of 31 December 2022. During the year, a commercial building in Perth was successfully divested with the proceeds distributed back to the unitholders. With a total net lettable area of 150,911 sqm, the portfolio is leased to reputable occupiers from well-diversified industries such as technology, media and telecom, government agencies, mining, oil and gas. As of 31 December 2022, the portfolio's occupancy stands at 82.4%, with a WALE of 2.8 years. For the year ended 31 December 2022, MASCOT has delivered an annualised cash distribution yield of 4.7%.

# INVESTOR RELATIONS

We believe building and maintaining investor confidence and trust through open dialogue and proactive communication form the core of SML's Investor Relations ("IR") function. Our IR team strive to keep our stakeholders informed of the Group's operations, business strategies, financial performance and sustainability related matters. Other than the core business activities, we also endeavour to disclose additional information on environmental, social and governance ("ESG") related matters, which is also a focal point for many within the investment community.

## PROACTIVELY CONNECTING WITH THE INVESTOR COMMUNITY

Timely disclosure of pertinent information provides investors with greater insight into the Group's strategies, operations and financial performance. The Group's financial results, annual and sustainability reports, media statements and other material announcements are disseminated on SGXNET and published on our website. In addition, we also communicate information to our stakeholders through print, broadcast and digital media, and email alerts to those registered on our mailing list.

On top of that, the SML's senior management and IR team regularly engage with the investment community through various platforms such as Annual General Meeting ("AGM"), post-results conferences, meetings and site visits. Such engagement allows them to understand better the Group's strategic directions and a channel for our management to receive feedback and suggestions on areas of concern and improvements. During our bi-annual financial results briefings to financial analysts and media, the senior management provided updates on the property market where our developments are situated, key operational developments and financial performance.

AGM and Extraordinary General Meetings are crucial platforms for shareholders to communicate and interact with the Board of Directors and senior management. With the evolving COVID-19 pandemic, our AGM on 29 April 2022 remains virtual. Aided by technology, the Group could cater to the shareholders' convenience while facilitating easy participation. Shareholders were given



the opportunity to communicate their views and engage with the Board and Management on the Group's business activities and financial performance by pre-submitting their questions and feedback before the AGM. The AGM voting results, Presentation Slides and Answers to Shareholders' Questions were subsequently published within one month of the meeting via SGXNET.

This proactive approach remains critical in our IR engagement effort to serve the interest of our various stakeholders, as we recognise that investors seek meaningful disclosure to make investment decisions.

## UPHOLDING HIGH CORPORATE GOVERNANCE STANDARDS

The Group also remains committed to upholding high standards of corporate governance. In 2022, SML was recognised for its commitment by scoring a respectable 78 points, above the mean score of 70.6 points in the general category in the Singapore Governance and Transparency Index ("SGTI"). SGTI assesses listed companies on their corporate governance disclosure, timeliness, accessibility and transparency of financial results announcements.

The Group welcomes enquiries and feedback from shareholders and the investment community. Enquiries can be addressed to the IR team at [investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg) or by post to 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535.

“  
Our IR team strive to **keep our stakeholders informed of the Group's operations, business strategies, financial performance and sustainability** related matters.  
”

# AWARDS AND ACCOLADES

## INDONESIA CORPORATE PUBLIC RELATIONS AWARDS 2022

### ★ SINAR MAS LAND

Construction and Property Category

## INDONESIA MOST ACCLAIMED CFO AWARDS 2022

### ★ LIE JANI HARJANTO

Construction and Property Category

## INDONESIA SUSTAINABLE DEVELOPMENT GOALS AWARDS 2022

### ★ SINAR MAS LAND

Gold Winner for Corporate Social Responsibility Program - Education Category



## FIABCI WORLD PRIX D'EXCELLENCE AWARDS 2022

### ★ PT BUMI SERPONG DAMAI TBK

World Silver Winner in Retail Category - QBig, BSD City

### ★ PT PURADELTA LESTARI TBK

World Silver Winner in Industrial Category - Greenland International Industrial Centre

## MIX MARCOMM PR OF THE YEAR 2022

### ★ SINAR MAS LAND

Social Public Relation Program - Plastic to Food Campaign



## BCA ASIA AWARDS 2022

### ★ SINAR MAS LAND

Top 10 Developer Category - Indonesia



## SUBROTO AWARDS 2022

### ★ SINAR MAS LAND

Energy Efficiency for Net Zero Energy Building - QBig, BSD City

## MARKETING MAGAZINE MARKETING AWARDS 2022

### ★ SINAR MAS LAND

The Best Market Driving Company - Property Developer Category

The Best Innovation in Marketing - Property Developer Category

The Best in Marketing Campaign - Property Developer Category

## TOP SOCIAL MEDIA AWARDS 2022

### ★ SINAR MAS LAND

Property Developer Category



## PROPERTY GURU ASIA PROPERTY AWARDS 2022

### ★ SINAR MAS LAND

Best Housing/Landed Development (Indonesia) - Enchante Residence, BSD City

Best Office Development (Indonesia) - Knowledge Hub, BSD City

Best Industrial Development (Indonesia) - Greenland International Industrial Centre

Best Boutique Developer (Indonesia) - NAVA Park, BSD City

### ★ PT BUMI SERPONG DAMAI TBK

Best Sustainable Developer (Indonesia)

## LAMUDI PROPERTY AWARDS 2021

### ★ PT BUMI SERPONG DAMAI TBK

Best Developer

### ★ SINAR MAS LAND

Best High-End Apartment (Jabodetabek Area) - The Elements Jakarta

Best High-End Housing (Jabodetabek Area) - Laurel in NAVA Park, BSD City

Best Mixed-Use Development - Digital Hub, BSD City

Best Innovative Development - Savasa in Kota Deltamas

## GOLDEN PROPERTY AWARDS 2022

### ★ SINAR MAS LAND

Favorite Housing Project Surabaya and Surrounding Category - Wisata Bukit Mas

Favorite Housing Project Cibubur and Surrounding Category - Kota Wisata

## PROPERTY GURU INDONESIA PROPERTY AWARDS 2022

### ★ SINAR MAS LAND

Special Recognition in ESG

Best Industrial Estate Development - Greenland International Industrial Centre

Special Recognition in ESG - NAVA Park, BSD City

Special Recognition in Sustainable Design and Construction - NAVA Park, BSD City

Best Boutique Developer - NAVA Park, BSD City

Best Housing Development - Enchante Residence, BSD City

Best Luxury Housing Development (Greater Jakarta) - Enchante Residence, BSD City

Best SOHO Development - Latinos Business District, BSD City

Best Township Masterplan Design (Greater Indonesia) - Grand City Balikpapan

Best Low-Rise Office Concept Development - Knowledge Hub at Digital Hub, BSD City

Best Mid End Housing Development (Highly Commended) - Tanakayu, BSD City

### ★ PT Bumi Serpong Damai Tbk

Best Sustainable Developer

Special Recognition in Sustainable Design and Construction

## DIGITAL MARKETING AWARDS 2022

### ★ SINAR MAS LAND

Property Developer Category

## MARKETEER OF THE YEAR AWARDS

### ★ HERMAWAN WIJAYA

The Best Industry Marketing Champion 2022 - Property Category

## THE 13TH IICD CORPORATE GOVERNANCE CONFERENCE AND AWARD

### ★ PT DUTA PERTIWI TBK

Top 50 MID Capitalisation Public Listed Company

## 7TH GLOBAL GOOD GOVERNANCE AWARDS 2022

### ★ PT BUMI SERPONG DAMAI TBK

3G Best Green Innovation and Solution Awards 2022

3G Innovation in Environmental Solution Awards 2022



## TRENASIA ESG EXCELLENCE AWARDS 2022

### ★ PT BUMI SERPONG DAMAI TBK

Sustainability Residential Category



## FIABCI INDONESIA-REI EXCELLENCE AWARDS 2022

### ★ SINAR MAS LAND

Outstanding Achievement in the Residential Mid Rise Category - Marigold Condominium

Outstanding Achievement in the Sustainable Development Category - BSD City

Gold Winner in the Residential Low Rise Category - Tabebuya, BSD City

Silver Winner in the Environment Category - Tabebuya, BSD City

Silver Winner in the Affordable Housing Category - Tabebuya, BSD City

## PANDEMIC INDEX SURVEY BY KORN FERRY CONSULTANT

### ★ SINAR MAS LAND

Top 10 Best Employers of Choice - Company with more than 1,000 employees Category

## JOB SEEKER SURVEY 2021/2022 BY KORN FERRY CONSULTANT

### ★ SINAR MAS LAND

Top 10 Best Workplaces in Indonesia

# SUSTAINABILITY INITIATIVES



Despite economic challenges and uncertainties, **we reaffirm our commitment towards our sustainability vision and play an active role** as a responsible business partner to the community we operate in.



As a socially responsible real estate developer, SML is committed to continuous improvement of our environment, natural habitats, employees' well-being and social communities. Despite economic challenges and uncertainties, we reaffirm our commitment towards our sustainability vision and play an active role as a responsible business partner to the community we operate in.

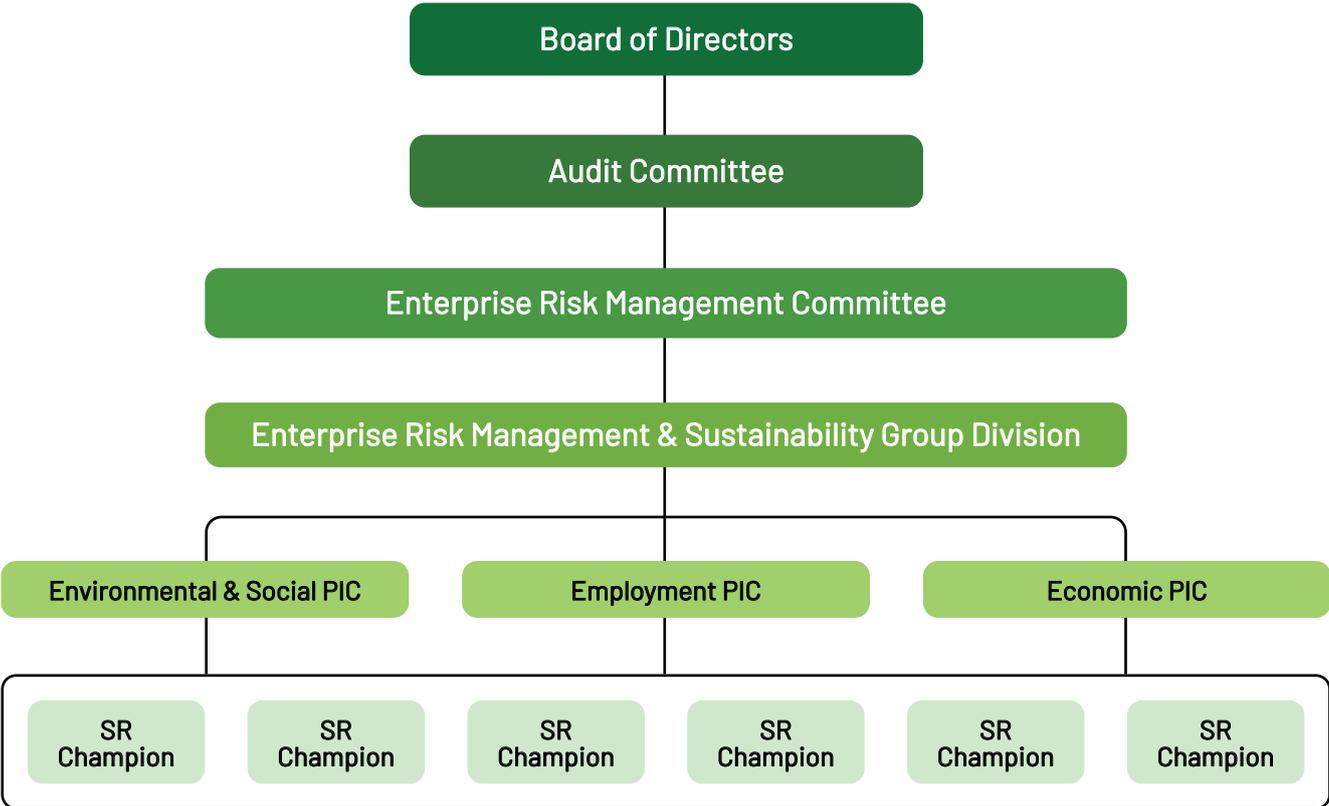
To document our sustainability efforts, SML publishes an annual standalone sustainability report in accordance with the Singapore Exchange Securities Trading Limited's ("SGX-ST") Listing Manual and Global Reporting Initiative

("GRI") Standards since 2017, setting benchmarks for the transparency and timeliness of environmental, social, and governance ("ESG") disclosures to investors and stakeholders.

With increasing expectations among stakeholders on SML's sustainability agenda and commitments, SML has integrated sustainability initiatives into its corporate culture throughout its operations and decision-making processes. Guided by the objective of creating long-term growth and value, our sustainability initiatives are executed and managed by the respective business function leaders and overseen by the Board of Directors.

In 2022, we embarked on the next phases of our sustainability journey by partnering with Sustainalytics ("STY") to undertake an ESG Risk Rating exercise. STY is a well-established ESG rating agency that rates companies' ESG risk exposure based on their environmental, social and corporate governance disclosures and performance. With its robust materiality and benchmarking framework, STY can enhance SML sustainability endeavour by providing the Group with a quantitative measure of any unmanaged ESG risk and highlighting area for improvement. We are pleased to share that SML has obtained a commendable ESG risk rating score of 15.8 in 2022, which falls

## GOVERNANCE AND RISK MANAGEMENT



under the low-risk band of their ESG Risk Rating.

Guided by the four pillars of our Sustainability Vision, SML continues to focus on giving back to society and protecting the environment through various initiatives and engagement programs. The following pages feature selected sustainability highlights.

**COVID-19 RESPONSE AND COMMUNITY OUTREACH**

SML places a high priority on ensuring the health and safety of the communities surrounding our developments. In 2022, we continued this effort by supporting and partnering with local government and communities to respond to the ongoing COVID-19 pandemic. While the global COVID-19 situation has improved compared to a year ago, we continue to support the national vaccination effort by offering SML's development spaces as vaccination centres, educating and increasing public awareness and vaccine acceptance. SML also provided services to assist the government and communities affected by COVID-19, such as disinfection of public areas, and providing food supplies for communities in several regions across Indonesia.

In 2022, we also launched a Social Care for Community program. Due to rising inflation, basic staples such as cooking oil became out of reach to the more vulnerable within the community. This program aimed to bridge the gap with the sale of affordable cooking oil to help alleviate the pressing need caused by rising prices.

In addition to these initiatives, SML promotes other community-focused



Vegetable and fruit cultivation competitions during the 19th BSD Green Festival

programs, such as blood donation drives, where we carry out events in partnership with various agencies to encourage blood donations, and provide clean water facilities to customers and surrounding communities in Kota Deltamas for the surrounding Bekasi Regency communities.

Overall, the Group remains committed to not just providing exceptional product and services to our customers but also prioritising the well-being and safety of the surrounding communities. These initiatives are just a few examples of our ongoing efforts to give back and contribute to the betterment of society.

**COMMITMENT TO CLIMATE CHANGE AND THE ENVIRONMENT**

The real estate industry contributes significantly to Greenhouse Gas emissions. We acknowledge the need to respond to climate change as part of Indonesia's commitment to the Paris

Climate Agreement. Here at SML, we have taken steps to manage our impact on climate change.

In line with our sustainability commitment, we launched the "Plastic to Food 2022" program, a public education program on managing plastic waste and how to improve community food security. The "Plastic to Food 2022" program rides on the "Green Habit 2.0 - Less Plastic" campaign first launched in 2019 by collaborating with seven garbage banks in BSD City to recycle plastic waste.

Separately, the 19th BSD Green Festival, which was held in July 2022, showcase a wide range of activities, including environmental aesthetic, vegetable and fruit cultivation competitions, edutainment, national webinars, ecological education for children, and the inauguration of Kampung Mantul in West Dadap Village.

With the aim to raise awareness of pertinent environmental issues, this annual event brought together community members, academics, practitioners, and environmental activists and was supported by regulators such as the Mayor of South Tangerang and the Regent of Tangerang, as well as the Heads of the Environmental Services of the two regions.

These efforts demonstrate our dedication to manage climate change impact and promote sustainable development in Indonesia.

**SUPPORTING BUSINESSES AND VULNERABLE COMMUNITY**

SML places great emphasis on the welfare of businesses and communities in which it operates.



Setting up vaccination centres in support of the national vaccination effort

# SUSTAINABILITY INITIATIVES



Engaging the MSME community through the Pasar Rakyat Go Digital program

With that in mind, SML has launched various initiatives aimed at empowering and improving the lives of the community it operates in and providing equal opportunities for all so that no one is left behind. These initiatives include:

- The IT Programming Scholarship with Techpolitan, which targets students who live around BSD City to enhance their employability and channel them to potential employers in the IT sector. In 2022, the 6th batch of the program was launched, and it had 20 participants, all of whom graduated. Five of the participants were also successfully placed with employers.
- The Digital Technology Scholarship Program, which was launched in collaboration with the Tangerang Regency Government, aims to empower students that are keen to pursue their interest in information technology. Collaborating with digital education partners, the first batch was inaugurated in 2022 with 44 participants, of which 20 participants have graduated.
- Sekolah Pasar Rakyat is a comprehensive training program for the public market community in BSD City with the objective to improve the sustainability of Micro, Small & Medium Enterprises (“MSME”) businesses. The program targets

market managers and sellers, with the training focus towards leveraging of digital platforms and financial management, as well as maintaining a clean and healthy marketplace. Due to COVID-19 restrictions, we have transformed the program into Pasar Rakyat Go Digital which provides capacity building for MSMEs. Vendors under the program were educated and empowered to ride on the digital ecosystem to

improve their marketing activities. In 2022, 612 MSMEs from BSD City Modern Market participated in this program, resulting in higher digital participation and increased e-commerce transactions.

- Kampung Mantul is one of SML's sustainable programs that empowers village communities in South Tangerang and Tangerang District to create a healthy and food



Scholarships for students in villages within KIIC



We have transformed the program into Pasar Rakyat Go Digital which provides capacity building for MSMEs. **Vendors under the program were educated and empowered to ride on the digital ecosystem to improve their marketing activities.** In 2022, 612 MSMEs from BSD City Modern Market participated in this program, resulting in higher digital participation and increased e-commerce transactions.



security-conscious environment. This program aligns with the second goal of the SDGs, which aims to "End hunger, achieve food security and improved nutrition and promote sustainable agriculture." The program's target participants are villages and rural areas around the BSD City development area. Since its launch, SML has collaborated with the local government and several food and environmental experts to educate and change people's mindsets, as well as providing technical training to maximise their food production. In addition, we worked closely with Modern Markets to provide subsidies to participants that want to set up a small business.

- Despite COVID-19's detrimental impact to its hospitality business, the Group's Le Grandeur Palm Resort Johor continues to give back to the local community through our longstanding partnership with IKRAM Malaysia, a non-governmental welfare organisation that reaches out to the vulnerable within the local community. Of significant is hosting a Buka Puasa Buffet for 100 underprivileged children while ensuring all prevailing health protocols were strictly observed.

**EMPOWERMENT THROUGH EDUCATION**

Education remains vital in our commitment to societal development. At SML, we firmly believe that every willing person has the universal right to education. We demonstrate our commitment around the following two approaches:



*Le Grandeur Palm Resort Johor - Hosting buffet to underprivileged children*

1. Initiating programs to support knowledge enhancement
2. Improving educational methods and facility

To support this belief, SML provides scholarships for students in villages within KIIC. This scholarship aims to help underprivileged students gain access to education and maximise their potential. In 2022, SML awarded scholarships to 280 students from 40 different schools.

Launched in 2021, Sekolah Berhati is an educational development program that aims to transform selected schools into environmentally-conscious schools that prioritise health principles and safe protocols during the COVID-19 pandemic so they can carry out their functions as educational facilities for teachers and

students. In 2022, a total of 41 schools benefitted from this program.

BSD Literature Centre, previously known as BSD Knowledge House, continue to focus on education and literature in 2022. The centre provides various program and facilities to the public, encouraging constant learning and development within the community. In 2022, a wide array of comprehensive programs conducted in Computer Centre, Literature Centre, Playing Centre, Audio Visual Centre, and Sign Language Centre, aim to improve children's abilities, interests, and skills through various educational approaches.

For more details on our sustainability efforts and disclosures, please refer to SML's Sustainability Report 2022 to be published later.

# HUMAN CAPITAL



Our Human Capital initiatives focused on **ensuring people's health and well-being while engaging and empowering all employees** with the necessary skills, training, and tools to function.



Any organisation can only go as far as the people driving it. For the past few years, we have witnessed our people's extraordinary tenacity and resolve as we weathered through the COVID-19 pandemic. The pandemic has drastically altered the conventional way we used to work and undoubtedly testified to our people's adaptability as one of our organisation's most valuable attributes.

Guided by our corporate core values, our Human Capital team continued the belief to create an inclusive and fair environment that encourages creative thinking and determination to succeed, thereby bringing out the best in every individual.

In 2022, our Human Capital initiatives focused on ensuring people's health and well-being while engaging and empowering all employees with the necessary skills, training, and tools to function. These initiatives supplement our digital transformation journey throughout the Group as we seek to future-proof our business.

During this volatile year, the Group's unwavering commitment to these efforts proved spot-on. The Group was named in two separate surveys conducted by global management consultant, Korn Ferry, as one of the "Best Employers of Choice" in the Pandemic Response category, as well as "Top 10 Best Workplaces in Indonesia".

## CONTINUOUS DIGITALISATION JOURNEY

The digital age is rapidly changing the way businesses interact, operate and compete. The Group recognised the need to embark on a digital transformation early on to tap on new business opportunities and attract the new generation of tech-savvy workforce.

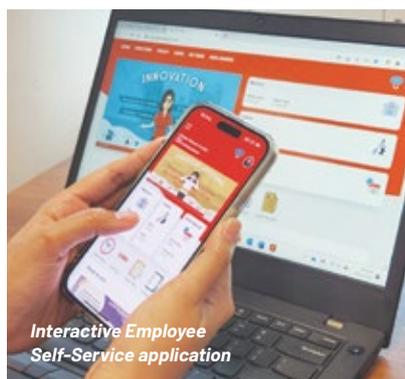
The Human Capital team has worked tirelessly to develop and improve existing Human Capital systems, eliminating workflow redundancies and



Kartini Day - Eco Enzyme Workshop

incorporating multiple data sources to perform quality data-driven decisions. In 2022, our Human Capital team has successfully digitalised and streamlined several processes. For example, an interactive Employee Self-Service is now accessible on all mobile devices as a dashboard for our employees to manage their work schedules, as well as the application of annual and medical leaves electronically.

The Human Capital team will continue to work closely with various stakeholders to strengthen and position the Group as a highly sought-after modern technology-fronting real estate developer that goes beyond brick and mortar.



Interactive Employee Self-Service application

## TALENT MANAGEMENT AND DEVELOPMENT

Through the years, we have positioned and branded the Group as one of the best places to work, as well as an organisation that is forward-thinking, collaborative and people-oriented. We recognised the importance of tailoring our appeal to the next generation workforce looking for more than just a regular 9-to-5 job. Other than traditional recruitment methods, the Human Capital team leveraged on social media platform, professional community, job boards, and campus advertisement to recruit talents. In 2022, SML accelerated our recruitment drive to meet the expected growing need of our business post-COVID-19. Despite fierce talent competition, we were successful in attracting both young and experienced talents to join us.

Once a talent joins the Group, the Human Capital team, together with their respective manager, will devote time and resources to craft a career progression plan. We believe in the importance of inspiring our people towards excellence, which will then bring the Group to scale new heights. Through various initiatives such as performance reviews and training, we seek to improve



Sales Development Program

our talent's core competencies and achieve targets set for them in this dynamic business environment.

The Human Capital team ensures business continuity through identification and development of aspiring future leaders through tailored development programs at different organisation levels. For example, our new business arm, INVITE ("Investment, International, Tech. and Emerging Business"), has commenced its 1st Management Trainee program, named as "Graduate Development Program", to nurture and train potential future managers to meet our business needs. For Senior Management, there are Executive Leadership Coaching and other development opportunities in collaboration with reputable universities such as Singapore Management University and Monash University Indonesia to further hone their leadership skills.

**EMPLOYEES' HEALTH AND WELL-BEING**

The improvement in global COVID-19 situation has resulted in countries,

including Indonesia, easing their border controls and domestic movement restrictions. As a prudent measure, our Crisis Management Committee continuously monitor and realign our safety measures with domestic health protocols in order to safeguard our employees' well-being.

Following the relaxation of domestic movement restrictions, the Group slowly allowed employees to return back to their workplace while maintaining strict health protocols to mitigate the risk of infection. The safety measures include safe distancing with acrylic partitions between work desks, weekly sanitisation and disinfection of the office area, distribution of medical-grade surgical masks, and hybrid meetings or events. The Group continues to provide a daily dose of vitamins for frontline workers, swab tests, and in-patient treatments for employees and their families who were tested positive for COVID-19. In addition, health protocols and government regulations relating to the prevention and handling of COVID-19 was actively communicated to all employees through infographics, posters, email distribution, and our building public announcement system.

**ENGAGING OUR EMPLOYEES**

We are of the belief that engaged employees are more likely to be motivated and committed to their job, resulting in higher productivity and better overall performance. Therefore, despite the limitations on

physical employee social interaction, the Human Capital team, together with various business units, organised numerous activities and events, both online and hybrid mode, to improve employee engagement.

Of significance is our annual Leaders' Summit 2022, carrying the theme "Soar Higher & Beyond". Our Indonesia Group CEO of Sinar Mas Land, Mr. Michael Widjaja, emphasised the importance of collaborations with like-minded business partners. Such partnership creates synergy, fosters mutual understanding and allows us to learn from each other, thus benefiting all parties. Mr. Michael Widjaja also urges all employees to embrace and implement digitalisation with our customer's needs in mind, stay agile and encourages everyone to be ever ready to strike when the opportunity arises. During the event, we took the opportunity to crown three winners of each category: "Top Leaders", "Best Managers" and "Best Employees" for their outstanding achievements in 2022.

Other notable events include the Republic of Indonesia's Independence Day, "Strong Sinar Mas Land, Great Sinar Mas Land", National Batik Day "Proud to Wear Batik, Proud to Sinar Mas Land", Kartini Day "Sinar Mas Land's Kartini with Strong Mentality, Healthy Finances, and Great Creativity".

Please refer to SML's Sustainability Report 2022 to be published later for more details on our human capital initiatives.



Executive Leadership Coaching in collaboration with Monash University Indonesia

# NETWORK OF OPERATIONS

## PORTFOLIO OVERVIEW

5

CITY & TOWNSHIP  
PROPERTIES

15

HOTELS, RESORT  
& GOLF COURSES

1

CONVENTION  
CENTRE

27

RESIDENTIAL  
PROPERTIES

24

RETAIL & TRADE  
CENTRES

16

COMMERCIAL  
PROPERTIES

3

INDUSTRIAL  
PROPERTIES

TOTAL ASSETS (S\$)

**7,700.6 million**

REVENUE (S\$)

**1,331.7 million**

ACROSS

**24 cities**

OVER

**46 million sqm**

of prime land site

1 GOAL

**Building for A Better Future**

The Group's diversified property portfolio, comprising integrated townships, residential properties, commercial office buildings, convention hall, industrial estates, retail mall & trade centres, hotels, resorts and golf courses, are owned through our subsidiaries, associated companies, joint ventures and long-term investments. Our major properties are presented in the next section - Property Portfolio.

## INDONESIA

<b>BALI</b>	Pecatu	■
<b>JAVA</b>	Bekasi	■ ■ ■
	Bogor	■
	Cibubur	■ ■
	Cikarang	■ ■
	Cipanas	■
	Depok	■
	Jakarta	■ ■ ■ ■
	Karawang	■ ■
	Sawangan	■
	Semarang	■ ■
	Surabaya	■ ■ ■
	Tangerang	■ ■ ■ ■
<b>KALIMANTAN</b>	Balikpapan	■ ■ ■
	Samarinda	■
<b>RIAU ISLANDS</b>	Batam	■ ■ ■
<b>SULAWESI</b>	Makassar	■
	Manado	■
<b>SUMATRA</b>	Medan	■
	Palembang	■

## CHINA

<b>JIANGSU</b>	Taicang	■
<b>SICHUAN</b>	Chengdu	■ ■

## MALAYSIA

<b>JOHOR</b>	Senai	■
--------------	-------	---

## UNITED KINGDOM

<b>LONDON</b>		■
---------------	--	---

## AUSTRALIA

# PROPERTY PORTFOLIO

## CITY & TOWNSHIP

### BSD CITY

Serpong, Tangerang,  
West Java, Indonesia

A mixed-use township that includes residential, commercial development, infrastructure, public utilities, facilities and amenities

#### PROJECT SITE

**AREA (SQM):**  
46,847,800

#### REMAINING

**SITE AREA (SQM):**  
21,939,466

#### EXPECTED

**COMPLETION DATE:**  
2035

#### EFFECTIVE

**INTEREST HELD (%):**  
64.3%



### GRAND CITY BALIKPAPAN

Balikpapan, Kalimantan,  
Indonesia

A residential and commercial project in Balikpapan

**PROJECT SITE AREA (SQM):**  
2,700,000

**REMAINING SITE AREA (SQM):**  
1,566,346

**EXPECTED COMPLETION DATE:**  
2029

**EFFECTIVE INTEREST HELD (%):**  
78.2%



### GRAND WISATA

Bekasi Regency,  
West Java, Indonesia

A mixed-use township that includes residential and commercial development, infrastructure, public utilities, facilities and amenities

**PROJECT SITE AREA (SQM):**  
8,367,445

**REMAINING SITE AREA (SQM):**  
4,810,801

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
30.5%



### KOTA DELTAMAS

Bekasi Regency,  
West Java, Indonesia

A modern self-sustainable integrated township development that consist of industrial, commercial and residential estates

**PROJECT SITE AREA (SQM):**  
31,850,000

**REMAINING SITE AREA (SQM):**  
9,764,514

**EXPECTED COMPLETION DATE:**  
2030

**EFFECTIVE INTEREST HELD (%):**  
57.3%



### KOTA WISATA

Cibubur, Greater Jakarta,  
Indonesia

An iconic residential focused township development located in Cibubur

**PROJECT SITE AREA (SQM):**  
4,855,373

**REMAINING SITE AREA (SQM):**  
809,112

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
56.9%

## INDUSTRIAL



### GREENLAND INTERNATIONAL INDUSTRIAL CENTRE

Bekasi Regency,  
West Java, Indonesia

GIIC is a modern industrial estate located within Kota Deltamas integrated township development

**PROJECT SITE AREA (SQM):**  
17,140,000

**REMAINING SITE AREA (SQM):**  
3,720,000

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
57.3%



### KARAWANG INTERNATIONAL INDUSTRIAL CITY

Karawang, West Java,  
Indonesia

KIIC is an award-winning green and modern industrial estate jointly developed by the Group and ITOCHU Corporation

**PROJECT SITE AREA (SQM):**  
13,890,000

**REMAINING SITE AREA (SQM):**  
1,240,000

**EXPECTED COMPLETION DATE:**  
2023

**EFFECTIVE INTEREST HELD (%):**  
49.9%

# PROPERTY PORTFOLIO

## RESIDENTIAL PROPERTIES



### AERIUM AT TAMAN PERMATA BUANA

Jl. Kembangan,  
West Jakarta, Indonesia

A prestigious residence consist of two premium apartments and townhouses

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
50.4%



### AKASA APARTMENT

Serpong, Tangerang,  
West Java, Indonesia

A high-rise apartment development in BSD City

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
35.4%



### BANJAR WIJAYA

Jl. Cipondoh Raya,  
Tangerang,  
West Java, Indonesia

A residential development with extensive facilities that include shopping areas, health centres, kindergartens and sports club

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
56.9%



### KLASKA RESIDENCES

Jl. Jagir Wonokromo,  
Surabaya, Indonesia

A luxury residential property offers resort-style facilities with a smart home system

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
56.9%



### KUSUMA SENTRAL KENCANA

Rasuna Said,  
Jakarta, Indonesia

A mixed-use residential and commercial development in prime Jakarta CBD

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
26.7%



### LEGENDA WISATA

Cibubur, Greater  
Jakarta, Indonesia

A luxury residential project in Cibubur

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
56.9%



### NAVA PARK

BSD City,  
Indonesia

A premium luxury residential development jointly developed with Hongkong Land

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
32.8%



### NUVASA BAY

Nongsa, Batam,  
Indonesia

Batam's first luxury integrated residential and mixed-use development within Palm Springs Golf & Country Club

**EXPECTED COMPLETION DATE:**  
2032

**EFFECTIVE INTEREST HELD (%):**  
65.0%



### SAVASA

Bekasi Regency,  
West Java, Indonesia

A joint venture development with PanaHome

**EXPECTED COMPLETION DATE:**  
2033

**EFFECTIVE INTEREST HELD (%):**  
28.1%



### SOUTHGATE

Jl. Raya Tanjung  
Barat, Indonesia

Exquisite family homes with amenities impeccably designed to complement the 21st century lifestyle in Simatupang

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
56.9%



### TAICANG, YUE JIANG NAN

Chengxiang Town,  
Taicang City, China

A residential development located approximately 50km north-west of Shanghai Hongqiao International Airport

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
30.0%



### TAMAN PERMATA BUANA

Jl. Kembangan,  
West Jakarta,  
Indonesia

A classic residential development in West Jakarta

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
45.5%



### THE ELEMENTS JAKARTA

Jl. Epicentrum  
Utama Raya,  
Indonesia

A premium high-rise luxury apartment in CBD Kuningan

**EXPECTED COMPLETION DATE:**  
Completed

**EFFECTIVE INTEREST HELD (%):**  
64.3%



### THE ZORA

BSD City, Indonesia

A luxury residential development jointly developed by BSDE and a group of consortium investors led by Mitsubishi Corporation

**EXPECTED COMPLETION DATE:**  
2025

**EFFECTIVE INTEREST HELD (%):**  
25.7%



### UPPER WEST

BSD City, Indonesia

A vertical integration development of residential, retail and working spaces as a one-stop solution of living and working environment

**EXPECTED COMPLETION DATE:**  
2024

**EFFECTIVE INTEREST HELD (%):**  
35.4%

# PROPERTY PORTFOLIO

## COMMERCIAL



### STRAND BUILDING

32 - 50 Strand,  
West End, London,  
United Kingdom

An office building  
with retail frontage  
in West End, London

**APPROXIMATE  
NET LEASABLE  
AREA (SQM):**  
12,916

**EFFECTIVE  
INTEREST HELD (%):**  
100.0%

**TENURE/EXPIRY DATE:**  
Freehold



### ALPHABETA BUILDING

14-18 Finsbury  
Square, London,  
United Kingdom

An iconic office  
building in  
Shoreditch Area,  
London

**APPROXIMATE  
NET LEASABLE  
AREA (SQM):**  
23,018

**EFFECTIVE  
INTEREST HELD (%):**  
100.0%

**TENURE/EXPIRY  
DATE:**  
Freehold



### BAKRIE TOWER

Jl. H.R. Rasuna Said,  
Indonesia

A 47-storey Grade  
A office building in  
Jakarta CBD,  
of which the Group  
owns 13 storey

**APPROXIMATE  
NET LEASABLE  
AREA (SQM):**  
17,355

**EFFECTIVE  
INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY  
DATE:**  
Leasehold  
(March 2026)



### GREEN OFFICE PARK 1

Jl. BSD Green Office  
Park, BSD City,  
Indonesia

A 5-storey office  
building in BSD City

**APPROXIMATE  
NET LEASABLE  
AREA (SQM):**  
59,089

**EFFECTIVE  
INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY  
DATE:**  
Leasehold  
(July 2040)



### GREEN OFFICE PARK 9

Jl. BSD Green Office  
Park, BSD City,  
Indonesia

A 5-storey office  
building in BSD City

**APPROXIMATE  
NET LEASABLE  
AREA (SQM):**  
20,767

**EFFECTIVE  
INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY  
DATE:**  
Leasehold  
(July 2034)



### INDONESIA CONVENTION EXHIBITION

Jl. BSD Grand  
Boulevard, BSD City,  
Indonesia

The largest  
convention and  
exhibition centre in  
Indonesia

**APPROXIMATE  
NET LEASABLE  
AREA (SQM):**  
220,000

**EFFECTIVE  
INTEREST HELD (%):**  
31.5%

**TENURE/EXPIRY  
DATE:**  
Leasehold  
(February 2036)



**MYREPUBLIC PLAZA**

Jl. BSD Green Office Park, BSD City, Indonesia

A 5-storey office building in BSD City

**APPROXIMATE NET LEASABLE AREA (SQM):**  
18,389

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (July 2034)



**SINAR MAS LAND PLAZA - BSD CITY**

Jl. BSD Green Office Park, BSD City, Indonesia

A 4-storey building in BSD City

**APPROXIMATE NET LEASABLE AREA (SQM):**  
21,000

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (July 2034)



**SINAR MAS LAND PLAZA - JAKARTA**

Jl. M.H. Thamrin Kav. 51, Central Jakarta, Indonesia

Tower I - a 12-storey office building, a basement level and a 7-storey carpark building

**APPROXIMATE NET LEASABLE AREA (SQM):**  
11,002

**EFFECTIVE INTEREST HELD (%):**  
72.7%

**TENURE/EXPIRY DATE:**  
Leasehold (January 2039)



**SINAR MAS LAND PLAZA - JAKARTA**

Jl. M.H. Thamrin Kav. 51, Central Jakarta, Indonesia

Tower II - a 39-storey office building with 3 basement levels

**APPROXIMATE NET LEASABLE AREA (SQM):**  
70,469

**EFFECTIVE INTEREST HELD (%):**  
66.8%

**TENURE/EXPIRY DATE:**  
Leasehold (January 2030)



**SINAR MAS LAND PLAZA - JAKARTA**

Jl. M.H. Thamrin Kav. 51, Central Jakarta, Indonesia

Tower III - a 12-storey office building

**APPROXIMATE NET LEASABLE AREA (SQM):**  
14,177

**EFFECTIVE INTEREST HELD (%):**  
66.8%

**TENURE/EXPIRY DATE:**  
Leasehold (January 2030)



**SINAR MAS LAND PLAZA - MEDAN**

Jl. Diponegoro, North Sumatra, Indonesia

A 10-storey office building and 3 basement levels

**APPROXIMATE NET LEASABLE AREA (SQM):**  
27,689

**EFFECTIVE INTEREST HELD (%):**  
72.7%

**TENURE/EXPIRY DATE:**  
Leasehold (January 2026)



**SINAR MAS LAND PLAZA - SURABAYA**

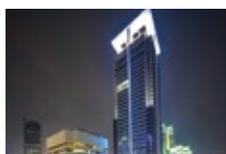
Jl. Permuda, Surabaya, Indonesia

A 20-storey office building, a basement level and 11-storey carpark building

**APPROXIMATE NET LEASABLE AREA (SQM):**  
18,573

**EFFECTIVE INTEREST HELD (%):**  
72.7%

**TENURE/EXPIRY DATE:**  
Leasehold (November 2023)



**SINARMAS MSIG TOWER**

Jl. Jenderal Sudirman, South Jakarta, Indonesia, Indonesia

A 48-storey office building and a basement level

**APPROXIMATE NET LEASABLE AREA (SQM):**  
72,864

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (June 2044)



**WISMA BCA, BSD CITY**

Jl. Kapten Soebianto Djojohadikusumo, BSD City, Indonesia

A 5-storey office building

**APPROXIMATE NET LEASABLE AREA (SQM):**  
6,579

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (July 2027)

# PROPERTY PORTFOLIO

## RETAIL & TRADE CENTRES



### AEON MALL, SOUTHGATE

Jl. Raya Tanjung Barat, Indonesia

The second AEON Mall with Sinar Mas Land after the first AEON Mall opened in BSD City

**APPROXIMATE NET LEASABLE AREA (SQM):**  
56,896

**EFFECTIVE INTEREST HELD (%):**  
56.9%



### AEON MALL, BSD CITY

Jl. BSD Raya Utama, Indonesia

The first AEON Mall in Indonesia owned by our joint venture company, PT AMSL Indonesia

**APPROXIMATE NET LEASABLE AREA (SQM):**  
77,000

**EFFECTIVE INTEREST HELD (%):**  
21.2%



### DP MALL SEMARANG

Jl. Pemuda, Semarang, Central Java, Indonesia

Retail Mall in Semarang

**APPROXIMATE NET LEASABLE AREA (SQM):**  
23,564

**EFFECTIVE INTEREST HELD (%):**  
42.1%

**TENURE/EXPIRY DATE:**  
Leasehold (August 2029)



### EPICENTRUM WALK MALL

Jl. H.R. Rasuna Said, Indonesia

Retail Mall in Central Jakarta

**APPROXIMATE NET LEASABLE AREA (SQM):**  
12,030

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (May 2030)



### MALL BALIKPAPAN BARU

Balikpapan, East Kalimantan, Indonesia

A family-oriented retail mall in Balikpapan

**APPROXIMATE NET LEASABLE AREA (SQM):**  
10,120

**EFFECTIVE INTEREST HELD (%):**  
78.2%

**TENURE/EXPIRY DATE:**  
Leasehold (July 2034)



**BSD JUNCTION**

Serpong, Tangerang, West Java, Indonesia

Retail Mall in BSD City

**APPROXIMATE NET LEASABLE AREA (SQM):**  
18,182

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/ EXPIRY DATE:**  
Leasehold (July 2034)



**MIXED-USE PROPERTIES**

Throughout Indonesia, Indonesia

Various ITC Brand Trade Centres

**APPROXIMATE NET LEASABLE AREA (SQM):**  
137,117

**EFFECTIVE INTEREST HELD (%):**  
56.9% - 64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (July 2037)



**QBIG, BSD CITY**

Serpong, Tangerang, West Java, Indonesia

A "Power Centre" concept retail mall

**APPROXIMATE NET LEASABLE AREA (SQM):**  
64,893

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (December 2044)



**THE BREEZE, BSD CITY**

Serpong, Tangerang, West Java, Indonesia

A multi-award winning retail mall

**APPROXIMATE NET LEASABLE AREA (SQM):**  
35,764

**EFFECTIVE INTEREST HELD (%):**  
64.3%

**TENURE/EXPIRY DATE:**  
Leasehold (July 2034)

# PROPERTY PORTFOLIO

## HOTEL, RESORT & GOLF COURSE



### HOTEL SANTIKA PREMIERE

Jl. BSD Grand Boulevard,  
BSD City, Indonesia

A 4-star hotel beside  
Indonesia Convention  
Exhibition in BSD City

#### ROOMS:

285

#### EFFECTIVE INTEREST HELD (%):

31.5%



### LE GRANDEUR PALM RESORT JOHOR

Senai, Johor Bahru,  
Malaysia

A 4-star hotel in one of  
the most complete resort  
destinations in Malaysia

#### ROOMS:

330

#### EFFECTIVE INTEREST HELD (%):

99.2%



### ROOM INC. HOTEL

Semarang Tengah,  
Kota Semarang, Indonesia

A young and dynamic  
boutique hotel located  
in the heart of bustling  
Semarang

#### ROOMS:

162

#### EFFECTIVE INTEREST HELD (%):

42.1%



### GO! WET WATER PARK

Bekasi Regency,  
West Java, Indonesia

A recreational water theme  
park in Grand Wisata

#### SITE AREA (SQM):

75,000

#### EFFECTIVE INTEREST HELD (%):

30.5%



### KOTA BUNGA

Cipanas, Bogor,  
West Java, Indonesia

Largest green resort in  
Puncak (Bogor's Summit)

#### SITE AREA (SQM):

1,540,000

#### EFFECTIVE INTEREST HELD (%):

56.9%



**PALM RESORT GOLF & COUNTRY CLUB**

Senai, Johor Bahru, Malaysia

A 54-hole golf course, one of the largest in the state of Johor and in Malaysia

**SITE AREA (SQM):**  
3,122,720

**EFFECTIVE INTEREST HELD (%):**  
99.2%



**OCEAN PARK, BSD CITY**

Serpong, Tangerang, West Java, Indonesia

A recreational water theme park in BSD City

**SITE AREA (SQM):**  
85,000

**EFFECTIVE INTEREST HELD (%):**  
64.3%



**PALM SPRINGS GOLF & COUNTRY CLUB**

Nongsa, Batam, Indonesia

A 27-hole golf course and beach resort

**SITE AREA (SQM):**  
2,280,000

**EFFECTIVE INTEREST HELD (%):**  
65.0%



**PECATU**

Pecatu Bali, Indonesia

A prime development site for hotel and resort

**SITE AREA (SQM):**  
803,540

**EFFECTIVE INTEREST HELD (%):**  
98.5%



**SEDANA GOLF**

Karawang, East Jakarta, Indonesia

A 18-hole golf course to the north of KIIC in Karawang

**SITE AREA (SQM):**  
750,000

**EFFECTIVE INTEREST HELD (%):**  
89.9%

---

# FINANCIAL AND OTHER INFORMATION

---

75	Directors' Statement
79	Independent Auditor's Report
84	Consolidated Income Statement
85	Consolidated Statement of Comprehensive Income
86	Statements of Financial Position
88	Consolidated Statement of Changes in Equity
90	Consolidated Statement of Cash Flows
92	Notes to the Financial Statements
168	Shareholding Statistics
170	Notice of Annual General Meeting

Proxy Form

---



# DIRECTORS' STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are pleased to present their statement to the members together with the audited financial statements of Sinarmas Land Limited (“SML” or the “Company”) and its subsidiaries (together, the “Group”) for the financial year ended 31 December 2022 and the statement of financial position of the Company as at 31 December 2022.

In the opinion of the directors:

- (a) the accompanying statement of financial position of the Company and the consolidated financial statements of the Group set out on pages 84 to 167 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 2022, and the financial performance, changes in equity and cash flows of the Group for the financial year then ended; 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.

## 1 Directors

The directors of the Company in office at the date of this statement are:

Franky Oesman Widjaja  
Muktar Widjaja  
Margaretha Natalia Widjaja  
Ferdinand Sadeli  
Robin Ng Cheng Jiet  
Hong Pian Tee  
Lim Jun Xiong, Steven  
Willy Shee Ping Yah @ Shee Ping Yan  
Ng Ee Peng

## 2 Arrangements to Enable Directors to Acquire Benefits by Means of the Acquisition of 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' STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

## 3 Directors' Interest in Shares and Debentures

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations as recorded in the Register of Directors' Shareholdings kept by the Company under Section 164 of the Companies Act 1967 (the "Companies Act"), except as follows:

Name of directors in which interests are held	Holdings registered in the name of directors or their spouse or nominee		Holdings in which directors are deemed to have an interest	
	At the beginning of the year or date of appointment if later	At the end of the year	At the beginning of the year or date of appointment if later	At the end of the year
<b>Sinarmas Land Limited</b>				
			<u>Ordinary shares</u>	
Hong Pian Tee	2,153,300	2,581,900	-	-
Lim Jun Xiong, Steven	3,999	3,999	-	-
<b>Related Corporations</b>				
<u>PT Bumi Serpong Damai Tbk</u>				
			<u>Shares of IDR100 each</u>	
Franky Oesman Widjaja	63,150,000	63,150,000	44,686,140*	44,686,140*
Muktar Widjaja	96,426,700	106,210,500	44,686,140*	44,686,140*
<u>PT Duta Pertiwi Tbk</u>				
			<u>Shares of IDR500 each</u>	
Franky Oesman Widjaja	-	-	17,212,000*	17,212,000*
Muktar Widjaja	-	-	17,212,000*	17,212,000*
<u>PT Paraga Artamida</u>				
			<u>Shares of IDR1,000 each</u>	
Franky Oesman Widjaja	-	-	125,899,500*	125,899,500*
Muktar Widjaja	-	-	139,000,000*	139,000,000*
<u>PT Simas Tunggal Center</u>				
			<u>Shares of IDR1,000 each</u>	
Franky Oesman Widjaja	-	-	900,000*	900,000*
Muktar Widjaja	-	-	900,000*	900,000*
<u>PT Ekacentra Usahamaju</u>				
			<u>Shares of IDR1,000 each</u>	
Franky Oesman Widjaja	-	-	1*	1*
Muktar Widjaja	-	-	1*	1*
<u>PT Masagi Propertindo</u>				
			<u>Shares of IDR1,000 each</u>	
Franky Oesman Widjaja	-	-	277,000*	277,000*
Muktar Widjaja	-	-	277,000*	277,000*
<u>PT Inti Tekno Sukses Bersama</u>				
			<u>Shares of IDR1,000,000 each</u>	
Franky Oesman Widjaja	-	-	1*	1*
Muktar Widjaja	-	-	1*	1*
<u>PT Wijaya Pratama Raya</u>				
			<u>Shares of IDR1,000 each</u>	
Franky Oesman Widjaja	-	-	47,468,904*	47,468,904*
Muktar Widjaja	-	-	47,468,904*	47,468,904*
<u>Global Prime Capital Pte. Ltd.</u>				
			<u>5.95% Senior Notes due 2025</u>	
Lim Jun Xiong, Steven	US\$200,000	US\$400,000	-	-

\* Held by corporations in which the director has an interest by virtue of Section 7 of the Companies Act.

### **3 Directors' Interest in Shares and Debentures (cont'd)**

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2023.

### **4 Warrants and Share Options of the Company and its Subsidiaries**

There were no options granted during the financial year to subscribe for unissued shares of the Company and its subsidiaries.

No shares have been issued during the financial year by virtue of the exercise of an option to take up unissued shares of the Company and its subsidiaries.

There were no unissued shares under option at the end of the financial year in respect of shares of the Company and its subsidiaries, save as mentioned in item 5 below.

### **5 Share Options of Subsidiaries**

Details and terms of the options granted by the subsidiaries under certain Zero Percent Convertible Bonds are disclosed in Note 30 to the financial statements.

### **6 Audit Committee**

At the date of this statement, the Audit Committee ("AC") comprises the following 3 directors, all of whom, including the AC chairman, are non-executive independent directors:

Lim Jun Xiong, Steven	(Appointed as AC Chairman on 1 May 2022)
Hong Pian Tee	(Stepped down as AC Chairman on 1 May 2022)
Willy Shee Ping Yah @ Shee Ping Yan	

The AC has the explicit authority to investigate any matter within its terms of reference. In addition to its statutory functions, the AC considers and reviews any other matters as may be agreed to by the AC and the board of directors ("Board"). In particular, the duties of the AC include:

- (a) Reviewing significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance.
- (b) Reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems.
- (c) Reviewing the adequacy, effectiveness, independence, scope and results of the Group's internal audit function.
- (d) Reviewing the scope and results of the external audit, and the independence and objectivity of the external auditors.
- (e) Making recommendations to the Board on the proposals to the shareholders on appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors. In this regard, the AC is primarily responsible for proposing the appointment and removal of the external auditors.
- (f) Reviewing the assurance from the Chief Executive Officer and the Chief Financial Officer on the financial records and financial statements of the Group.

The AC has been delegated to assist the Board in the oversight of enterprise risk management and sustainability

# DIRECTORS' STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

## 6 **Audit Committee** (cont'd)

The AC reviews with Management, and where relevant, with the internal and external auditors, the results announcements, annual reports and financial statements, interested person transactions and corporate governance, before submission to the Board for approval or adoption.

In performing its functions, the AC meets with the internal and external auditors, and reviews the audit plans and overall scope of both internal and external audits, and the co-operation and assistance given by Management to the respective auditors. Where necessary, the AC also meets separately with the internal and external auditors whereby any issues may be raised directly to the AC, without the presence of Management. The internal and external auditors have unfettered access to the AC.

The AC has recommended to the Board that Moore Stephens LLP, Public Accountants and Chartered Accountants, be nominated for re-appointment at the forthcoming annual general meeting.

## 7 **Independent Auditors**

The independent auditors, Moore Stephens LLP, Public Accountants and Chartered Accountants, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

MUKTAR WIDJAJA  
Director

ROBIN NG CHENG JIET  
Director

17 March 2023

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SINARMAS LAND LIMITED  
COMPANY REGISTRATION NO. 199400619R  
(INCORPORATED IN SINGAPORE)

## Opinion

We have audited the financial statements of Sinarmas Land Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2022, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position 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 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

## 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 are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 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 of the current period. 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.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SINARMAS LAND LIMITED  
COMPANY REGISTRATION NO. 199400619R  
(INCORPORATED IN SINGAPORE)

<u>Key Audit Matters</u>	<u>How our audit addressed the key audit matters</u>
<p><u>Revenue recognition</u></p> <p>We refer to Note 3(ac) and Note 5 to the financial statements.</p> <p>For the year ended 31 December 2022, the Group has recorded revenue from sale of development properties and other sources amounting to \$1,049,824,000 (2021: \$702,968,000) and \$281,832,000 (2021: \$192,032,000) respectively (Note 5).</p> <p>Revenue from the sale of development properties is recognised at a point in time when the development property is delivered to the customer. The timing of revenue recognition requires judgement on whether the Group has transferred significant risks and rewards of ownership in the properties to the customers and whether the Group has a substantial continuing involvement with the properties.</p>	<p><u>Our audit response:</u></p> <p>We assessed the overall sales process and the relevant systems and the design of controls over the capture and recording of revenue transactions. We have tested the effectiveness of key controls on the processes related to revenue recognition and performed test of details of samples of sales transactions.</p> <p>We read the sales contracts and applied our understanding of these contracts in assessing the completeness and accuracy of revenue. In particular, our understanding also enabled us to evaluate the judgements used in determining the timing of the revenue recognition.</p> <p>We tested journal entries made to revenue recognition with reference to SFRS(I) 15 <i>Revenue from Contracts with Customers</i>.</p> <p><u>Our audit findings:</u></p> <p>We found the revenue recognition policy (Note 3(ac)) has been appropriately applied by the management and in accordance with SFRS (I) 15.</p>
<p><u>Valuation of development properties</u></p> <p>We refer to Note 17 and Note 22 to the financial statements.</p> <p>As at 31 December 2022, the Group's properties held for sale of \$1,446,304,000 (2021: \$1,451,566,000) and properties under development for sale of \$1,725,394,000 (2021: \$1,753,178,000), which are mainly located in its core market – Indonesia. These properties are stated at cost less any impairment losses.</p> <p>We focused on this area because the determination of estimated net realisable value of these development properties is critically dependent upon the Group's expectations of future selling prices mainly in Indonesia. Fluctuations in property prices and changes in demand for residential and commercial properties in Indonesia could lead to a significant decline in the net realisable value.</p>	<p><u>Our audit response:</u></p> <p>We reviewed management's assessment of whether there is any indication that these development properties have suffered an impairment loss. We conducted a detailed discussion with the Group's key management and considered their views on possible impairment in light of the current economic environment.</p> <p>We focused our work on development properties with slower sales and compared the selling prices to recently transacted prices of comparable properties located in the same vicinity as the Group's projects.</p> <p><u>Our audit findings:</u></p> <p>We found that the management's assessment of the net realisable value of development properties to be appropriate based on our audit procedures.</p>

<b><u>Key Audit Matters</u></b> (cont'd)	<b><u>How our audit addressed the key audit matters</u></b> (cont'd)
<p><b><u>Valuation of investments at fair value</u></b></p> <p>We refer to Note 3(o), Note 4(a), Note 14, Note 21 and Note 41 to the financial statements.</p> <p>The Group holds interests in its investments at fair value via various types of financial instruments, comprising quoted and unquoted equity securities, quoted and unquoted funds and unquoted debt securities. The carrying value of the financial assets at fair value through other comprehensive income amounted to \$42,959,000 (2021: \$8,585,000) and financial assets at fair value through profit or loss amounted to \$187,999,000 (2021: \$374,771,000).</p> <p>The Group relies on third party information such as broker quotes, fund statements provided by non-related fund managers or quoted market prices for the investments of funds which are classified as Level 2 in the fair value hierarchy.</p> <p>The Group engages third party valuers to value the investments of certain equity securities, funds and debt securities which are classified as Level 3 in the fair value hierarchy.</p>	<p><b><u>Our audit response:</u></b></p> <p>We reviewed the valuation of investments by assessing the appropriateness of the valuation methodologies adopted.</p> <p>We evaluated the independent external valuers' competence, capability and objectivity in the valuation of investments held at fair value.</p> <p>We reviewed the reasonableness of inputs applied and engaged our own valuation specialists to assess the valuation methodologies applied, the valuation assumptions and inputs used by management and conducted a detailed discussion with the Group's key management and external valuers on the assumptions used.</p> <p><b><u>Our audit findings:</u></b></p> <p>We found the valuation estimates determined by the Group are within a reasonable range of outcomes.</p>

**Other Information**

Management is responsible for the other information. The other information comprises the information included in 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 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.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SINARMAS LAND LIMITED  
COMPANY REGISTRATION NO. 199400619R  
(INCORPORATED IN SINGAPORE)

## 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 and SFRS(I)s, 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.
- 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.

**Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)**

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 year 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 subsidiaries incorporated in Singapore of which we are the auditor 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 Christopher Bruce Johnson.

**Moore Stephens LLP**  
Public Accountants and  
Chartered Accountants

Singapore

17 March 2023

# CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

	<u>Note</u>	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<b>Revenue</b>	5	1,331,656	895,000
Cost of sales		<u>(367,167)</u>	<u>(350,030)</u>
<b>Gross profit</b>		<u>964,489</u>	<u>544,970</u>
<b>Operating expenses</b>			
Selling expenses		(135,294)	(97,469)
General and administrative expenses		<u>(178,200)</u>	<u>(140,673)</u>
Total operating expenses		<u>(313,494)</u>	<u>(238,142)</u>
<b>Operating profit</b>		<u>650,995</u>	<u>306,828</u>
<b>Other income/(expenses)</b>			
Finance income	6	42,862	51,721
Finance costs	7	(181,456)	(177,995)
Foreign exchange (loss)/gain		(28,093)	2,247
Share of results of associated companies	19	3,797	17,362
Share of results of joint ventures	20	(28,583)	15,431
Other operating income	8	4,475	15,499
Other expenses, net		<u>(186,998)</u>	<u>(75,735)</u>
<b>Exceptional items</b>			
Negative goodwill	42(b)	-	15,089
Gain on disposal of a subsidiary	42(c),(d)	<u>87,677</u>	<u>24,419</u>
Exceptional items, net		<u>87,677</u>	<u>39,508</u>
<b>Profit before income tax</b>	9	551,674	270,601
Income tax	10	<u>(48,936)</u>	<u>(35,167)</u>
<b>Profit for the year</b>		<u>502,738</u>	<u>235,434</u>
<b>Attributable to:</b>			
Owners of the Company		343,592	145,697
Non-controlling interests		<u>159,146</u>	<u>89,737</u>
		<u>502,738</u>	<u>235,434</u>
<b>Earnings per share (cents)</b>			
Basic and diluted	11(a)	<u>8.07</u>	<u>3.42</u>

The accompanying notes form an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	<u>Note</u>	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<b>Total profit for the year</b>		502,738	235,434
<b>Other comprehensive (loss)/income</b>			
<u>Items that will not be reclassified subsequently to profit or loss:</u>			
Actuarial (loss)/gain on post-employment benefits	12	(1,599)	4,174
Changes in fair value of equity investments at fair value through other comprehensive income		2,948	61
		1,349	4,235
<u>Items that may be reclassified subsequently to profit or loss:</u>			
Foreign currency translation differences:			
- arising from consolidation		(445,654)	20,764
- reclassification adjustments from disposal of a subsidiary	42(c),(d)	(6,129)	25
Share of other comprehensive (loss)/income of:			
- associated companies	19	(21)	351
- joint ventures	20	58	391
		(451,746)	21,531
<b>Total comprehensive income for the year</b>		52,341	261,200
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		56,209	162,555
Non-controlling interests		(3,868)	98,645
		52,341	261,200

The accompanying notes form an integral part of the financial statements.

# STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

		<u>Group</u>		<u>Company</u>	
	<u>Note</u>	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<b><u>Assets</u></b>					
Current Assets					
Cash and cash equivalents	13	1,516,144	1,331,345	159,367	57,674
Short-term investments	14	82,621	252,131	-	-
Trade receivables	15	31,414	16,394	-	-
Other current assets	16	168,020	301,823	97,351	114,967
Inventories, at cost		636	623	-	-
Properties held for sale	17	1,446,304	1,451,566	-	-
		<u>3,245,139</u>	<u>3,353,882</u>	<u>256,718</u>	<u>172,641</u>
Non-Current Assets					
Subsidiaries	18	-	-	1,969,581	2,264,385
Associated companies	19	490,175	505,916	-	-
Joint ventures	20	135,941	142,027	7	7
Long-term investments	21	148,337	131,225	-	-
Properties under development for sale	22	1,725,394	1,753,178	-	-
Investment properties	23	1,409,748	1,570,947	-	-
Property, plant and equipment	24	127,181	131,840	2,854	2,283
Long-term receivables and assets	25	28,422	16,727	235	236
Deferred tax assets	26	134	177	-	-
Intangible assets	27	390,169	337,702	-	-
		<u>4,455,501</u>	<u>4,589,739</u>	<u>1,972,677</u>	<u>2,266,911</u>
<b>Total Assets</b>		<u>7,700,640</u>	<u>7,943,621</u>	<u>2,229,395</u>	<u>2,439,552</u>

The accompanying notes form an integral part of the financial statements.

# STATEMENTS OF FINANCIAL POSITION (cont'd)

AS AT 31 DECEMBER 2022

	Note	Group		Company	
		2022 S\$'000	2021 S\$'000	2022 S\$'000	2021 S\$'000
<b>Liabilities and Equity</b>					
Current Liabilities					
Trade payables	28	80,335	108,201	-	-
Other payables and liabilities	29	961,576	851,781	139,524	318,568
Bonds and notes payable	30	3,937	-	-	-
Lease liabilities	31	885	643	433	172
Borrowings	32	151,698	287,104	-	-
Income taxes payable		3,503	3,571	188	-
		<u>1,201,934</u>	<u>1,251,300</u>	<u>140,145</u>	<u>318,740</u>
Non-Current Liabilities					
Bonds and notes payable	30	489,552	760,763	-	-
Lease liabilities	31	4,560	2,811	1,607	1,249
Borrowings	32	860,337	695,657	-	-
Long-term liabilities	33	450,298	452,478	-	-
Deferred tax liabilities	26	-	10	-	-
		<u>1,804,747</u>	<u>1,911,719</u>	<u>1,607</u>	<u>1,249</u>
Total Liabilities		<u>3,006,681</u>	<u>3,163,019</u>	<u>141,752</u>	<u>319,989</u>
Equity attributable to Owners of the Company					
Issued capital	35	2,057,844	2,057,844	2,057,844	2,057,844
Treasury shares	35	(170,567)	(170,567)	(170,567)	(170,567)
Foreign currency translation deficit		(1,717,785)	(1,429,484)	-	-
Other reserves		300,667	261,592	-	-
Fair value reserves		5,362	3,516	-	-
Retained earnings		2,621,648	2,281,886	200,366	232,286
		<u>3,097,169</u>	<u>3,004,787</u>	<u>2,087,643</u>	<u>2,119,563</u>
Non-controlling interests		1,596,790	1,775,815	-	-
Total Equity		<u>4,693,959</u>	<u>4,780,602</u>	<u>2,087,643</u>	<u>2,119,563</u>
<b>Total Liabilities and Equity</b>		<u><u>7,700,640</u></u>	<u><u>7,943,621</u></u>	<u><u>2,229,395</u></u>	<u><u>2,439,552</u></u>

The accompanying notes form an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

Group	Attributable to Owners of the Company						Total	Non-Controlling Interests	Total Equity
	Issued capital	Treasury shares	Foreign currency translation deficit	Other reserves	Fair value reserves	Retained earnings			
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance at 1.1.2022	2,057,844	(170,567)	(1,429,484)	261,592	3,516	2,281,886	3,004,787	1,775,815	4,780,602
Profit for the year	-	-	-	-	-	343,592	343,592	159,146	502,738
Foreign currency translation differences	-	-	(282,172)	-	-	-	(282,172)	(163,482)	(445,654)
Other comprehensive (loss)/income	-	-	(6,129)	(928)	1,846	-	(5,211)	468	(4,743)
Total comprehensive (loss)/income for the year	-	-	(288,301)	(928)	1,846	343,592	56,209	(3,868)	52,341
Dividends (Note 36)	-	-	-	-	-	(3,830)	(3,830)	-	(3,830)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	(67,689)	(67,689)
Capital subscribed by non-controlling shareholders	-	-	-	-	-	-	-	395	395
Changes in interest in subsidiaries (Note 42(e))	-	-	-	40,003	-	-	40,003	(107,863)	(67,860)
Balance at 31.12.2022	2,057,844	(170,567)	(1,717,785)	300,667	5,362	2,621,648	3,097,169	1,596,790	4,693,959

The accompanying notes form an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2022

← Attributable to Owners of the Company →

<b>Group</b>	Attributable to Owners of the Company						Total	Non- Controlling Interests	Total Equity
	Issued capital S\$'000	Treasury shares S\$'000	Foreign currency translation deficit S\$'000	Other reserves S\$'000	Fair value reserves S\$'000	Retained earnings S\$'000			
Balance at 1.1.2021	2,057,844	(170,567)	(1,443,296)	252,265	3,285	2,140,019	2,839,550	1,738,886	4,578,436
Profit for the year	-	-	-	-	-	145,697	145,697	89,737	235,434
Foreign currency translation differences	-	-	13,787	-	-	-	13,787	6,977	20,764
Other comprehensive income	-	-	25	2,815	231	-	3,071	1,931	5,002
Total comprehensive income for the year	-	-	13,812	2,815	231	145,697	162,555	98,645	261,200
Dividends (Note 36)	-	-	-	-	-	(3,830)	(3,830)	-	(3,830)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	(42,621)	(42,621)
Capital subscribed by non-controlling shareholders	-	-	-	-	-	-	-	1,578	1,578
Changes in interest in subsidiaries (Note 42(b),(f))	-	-	-	6,512	-	-	6,512	(20,673)	(14,161)
Balance at 31.12.2021	2,057,844	(170,567)	(1,429,484)	261,592	3,516	2,281,886	3,004,787	1,775,815	4,780,602

The accompanying notes form an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

	<u>Note</u>	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<b>Cash flows from operating activities</b>			
Profit before income tax		551,674	270,601
Adjustments for:			
Depreciation of investment properties	23	41,984	43,693
Depreciation of property, plant and equipment	24	11,994	12,302
Amortisation of intangible assets	27	2,171	-
Interest expense	7	181,456	177,995
Gain on disposal of a subsidiary	42(c),(d)	(87,677)	(24,419)
Gain on disposal of property, plant and equipment	8	(247)	(1,343)
Negative goodwill	42(b)	-	(15,089)
Fair value loss/(gain) on financial assets at FVPL	8	16,276	(5,333)
Fair value gain on derivative assets at FVPL	8	(2,781)	-
Share of results of associated companies	19	(3,797)	(17,362)
Share of results of joint ventures	20	28,583	(15,431)
Allowance for/(Write-back of) impairment loss on:			
Trade and non-trade receivables	8	4,159	9,000
Completed properties held for sale	9	(88)	(73)
Property, plant and equipment written off	8	-	6
Unrealised net foreign exchange loss/(gain)		13,462	(1,597)
Interest income	6	(42,862)	(51,721)
<b>Operating cash flows before working capital changes</b>		714,307	381,229
Changes in working capital:			
Trade receivables		(14,845)	1,708
Other current assets and receivables		82,440	116,137
Inventories		(13)	14
Trade payables		(13,628)	(19,885)
Other payables and liabilities		133,314	235,986
<b>Cash generated from operations</b>		901,575	715,189
Interest paid		(96,909)	(113,697)
Interest received		44,945	71,436
Tax paid		(47,819)	(71,729)
<b>Net cash generated from operating activities</b>		801,792	601,199

The accompanying notes form an integral part of the financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS (cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2022

	<u>Note</u>	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<b>Cash flows from investing activities</b>			
Acquisition of a subsidiary, net of cash acquired	42(b)	-	(5,979)
Payment for acquisition of/additional investment in:			
Associated companies	19	(39,076)	(1,892)
Joint ventures	20	(58,780)	(24,901)
Return of capital from joint ventures	20	18,819	42,301
Net cash inflow from disposal of a subsidiary	42(c),(d)	405,192	126,630
Acquisition of an investment property	42(a)	(325,392)	-
Decrease/(Increase) in long-term receivables and assets		520	(5,476)
Proceeds from redemption of investment in financial assets		186,175	231,046
Payment for investment in financial assets		(49,853)	(154,798)
Proceeds from disposal of property, plant and equipment		326	1,707
Capital expenditure on investment properties		(12,023)	(1,334)
Capital expenditure on property, plant and equipment		(15,742)	(6,585)
Capital expenditure on properties under development and held for sale		(245,493)	(99,835)
Dividends from associated companies	19	13,874	7,538
Dividends from joint ventures	20	5,962	11,167
Payment for intangible assets		(97,029)	(80,120)
<b>Net cash (used in)/ generated from investing activities</b>		<b>(212,520)</b>	<b>39,469</b>
<b>Cash flows from financing activities</b>			
Proceeds from borrowings	34	626,117	72,670
Proceeds from issuance of bonds and notes	34	93,400	-
Capital subscribed by non-controlling shareholders		395	1,578
Decrease/(Increase) in time deposits pledged		9,904	(28,755)
Acquisition of additional interest in a subsidiary	42(e),(f)	(67,860)	(14,161)
Repayments of borrowings	34	(500,577)	(274,403)
Repayments of bonds and notes	34	(351,835)	(462,518)
Payments of dividends		(71,519)	(46,451)
Principal payments of lease liabilities	34	(929)	(1,066)
Payments of deferred bond charges	34	(1,255)	-
<b>Net cash used in financing activities</b>		<b>(264,159)</b>	<b>(753,106)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		325,113	(112,438)
<b>Cash and cash equivalents at the beginning of the year</b>		1,220,285	1,321,546
<b>Effect of exchange rate changes on cash and cash equivalents</b>		(130,410)	11,177
<b>Cash and cash equivalents at the end of the year</b>	13	<b>1,414,988</b>	<b>1,220,285</b>

The accompanying notes form an integral part of the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

These notes form an integral part of and should be read in conjunction with the accompanying financial statements:

## 1 General

Sinarmas Land Limited (the “Company”) is incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST). The Company’s registered office and principal place of business is at 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535.

The Company is principally an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are involved in the property business, through its investments in Indonesia, China, Malaysia, Singapore and the United Kingdom.

The subsidiaries, associated companies and joint ventures, including their principal activities, countries of incorporation, and the extent of the Company’s equity interests in those subsidiaries, associated companies and joint ventures are set out in Note 44, Note 45 and Note 46 to the financial statements respectively.

The statement of financial position of the Company and the consolidated financial statements of the Group as at and for the year ended 31 December 2022 were authorised for issue by the Board of Directors on 17 March 2023.

## 2 New and Revised Singapore Financial Reporting Standards (International) (“SFRS(I)s”)

### (a) Adoption of New and Revised SFRS(I)s and Interpretations to SFRS(I)

The accounting policies adopted are consistent with those of the previous financial year except that in the current year, the Group has adopted all the new and revised SFRS(I)s issued that are relevant to its operations and effective for annual periods beginning on 1 January 2022. The adoption of these new and revised SFRS(I)s has had no material financial impact on the financial performance and financial position of the Group and the Company.

### (b) New and revised SFRS(I)s issued but not yet effective

As at the date of these financial statements, the Group has not adopted the following standards that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1, <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to SFRS(I) 1-1, <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to SFRS(I) 1-1, <i>Disclosure of Accounting Policies</i> and SFRS(I) Practice Statement 2, <i>Making Materiality Judgements</i>	1 January 2023
Amendments to SFRS(I) 1-8, <i>Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates</i>	1 January 2023
Amendments to SFRS(I) 1-12, <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to SFRS(I) 16, <i>Leases – Lease Liability in a Sale and Leaseback</i>	1 January 2024

The directors of the Company expect the adoption of the amendments and improvements to standards above will have no material impact on the consolidated financial statements in the period of initial application.

### 3 Summary of Significant Accounting Policies

#### (a) Basis of Preparation

The financial statements are prepared on the historical cost basis, except as discussed in the accounting policies below. The consolidated financial statements of the Group and the statement of financial position of the Company have been prepared in accordance with the provisions of the Companies Act 1967 and SFRS(I)s as issued by Accounting Standards Council.

The preparation of financial statements requires the use of accounting estimates and judgements that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses as well as the disclosures of contingent assets and contingent liabilities. Although these estimates are based on management's best knowledge of current events and actions, actual results may actually differ from these estimates.

Critical accounting estimates and assumptions used that are significant to the financial statements, and areas involving a higher degree of judgement or complexity, are disclosed in Note 4 to the financial statements.

#### (b) 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 (the "functional currency"). The consolidated financial statements are presented in Singapore dollar, which is the Company's functional currency. All financial information presented in Singapore dollars have been rounded to the nearest thousand (\$'000), unless otherwise indicated.

#### (c) Foreign Currency Transactions and Translation

Foreign currency transactions are translated into the respective functional currencies of the entities in the Group using the exchange rates prevailing at the dates of transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and arising from the translation of foreign currency denominated monetary assets and liabilities at the exchange rates prevailing at the end of the reporting period are recognised in the income statement.

Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates prevailing at the date of transactions. Non-monetary items that are measured at fair value in foreign currency are translated using the exchange rate at the date that the fair value was determined.

In the preparation of the consolidated financial statements, the financial statements of those subsidiaries whose functional currency is not Singapore dollar (i.e. foreign entities) are translated into Singapore dollar, as follows:

- assets and liabilities are translated at the closing rate at the end of the reporting period;
- share capital and reserves are translated at historical exchange rates; and
- revenue and expenses are translated at average exchange rates for the period which approximate the exchange rates prevailing on the transactions dates (unless the average rate is not a reasonable approximation of the cumulative effect of rates prevailing on the transactions dates, in which case, revenue and expenses are translated using the exchange rate at the dates of the transactions).

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (c) Foreign Currency Transactions and Translation (cont'd)

Exchange differences arising from the above translations are recognised in other comprehensive income and these are accumulated in foreign currency translation reserve within equity. On consolidation, exchange differences arising from the translation of net investments in foreign entities (including monetary items that in substance form part of the net investment in foreign entities) are recognised in other comprehensive income. On disposal, the accumulated translation differences are reclassified to the income statement as part of the gain or loss on disposal in the period in which the foreign entity is disposed of.

### (d) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries made up to 31 December, after elimination of material balances, transactions and any unrealised profit or loss on transactions between the Group entities. Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control ceases. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The Group applies the acquisition method to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable assets or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3.

The consideration transferred in a business combination is measured at fair value at the date of acquisition, which is the sum of the fair values of the assets transferred, the liabilities incurred by the acquirer to former owners of the acquiree, and the equity interests issued by the acquirer. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities assumed in a business combination are measured at their fair values. Any non-controlling interest at the date of acquisition in the acquiree is measured at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets. Acquisition related costs are to be expensed through the income statement as incurred.

If the business combination is achieved in stages, the carrying value at the acquisition date of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in income statement.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling interests' share of changes in equity since the date of the combination.

Changes in the Group's interest in a subsidiary that do not result in loss of control are accounted for as transactions with equity owners of the Company. Any difference between the change in carrying amounts of the non-controlling interest and the value of consideration paid or received is recognised in other reserves on the statement of financial position, within equity attributable to the owners of the Company.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (d) Basis of Consolidation (cont'd)

When the Group ceases to have control of an entity, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the income statement. The fair value is the initial carrying amount for the purpose of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the income statement.

#### (e) Subsidiaries

Subsidiaries are entities over which any of the Group companies have control. The Group companies control an entity if and only if they have power over the entity and when they are exposed to, or have rights, to variable returns from their involvement with the entity, and have the ability to use their power over the entity to affect those returns.

The Group will re-assess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. When the Group company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Investment in subsidiaries in the financial statements of the Company are stated at cost, less any impairment losses in the statement of financial position. On disposal of investment in subsidiaries, the difference between the disposal proceeds and the carrying amounts of the investment are recognised in the income statement.

Intercompany loan to subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future and are in substance, a part of the Company's net investment in those subsidiaries are stated at cost less any accumulated impairment loss. Such balances are eliminated in full in the consolidated financial statements.

#### (f) Goodwill

Goodwill on acquisition of subsidiaries, represents the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value at the date of acquisition of any previously-held equity interest in the acquiree, over the fair value of the net identifiable assets acquired.

Goodwill on acquisition of subsidiaries is initially measured at cost. Subsequently, goodwill is carried at cost less any accumulated impairment losses. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the entities sold. If the Group's interest in the net fair value of the identifiable assets and liabilities exceeds the consideration transferred and the non-controlling interest in the acquiree, the Group will reassess whether it has correctly identified all of the assets acquired and liabilities assumed, and any excess thereafter is recognised as an income immediately.

Goodwill is tested for impairment annually or when circumstances change, indicating that goodwill might be impaired.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units. If the recoverable amount of a cash-generating unit is estimated to be less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (g) Associated Companies and Joint Ventures

Associated companies are entities in which the Group has significant influence but not control, which generally occurs when the Group holds, directly or indirectly, 20% or more of the voting power of the investee, or is in a position to exercise significant influence on the financial and operating policy decisions.

Joint ventures are entities over which the Group has contractual arrangements to jointly share the control over the economic activity of the entities with one or more parties and have rights to the net assets of the arrangements.

The Group accounts for its investment in associated companies and joint ventures using the equity method from the date on which it becomes an associated company or joint venture. When applying the equity method, the Group has elected to retain the fair value measurement applied by its quoted associated company which meets the definition of an investment entity.

On acquisition of the investment, 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. Any excess of the cost of investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities is included in the carrying amount of the investments. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment, the Group will reassess whether it has correctly identified all of the assets acquired and liabilities assumed, and any excess thereafter is included as income in the determination of the entity's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associated companies or joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associated companies or joint ventures. The Group's share of post-acquisition profit or losses are recognised in the income statement and its share of post-acquisition other comprehensive income is recognised in other comprehensive income. These post-acquisition movements and distributions received from the associated companies or joint ventures are adjusted against the carrying amount of the investments. 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 transactions provide evidence of impairment of the assets transferred.

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, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations to make or has made payments on behalf of the associated companies and joint venture.

The financial statements of the associated companies and joint ventures are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Investment in associated companies and joint ventures in the financial statements of the Company are stated at cost, less any impairment losses in the statement of financial position. On disposal of investment in associated companies or joint ventures, the difference between the disposal proceeds and the carrying amounts of the investments are recognised in the income statement.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (h) Service Concession Arrangement

The Group recognises an intangible asset arising from a service concession arrangement when the Group's construction activities create or enhance an asset under the grantors' control and it has a right to charge for use of the concession infrastructure. An intangible asset received as consideration for providing construction services in a service concession arrangement is measured at fair value on initial recognition with reference to the fair value of the services provided. Cost of land acquisition, which will be handed over to the grantor at the end of the concession period is capitalised as part of the cost of the intangible assets. Subsequent to initial recognition, the intangible assets are measured at cost, which includes capitalised borrowing costs, less accumulated amortisation and any impairment. The cost is amortised over the remaining concession period on a straight-line basis once the operation phase has begun.

The concession assets are derecognised at the end of the concession period. There will be no gain or loss upon derecognition as the concession assets which are expected to be fully amortised by then, will be handed over to the grantor with no consideration.

The Group has the obligation to maintain quality as a consequence of use of the toll road during the operating phase, i.e. by performing overlay regularly. The cost of overlay is periodically provided for based on estimation utilisation of toll road by road users. The estimated net provision for overlay is discounted to its present value that reflects current provision.

#### (i) Investment Properties

Investment properties are properties held either to earn rental income or for long-term capital appreciation or for currently indeterminate use. Investment properties comprise directly acquired properties, and completed properties or properties that are being constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment losses where the recoverable amount of the asset is estimated to be lower than its carrying amount. Except for freehold land which is not depreciated, depreciation is calculated using a straight-line method to allocate the depreciable amounts over the estimated useful lives of 20 to 60 years, or where shorter, the terms of the relevant leases. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the income statement in the year of retirement or disposal. Transfers are made to or from investment properties when there is a change in use.

The residual values and useful lives of investment properties are reviewed, and adjusted as appropriate, at the end of each reporting period.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (j) Property, Plant and Equipment

Property, plant and equipment are carried at cost, less accumulated depreciation and any impairment losses where the recoverable amount of the asset is estimated to be lower than its carrying amount.

Freehold land has an unlimited useful life and therefore is not depreciated. Depreciation is charged so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values, using the straight-line method, over the following estimated useful lives:

	<u>No. of years</u>
Freehold buildings	- 10 to 50
Leasehold land and buildings	- 4 to 30
Plant, machinery and equipment	- 4 to 20
Motor vehicles, furniture and fixtures	- 3 to 10

The residual values and estimated useful lives of property, plant and equipment are reviewed, and adjusted as appropriate, at the end of each reporting period.

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The cost of maintenance and repairs is charged to the income statement as incurred; significant renewals and improvements are capitalised. When assets are retired or otherwise disposed of, their carrying amounts are derecognised and any resulting gains or losses are recognised in the income statement.

The cost of construction in progress represents all costs (including borrowing costs on such borrowings) attributable to bringing the constructed asset to its working condition and getting it ready for its intended use. The accumulated costs will be reclassified to the appropriate asset class when the construction is completed. No depreciation charge is provided for construction in progress until the assets are transferred and used in operations.

### (k) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand, cash in banks and time deposits which are short-term, highly liquid assets that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of time deposits pledged as security.

### (l) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost are determined using the FIFO (first-in first-out) method. Cost comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (m) Properties under Development for Sale and Held for Sale

Properties under development for sale consist of land and properties which are held with the intention of development and sale in the ordinary course of business. They are stated at cost less any impairment losses when the recoverable amount of the property is estimated to be lower than its carrying amount.

Land held for development consists of land acquired which will be developed over more than one year. Upon commencement of development, the cost of land held for development will be transferred to properties under development.

Each property under development is accounted for as a separate project. The cost of properties under development include land cost, direct development and construction costs, capitalised interest and other indirect costs incurred during the period of development. The cost is determined and/or allocated using the specific identification method. Allowances are recognised in the income statement for any foreseeable losses. Cost estimated and allocation are reviewed and adjusted as appropriate, at the end of each reporting period. Properties held for sale under current assets will be reclassified as investment properties under non-current assets upon the commencement of an operating lease to another party.

Properties held for sale are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

#### (n) Impairment of Non-Financial Assets excluding Goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets (excluding goodwill) to determine whether there is any indication that those assets have suffered an impairment loss or whether there is any indication that an impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An asset's recoverable amount is calculated as the higher of the asset's value in use and its fair value less cost of disposal.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that it does not exceed the carrying amount that would have been determined, net of any depreciation, had no impairment loss been recognised.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (o) Financial Assets

The Group recognises a financial asset when, and only when the Group becomes party to the contractual provisions of the instruments. All regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

- Classification of financial assets

The Group classifies its non-derivative financial assets in the following measurement categories: those to be measured at amortised cost, and those to be measured subsequently at fair value either through other comprehensive income ("FVOCI") or through profit or loss ("FVPL"). The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in the income statement. Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in the income statement. Any gain or loss on derecognition is recognised in the income statement.

On initial recognition of an equity investment that is not held-for-trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. These assets are subsequently measured at fair value. Dividends are recognised as income in the income statement unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income and are never reclassified to the income statement. At the time the financial assets are derecognised, the cumulative gain or loss is reclassified to retained earnings.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVPL. Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVPL. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income and any gain or loss on derecognition, are recognised in the income statement.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (o) Financial Assets (cont'd)

- Impairment of financial assets

The Group recognises loss allowances from expected credit losses (“ECLs”) on financial assets measured at amortised costs. Loss allowances of the Group are measured on either 12-months ECLs resulting from possible default events within the 12 months after the reporting date or lifetime ECLs basis resulting from possible default events over the expected life of a financial instrument.

The Group applies the simplified approach to provide ECLs for all trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

The Group applies the general approach to provide for ECLs on all other financial assets. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition. At each reporting date, the Group assesses whether the credit risk of a financial asset has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience, informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial assets improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls, which is the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full.

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counter party has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group’s recovery procedures, taking into account legal service where appropriate. Any recoveries are recognised in the income statement.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes significant financial difficulty of a debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amounts of these assets.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (p) Financial Liabilities

The Group recognised financial liabilities on statement of financial position when, and only when, the entity becomes a party to the contractual provisions of the instrument.

Interest-bearing borrowings and bonds and notes payable are recorded at the proceeds received, net of direct issue costs. Direct issue costs are amortised over the term of the bonds. Finance charges, including premiums payable on settlement or redemption, are accounted for on an accrual basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Interest-bearing borrowings and bonds and notes payable are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Financial liabilities are derecognised when, and only when, the obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and consideration paid and payable is recognised in the income statements.

Other than borrowings, significant financial liabilities include lease liabilities, interest-bearing borrowings, bonds and notes payable and trade and other payables. The accounting policies adopted for convertible bonds and lease liabilities are outlined in Note 3(r) and Note 3(v) respectively.

### (q) Offsetting of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the statements of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### (r) Convertible Financial Instruments

Convertible financial instruments are regarded as compound instruments, consisting of a liability component and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible financial instruments and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the Group, is included in capital reserves (equity) if the option is converted into a fixed number of equity shares or as a financial liability if the option is converted into a variable number of equity shares based on an exercise price of a prescribed percentage of the net tangible assets at the exercise date. Correspondingly, a discount on the financial instruments is recorded and amortised over the period of the financial instruments. Gains and losses arising from changes in fair value of the embedded option (financial liability) are included in the income statement.

### (s) Derivative Financial Instruments

Derivative financial instruments are recognised initially at fair value and any directly attributable transaction costs are recognised in income statement as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in the income statement unless the derivative qualifies for hedge accounting where the recognition of any changes in the fair value depends on the nature of the item being hedged.

Derivative financial instruments are presented as non-current assets or liabilities if the remaining maturities exceed 12 months, and they are not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (t) Trade and Other Payables

Trade and other payables are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received. Interest-bearing trade and other payables are recognised initially at cost less attributable transaction costs and subsequently stated at amortised cost using the effective interest method.

#### (u) Share Capital and Treasury Shares

Ordinary shares are classified as equity. Equity is recorded at the proceeds received, net of direct issue costs.

The Company's own ordinary shares, which are re-acquired by the Company and held as treasury shares, are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, re-issuance or cancellation of equity shares. Any difference between the carrying amount of treasury shares and the consideration received, if re-issued, is recognised directly in equity as gain or loss on re-issuance of treasury shares.

#### (v) Leases

- *When the Group is the lessee*

At the inception of the contract, the Group and the Company assess 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.

The Group and the Company recognise right-of-use ("ROU") assets and lease liabilities at the date which the underlying assets become available for use. ROU assets are measured at cost, less any accumulated depreciation and impairment losses, if any, and adjusted for re-measurement of lease liabilities. The cost of ROU assets includes the initial measurement of lease liabilities adjusted for any lease payment made at or before the commencement dates, plus any initial direct costs incurred less any lease incentives received. Any initial direct cost that would not have been incurred if the lease had not been obtained are added to the carrying amount of the ROU assets. ROU asset is depreciated using the straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

ROU assets (except for those which meets the definition of an investment property) are presented in "Property, plant and equipment" in the statement of financial position. ROU assets which meet the definition of an investment property are presented as "Investment properties" and accounted for in accordance with Note 3(i).

The initial measurement of lease liabilities 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 the rate cannot be readily determined, the Group and the Company uses its incremental borrowing rate. Lease payments included in the measurement of the lease liabilities comprise fixed payments (including in substance fixed payment), less any lease incentive receivables. Lease liabilities are subsequently measured at amortised cost, and are remeasured when there is a change in the Group's assessment of whether it will exercise lease extension and termination option, or there is a modification to the lease terms. Where lease liabilities are remeasured, corresponding adjustments are made against the ROU assets. If the carrying amount of the ROU assets have been reduced to zero, the adjustments are recorded in the income statement.

The Group and the Company have elected not to recognise ROU assets and lease liabilities for short-term leases that have lease term of 12 months or less, as well as leases of low-value assets. Lease payments relating to these leases are expensed to the income statement on a straight-line basis over the lease term.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (v) Leases (cont'd)

- *When the Group is the lessor*

#### Lessor – Finance leases

Leases where the Group has transferred substantially all risks and rewards incidental to ownership of the leased assets to the lessees, are classified as finance leases. The leased asset is derecognised and the present value of the lease receivable (net of initial direct costs for negotiating and arranging the lease) is recognised on the statement of financial position. The difference between the gross receivable and the present value of the lease receivable is recognised as unearned finance income. Each lease payment received is applied against the gross investment in the finance lease receivable to reduce both the principal and the unearned finance income. The finance income is recognised in the income statement on an effective yield basis. Initial direct costs incurred by the Group in negotiating and arranging finance leases are added to finance lease receivables and recognised as an expense in the income statement over the lease term on the same basis as the lease income.

#### Lessor – Operating leases

Leases of investment properties where the Group retains substantively all risks and rewards incidental to ownership are classified as operating lease. The accounting policy for rental income is outlined in Note 3(ac).

Contingent rents are recognised as income in the income statement when earned. When a lease is terminated before the lease period expires, any payment received by the Group as penalty is recognised as an income when termination takes place.

### (w) Provisions

Provisions are recognised when the Group has a legal or constructive obligation as a result of a past event, it is probable that required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

### (x) Income Tax

Current income tax for current and prior years is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the end of each reporting period in the countries where the Group operates and generates income. The Group 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 amount expected to be paid to the tax authorities.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is recognised in the income statement, except when it relates to items recognised in other comprehensive income or directly to equity, in which case the deferred income tax is also dealt with in other comprehensive income or directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority. The amount of deferred income tax is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting period.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (x) Income Tax (cont'd)

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries and associated companies except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

#### (y) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. The capitalised costs are depreciated or amortised over the same periods and on the same basis as the underlying assets.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowings of funds.

#### (z) Employee Benefits

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. Contributions made into separate stated managed entities, such as the Central Provident Fund in Singapore under a defined contribution plan, on a mandatory, contractual or voluntary basis with no further payment obligation once the contributions have been paid are recognised in the income statement in the period in which the related service is performed.

Certain subsidiaries in Indonesia have defined contribution plans covering substantially all of their eligible permanent employees. The Group's contributions to the funds are computed at a certain percentage of the basic income for its employees.

Certain subsidiaries also recognise additional provisions for employee service entitlements in accordance with the Indonesian Labor Law (the "Labor Law"). The said additional provisions are estimated using the Projected Unit Credit method, with actuarial calculations based on the report prepared by an independent actuary.

Remeasurement, comprising actuarial gains or losses and return on plan assets are recognised immediately in other comprehensive income in the period in which remeasurement occurs. Remeasurement gains or losses are not reclassified to income statement subsequently. All past service costs are recognised immediately in the income statement in the period they occur.

The related estimated liability for employee benefits is the difference between the present value of the estimated employee service entitlement based on the Labor Law less the fair value of plan assets, and the projected cumulative funding based on the defined contribution plan.

#### (aa) Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved for payment.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (ab) Related Parties

A related party is a person or entity that is related to the reporting entity.

A person is considered to be related if that person has the ability to control or jointly control the reporting entity, exercise significant influence over the reporting entity in making financial and operating decisions, or is a member of the key management personnel of the reporting entity or its parent.

An entity is related to the reporting entity if they are members of the same group, an associated company, a joint venture or provides key management personnel services to the reporting entity or to the parent of the reporting entity. An entity is also considered to be related if it is controlled or jointly controlled by the same person who has significant influence over the reporting entity or is a member of the key management personnel of the reporting entity.

### (ac) Revenue Recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. At contract inception, the Group assesses whether the Group transfers control of the development property to the customer over time or at a point in time, by determining if (a) its performance does not create an asset with an alternative use to the Group; and (b) the Group has an enforceable right to payment for performance completed to date. Revenue is recognised at a point in time if the Group does not have an enforceable right to payment by the customer for development work completed to date. Revenue is recognised over time when the Group's construction activities create or enhance an asset under the customer's control.

- Revenue from sale of development properties is recognised at a point in time when the Group has satisfied its performance obligation and transfers control of each property to the customer. Control is transferred when the Group has a present right to payment for the property, the customer has accepted the property, physical possession, and significant risks and rewards of the property have transferred to the customer. This generally coincides with the point in time when the development property is delivered to the customer.

However, if the period between the transfer of promised goods or services to customer and full settlement by customer exceeds one year, or if cash received in advance from the buyers for the sale of development properties prior to the handing over of units and the availability of various instalment plan repayment schemes offered to its customers, a financing component is deemed to be present in the contracts. In determining the transaction price, the Group adjusts the promised consideration for the effects of the significant financing component using a discount rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception, such that it reflects the credit characteristics of the party receiving financing in the contract.

- Revenue from rental of investment properties under operating leases is recognised on a straight-line basis over the terms of the lease contracts.

### 3 Summary of Significant Accounting Policies (cont'd)

#### (ac) Revenue Recognition (cont'd)

- Hotel room revenue is recognised based on room occupancy while other hotel revenues are recognised when the goods are delivered or when the services are rendered to the hotel guests.
- Golf club membership revenue is recognised over the term of the membership period.
- Service income as well as building management fees and consultancy fees (including those relating to property and estate management, and lease management and co-ordination) are recognised in the period in which the services are rendered.
- Revenue related to construction services under a service concession arrangement is recognised over time on a cost-to-cost method, i.e. based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. This input method is considered an appropriate measure of the progress towards complete satisfaction of these performance obligations under SFRS(I) 15.

Costs incurred that are not related to the contract or that do not contribute towards satisfying a performance obligation are excluded from the measure of progress and instead are expensed as incurred. In some circumstances such as in the early stages of a contract where the Group may not be able to reasonably measure its progress but expects to recover the contract costs incurred, contract revenue is recognised only to the extent of the contract costs incurred until such time when the Group can reasonably measure its progress.

Contract modifications that do not add distinct goods or services are accounted for as a continuation of the original contract and the change is recognised as a cumulative adjustment to revenue at the date of modification. Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

- Revenue from toll road operation is recognised in the period in which the services are provided to the road users.
- Revenue arising from sale of other goods is recognised when control of the products are transferred to the customers upon delivery.
- Interest income is accrued on a time-proportion basis, by reference to the principal outstanding and at the effective interest rate applicable.
- Dividend income from investments is recognised on the date the dividends are declared payable by the investees.

#### (ad) Government Grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants receivable are recognised as income over the periods necessary to match with the related costs which they are intended to compensate on a systematic basis. Government grants relating to expenses are shown separately under other operating income.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 3 Summary of Significant Accounting Policies (cont'd)

### (ae) Segment Reporting

The chief operating decision maker has been identified as the Executive Committee of the Group, which consists of the Executive Chairman, the Chief Executive Officer and Executive Directors. This committee reviews the Group's internal reporting in order to assess performance and allocate resources. Operating segments are reported in a manner consistent with the internal reporting.

### (af) Financial Guarantees

The Company has issued corporate guarantees to creditors for borrowings of its subsidiaries. These guarantees are financial guarantee contracts as they require the Company to reimburse the creditors if the borrowers fail to make principal or interest payments when due in accordance with the terms of their borrowings.

Financial guarantees issued are initially measured at fair value and the initial fair value is amortised over the life of the guarantees. Subsequent to initial measurement, the financial guarantees are measured at the higher of the amortised amount and the amount of loss allowance.

ECLs are a probability-weighted estimate of credit losses. ECLs are measured for financial guarantees issued as the expected payments to reimburse the holder less any amounts that the Company expects to recover.

## 4 Critical Accounting Estimates, Assumptions and Judgements

The Group makes estimates and assumptions concerning the future. 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. Estimates and assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

### (a) Critical Accounting Estimates and Assumptions

#### Revenue from Contracts with Customers

The Group offers customers the option to settle the contract sum by various instalment schemes. Under SFRS(I)15, if the period between the transfer of development properties to customers and the settlement by the customer exceeds one year, or if the Group received in advance from the customers prior to handing over of development properties, a financing component is deemed to be present in the contract. The Group adjusted the contract sum for the effect of the financing component using a discount rate based on the weighted average borrowing rate. While the Group believes that the assumptions are reasonable, a significant change in assumptions may materially affect the adjusted contract sum and financing component recognised.

For the year ended 31 December 2022, the Group recognised finance income and finance costs from contracts with customer amounting to \$66,019,000 (2021: \$50,199,000) and \$85,892,000 (2021: \$69,374,000) (Note 7) respectively.

## 4 Critical Accounting Estimates, Assumptions and Judgements (cont'd)

### (a) Critical Accounting Estimates and Assumptions (cont'd)

#### Income Taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the capital allowances, deductibility of certain expenses and taxability of certain income during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax expense and income tax payable in the period in which such determination is made.

As at 31 December 2022, the Group's income taxes payable and income tax expense amounted to \$3,503,000 (2021: \$3,571,000) and \$48,936,000 (2021: \$35,167,000) respectively.

#### Fair Value of Financial Assets at FVOCI, Financial Assets at FVPL and Investment in a Quoted Associated Company

At the end of each reporting period, the Group is required to reassess the fair value of financial assets at FVOCI, financial assets at FVPL and the underlying investments of the Group's quoted associated company, for which the Group has elected to retain the fair value measurement applied by it as disclosed in Note 19 to the financial statements.

In determining the appropriate fair value classified as Level 2 or Level 3 in the fair value hierarchy, the Group relies on fund statements from non-related fund managers and makes use of valuation models.

The fund managers and independent valuers determine the fair value of the investment portfolios using multiple valuation techniques including the price of recent transactions, market approach and discounted cash flow method. They make maximum use of observable market data as inputs to these valuation models by adopting a range of adjustments across the investment portfolios to reflect the current situation. The key unobservable inputs to the models of Level 3 instruments and the inter-relationship between these key unobservable inputs and fair value measurement are disclosed in Note 41 to the financial statements.

While the Group believes the assumptions are reasonable and appropriate, significant changes in the assumptions may materially affect the fair value recorded. As at 31 December 2022, the carrying amounts of the Group's financial assets at FVOCI, financial assets at FVPL and investment in a quoted associated company amounted to \$42,959,000 (2021: \$8,585,000), \$187,999,000 (2021: \$374,771,000) and \$309,215,000 (2021: \$340,295,000) respectively.

#### Revenue Recognition

Revenue from the sale of development properties is recognised at a point in time when the development property is delivered to the customer. The timing of revenue recognition requires judgement on whether the Group has satisfied its performance obligation and transfers control of each property to the customer. Control is transferred when the Group has a present right to payment for the property, the customer has accepted the property, physical possession, and significant risks and rewards of the property have transferred to the customer.

For the year ended 31 December 2022, the Group has recorded revenue from sale of development properties and other sources amounting to \$1,049,824,000 (2021: \$702,968,000) and \$281,832,000 (2021: \$192,032,000) respectively.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 4 Critical Accounting Estimates, Assumptions and Judgements (cont'd)

### (b) Critical Judgements in Applying Accounting Policies

#### Classification of Properties Held for Sale and Properties under Development for Sale

The Group classifies its properties held for sale as current when it expects to realise the asset in its normal operating cycle or expects to realise the asset within 12 months after the reporting period. All other development properties are classified as non-current.

As at 31 December 2022, the carrying amounts of the Group's development properties that are classified as current assets and non-current assets was \$1,446,304,000 (2021: \$1,451,566,000) and \$1,725,394,000 (2021: \$1,753,178,000) respectively.

## 5 Revenue

	<b>Group</b>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Revenue from sale of development properties	1,049,824	702,968
Rental and related income	138,747	106,547
Revenue from hotel and golf operations	14,689	9,290
Building management fees	34,259	28,462
Revenue from service concession arrangements	90,598	45,967
Revenue from toll road operation	1,077	-
Others	2,462	1,766
	<u>1,331,656</u>	<u>895,000</u>

During the current financial year, revenue from sale of development properties included sale of land parcels to joint ventures and associated companies of \$157,060,000 (2021: \$8,531,000) and \$25,915,000 (2021: Nil) respectively, on terms agreed between the parties. The Group has not recognised the gain arising from the sale transactions that is attributable to its interests in accordance with Note 3(g) to the financial statements. The unrealised gain of \$58,557,000 (2021: \$2,935,000) and \$7,393,000 (2021: Nil) were therefore adjusted against the share of results in joint ventures and associated companies in the Group's income statement respectively.

## 6 Finance Income

	<b>Group</b>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Interest income from:		
Cash and cash equivalents	33,091	32,559
Financial assets at amortised cost	3,341	7,162
Financial assets at fair value through profit or loss	6,430	12,000
	<u>42,862</u>	<u>51,721</u>

The Group has interest income from cash and cash equivalents amounting to \$12,000 which has been netted against interest expense as the Group has the legal right to set-off the deposits against the borrowings during the previous financial year.

## 7 Finance Costs

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Interest expense on:		
Borrowings	44,415	44,528
Advance received on development properties (Note 4(a))	85,892	69,374
Lease liabilities (Note 31)	491	323
Bonds and notes payable		
- interest	45,896	59,906
- amortisation of discount on bonds (Note 30)	153	156
- amortisation of deferred bond charges (Note 30)	2,731	3,708
- deferred bond charges expensed off (Note 30)	1,878	-
	<u>181,456</u>	<u>177,995</u>

The Group has interest expense on borrowings amounting to \$12,000 which has been netted against interest income as the Group has the legal right to set-off the borrowings against the deposits during the previous financial year.

## 8 Other Operating Income

The net other operating income includes the following income/(expenses):

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Property and estate management income, net	8,764	8,039
Management and lease co-ordination fees	5,182	5,254
Lease cancellation fees and penalty income	4,883	4,302
Gain on disposal of property, plant and equipment	247	1,343
Allowance for impairment loss on trade and non-trade receivables	(4,159)	(9,000)
Property, plant and equipment written off	-	(6)
Government grant income	235	424
Fair value gain on derivative assets at FVPL	2,781	-
Fair value (loss)/gain on financial assets at FVPL	<u>(16,276)</u>	<u>5,333</u>

During the current financial year, the Group recorded government grant income of \$235,000 (2021: \$424,000) related to various temporary wage support schemes introduced by the Singapore and Malaysia governments to help deal with the impact from COVID-19 pandemic.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 9 Profit Before Income Tax

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, this balance includes the following charges/(credit):

	<b>Group</b>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Audit fees paid/payable to:		
Auditors of the Company	299	274
Other auditors – network firms	802	643
Other auditors – non-network firms	42	62
Non-audit fees paid/payable to:		
Auditors of the Company	-	21
Other auditors – network firms	275	-
Write-back of impairment loss on completed properties held for sale	(88)	(73)
Cost of inventories recognised as an expense in cost of sales	786	495
	<u>786</u>	<u>495</u>

## 10 Income Tax

	<b>Group</b>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Tax expense is made up of:		
Current income tax		
- current year	49,565	35,062
- (over)/under-provision in respect of prior years	(644)	24
	<u>48,921</u>	<u>35,086</u>
Deferred income tax (Note 26)	15	81
	<u>48,936</u>	<u>35,167</u>

Substantially all the Group's operations are located in Indonesia. Accordingly, the Indonesia statutory tax rate of 22%: (2021: 22%) is used in the reconciliation of the tax expense and the product of accounting profit multiplied by the applicable tax rate.

## 10 Income Tax (cont'd)

The income tax expense on the results for the financial year varies from the amount of income tax determined by applying the Indonesian statutory rate of income tax to profit before income tax due to the following factors:

	<b>Group</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Profit before income tax	551,674	270,601
Adjustments for:		
Share of results of associated companies	(3,797)	(17,362)
Share of results of joint ventures	28,583	(15,431)
	<u>576,460</u>	<u>237,808</u>
Tax calculated at a tax rate of 22% (2021: 22%)	126,824	52,318
Non-deductible items	19,512	21,930
Non-taxable items	(65,019)	(10,626)
Effect of different tax rate categories	(39,746)	(28,686)
Utilisation of previously unrecognised deferred tax assets	(607)	(1,681)
Unrecognised deferred tax assets	3,203	1,888
(Over)/Under-provision in prior years' income tax	(644)	24
Withholding tax on dividend distributed by a subsidiary	742	-
Capital gain tax arising from disposal of a subsidiary	4,671	-
	<u>48,936</u>	<u>35,167</u>

At the end of the reporting period, the amount of unutilised tax losses and capital allowances available for offsetting against future taxable profits are as follows:

	<b>Group</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Unutilised tax losses	186,797	196,596
Unabsorbed capital allowances	79,483	82,683
	<u>266,280</u>	<u>279,279</u>

The breakdown of unutilised tax losses is as follows:

	<b>Group</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>Expiry dates:</u>		
31 December 2022	-	6,288
31 December 2023	14,762	11,073
31 December 2024	6,070	13,297
31 December 2025	12,348	81,187
31 December 2026	9,302	25,094
Thereafter	94,331	9,156
No expiry dates subject to terms and conditions	49,984	50,501
	<u>186,797</u>	<u>196,596</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 10 Income Tax (cont'd)

The breakdown of unutilised capital allowances is as follows:

	<b>Group</b>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
<u>Expiry dates:</u>		
31 December 2025	-	48,002
31 December 2026	-	1,410
Thereafter	50,266	2,821
No expiry dates subject to terms and conditions	29,217	30,450
	79,483	82,683

The availability of the unrecognised tax losses and capital allowances for set-off against future taxable profits is subject to the tax regulations of the respective countries in which the Group companies are incorporated. In Indonesia, the unutilised tax losses are available for set off against taxable profit immediately within a period of 5 years after such tax losses were incurred.

As at 31 December 2022, the deferred tax benefit arising from the above unutilised tax losses and unabsorbed capital allowances has not been recognised in the financial statements. Deferred tax liabilities of \$125,328,000 (2021: \$105,218,000) have not been recognised for taxes that would be payable on the remittance to Singapore of unremitted retained earnings of \$1,253,279,000 (2021: \$1,052,176,000) of certain subsidiaries, associated companies and joint ventures as the timing of the reversal of the temporary differences arising from such amounts can be controlled and such temporary differences are not expected to reverse in the foreseeable future.

## 11 Earnings Per Share and Net Asset Value Per Share

### (a) Earnings Per Share

Earnings per share is calculated by dividing the net profit attributable to Owners of the Company by the weighted average number of ordinary shares in issue (excluding treasury shares) during the financial year of 4,255,159,396 (2021: 4,255,159,396).

There is no dilution as the Company did not have any potential ordinary shares outstanding as at 31 December 2022 and 2021.

### (b) Net Asset Value Per Share

As at 31 December 2022, the Group's net asset value per ordinary share based on the total equity and the existing issued share capital of 4,255,159,396 (2021: 4,255,159,396) ordinary shares (excluding treasury shares) is \$1.10 (2021: \$1.12).

**12 Staff Costs and Post-Employment Benefits**

	<b>Group</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Staff costs:		
Wages and salaries	61,425	52,339
Post-employment benefits		
- Defined contribution plans	2,707	168
- Defined benefit plans	3,037	1,657
	<u>67,169</u>	<u>54,164</u>

Certain subsidiaries have defined contribution plans covering substantially all of their eligible permanent employees.

Certain subsidiaries in Indonesia have also recorded additional provisions for employee service entitlements in order to meet the minimum benefits required to be paid to qualified employees, as required under the Labor Law.

As at 31 December 2022, the amount for such provisions were determined based on actuarial valuations prepared by independent actuaries, Kantor Konsultant Aktuaria Steven & Mourits and PT Padma Radya Aktuaria, were measured using the Projected Unit Credit method.

The principal actuarial assumptions used by the actuaries were as follows:

	<b>Group</b>	
	<u>2022</u> %	<u>2021</u> %
Discount rate	7.0 – 7.4	6.5 – 7.6
Salary growth rate	<u>7.0 – 10.0</u>	<u>7.0 – 11.0</u>

Amount recognised in income statement in respect of these defined benefit plans are as follows:

	<b>Group</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Current service costs	2,933	7,908
Past service costs	(1,844)	(8,866)
Net interest expense	1,948	2,615
Defined benefit costs recognised in income statement	<u>3,037</u>	<u>1,657</u>

The components of the defined benefit costs recognised in other comprehensive income are as follows:

	<b>Group</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Remeasurement on the net defined liability:		
Actuarial (loss)/gain arising from changes in financial assumptions	(1,111)	3,496
Actuarial (loss)/gain arising from experience adjustment	(465)	678
Actuarial loss arising from demographic assumptions	(9)	-
Return on plan asset	(14)	-
Defined benefit costs recognised in other comprehensive income	<u>(1,599)</u>	<u>4,174</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 12 Staff Costs and Post-Employment Benefits (cont'd)

The amount included in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit plans is as follows:

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Present value of defined benefit obligation	29,945	33,095
Fair value of plan assets	(3,861)	-
At the end of the year	<u>26,084</u>	<u>33,095</u>
Less: Current portion classified as current liabilities (Note 29)	-	(890)
Non-current portion (Note 33)	<u>26,084</u>	<u>32,205</u>

Movements in the present value of the defined benefit obligation are as follows:

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	33,095	39,399
Retirement benefit expenses/(income) for the year recognised in:		
- income statement	5,381	1,657
- other comprehensive income	1,585	(4,174)
Payments made during the year	(4,223)	(4,023)
Adjustment arising from change in attribution method	(2,618)	-
Currency realignment	(3,275)	236
At the end of the year	<u>29,945</u>	<u>33,095</u>

Movements in the fair value of the plan assets are as follows:

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	-	-
Employer contributions	7,229	-
Payments made during the year	(3,420)	-
Interest income	71	-
Return on plan asset	(14)	-
Currency realignment	(5)	-
At the end of the year	<u>3,861</u>	<u>-</u>

The plan asset is managed by a related party.

### 13 Cash and Cash Equivalents

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Cash on hand	1,172	1,719	1	1
Cash in banks	138,788	220,526	13,923	57,673
Time deposits	1,376,184	1,109,100	145,443	-
Cash and cash equivalents in the statements of financial position	1,516,144	1,331,345	159,367	57,674
Time deposits pledged as security for credit facilities granted to the subsidiaries (Note 32)	(101,156)	(111,060)	-	-
Cash and cash equivalents in the statement of cash flows	<u>1,414,988</u>	<u>1,220,285</u>	<u>159,367</u>	<u>57,674</u>

Cash and cash equivalents include balances with a related party of \$10,332,000 (2021: \$10,336,000).

Cash and cash equivalents are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	1,211,229	1,195,755	-	-
British Pound	195,274	79,911	146,289	47,661
United States Dollar	62,593	45,546	11,891	9,497
Chinese Renminbi	38,459	4,141	-	-
Malaysian Ringgit	2,646	2,337	-	-
Australian Dollar	3,448	1,936	-	-
Singapore Dollar	2,433	1,130	1,187	516
Others	62	589	-	-
	<u>1,516,144</u>	<u>1,331,345</u>	<u>159,367</u>	<u>57,674</u>

The above time deposits earn interest at the following rates per annum:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> %	<u>2021</u> %	<u>2022</u> %	<u>2021</u> %
Indonesian Rupiah	2.3 – 6.5	1.8 – 5.5	-	-
United States Dollar	0.3 – 4.5	0.5 – 2.0	3.1 – 4.5	-
British Pound	<u>1.2 – 3.8</u>	<u>0.02 – 0.03</u>	<u>2.9 – 3.3</u>	-

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 14 Short-Term Investments

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Financial assets at FVPL:				
Quoted funds	17,291	24,930	-	-
Unquoted funds	65,330	92,216	-	-
Unquoted debt instruments	-	134,985	-	-
	<u>82,621</u>	<u>252,131</u>	<u>-</u>	<u>-</u>

Short-term investments are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
United States Dollar	66,757	228,256	-	-
Chinese Renminbi	15,840	23,875	-	-
Singapore Dollar	24	-	-	-
	<u>82,621</u>	<u>252,131</u>	<u>-</u>	<u>-</u>

## 15 Trade Receivables

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Third parties	24,615	22,053	-	-
Related parties	12,157	375	-	-
	<u>36,772</u>	<u>22,428</u>	<u>-</u>	<u>-</u>
Less: Loss allowance	(5,358)	(6,034)	-	-
	<u>31,414</u>	<u>16,394</u>	<u>-</u>	<u>-</u>

The Group's credit risk exposure in relation to trade receivables from contracts with customers is presented below:

<u>Group</u>	<u>2022</u>		<u>2021</u>	
	<u>Gross</u> S\$'000	<u>Loss</u> <u>allowance</u> S\$'000	<u>Gross</u> S\$'000	<u>Loss</u> <u>allowance</u> S\$'000
Not past due	11,515	-	348	-
Past due 0 – 3 months	10,602	(308)	7,838	(265)
Past due more than 3 months	14,655	(5,050)	14,242	(5,769)
	<u>36,772</u>	<u>(5,358)</u>	<u>22,428</u>	<u>(6,034)</u>

## 15 Trade Receivables (cont'd)

The Group's credit loss allowance is based on past due as the Group's historical credit loss exposure does not show a significantly different loss pattern for different customer segments. Movements in the credit loss allowance for trade receivables during the year are as follows:

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	6,034	4,968	-	-
Allowance for impairment loss	1,161	1,178	-	-
Write-back of impairment loss	(1,336)	(77)	-	-
Receivables written off against allowance	(4)	(10)	-	-
Currency realignment	(497)	(25)	-	-
At the end of the year	<u>5,358</u>	<u>6,034</u>	<u>-</u>	<u>-</u>

Trade receivables are denominated in the following currencies:

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	27,202	12,929	-	-
British Pound	4,024	3,289	-	-
Others	188	176	-	-
	<u>31,414</u>	<u>16,394</u>	<u>-</u>	<u>-</u>

## 16 Other Current Assets

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Non-trade receivable from:				
Subsidiaries	-	-	97,833	115,490
Joint ventures	5,054	723	30	23
Associated companies	1,027	28,492	-	-
Related parties	211	100	-	-
Third parties	57,879	118,066	-	-
	<u>64,171</u>	<u>147,381</u>	<u>97,863</u>	<u>115,513</u>
Less: Loss allowance	(26,313)	(24,305)	(642)	(615)
	<u>37,858</u>	<u>123,076</u>	<u>97,221</u>	<u>114,898</u>
Prepayments	104,225	102,904	27	20
Purchase advances	25,510	74,688	-	-
Others	427	1,155	103	49
	<u>168,020</u>	<u>301,823</u>	<u>97,351</u>	<u>114,967</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 16 Other Current Assets (cont'd)

Save for the amounts receivable disclosed below, the amounts receivable from subsidiaries, joint ventures, associated companies, related parties and third parties are advances in nature which are unsecured, interest-free and repayable on demand.

As at 31 December 2022, the amounts receivable from a joint venture of \$75,000 bear interest at a rate of 8.0% per annum and are repayable on demand.

As at 31 December 2021, the amounts receivable from an associated company of \$27,200,000 bear interest at a rate of 4.8% per annum and are repayable on demand.

As at 31 December 2021, the amounts receivable from third parties of \$28,050,000 bear interest at a rate of 4.8% per annum and are repayable within twelve months.

As at 31 December 2021, the amounts receivable from a subsidiary of \$10,643,000 bear interest at rates ranging from 3.0% to 4.0% per annum and are repayable on demand.

The Group recognised a credit loss allowance for ECLs against non-trade receivables that are past due based on historical experience, informed credit assessment and includes forward-looking information. The receivables that are not past due are considered to have low credit risk and there has been no significant increase in the risk of default since initial inception. There has been no change in the estimation techniques or significant assumptions made during the current financial year. Movements in the credit loss allowance for non-trade receivables during the year are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	24,305	15,641	615	1,253
Allowance for impairment loss	5,202	7,953	193	58
Write-back of impairment loss	(876)	(54)	(166)	(668)
Receivables written off against allowance	-	-	-	(28)
Currency realignment	(2,318)	765	-	-
At the end of the year	<u>26,313</u>	<u>24,305</u>	<u>642</u>	<u>615</u>

Other current assets are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	142,212	183,224	-	-
Chinese Renminbi	1,104	63,658	-	5,489
British Pound	23,597	45,295	29,755	30,157
United States Dollar	136	8,929	52,295	69,418
Singapore Dollar	223	73	5,455	2,382
Euro	-	-	8,007	7,020
Others	748	644	1,839	501
	<u>168,020</u>	<u>301,823</u>	<u>97,351</u>	<u>114,967</u>

**17 Properties Held for Sale**

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Properties held for sale	<u>1,446,304</u>	<u>1,451,566</u>	<u>-</u>	<u>-</u>

The properties held for sale shown above is net of allowance for impairment loss of \$480,000 (2021: \$619,000).

There were transfer of properties held for sale to investment properties amounting to \$464,000 (2021: Nil) (Note 23) and property, plant and equipment amounting to \$Nil (2021: \$267,000) (Note 24).

**18 Subsidiaries**

	<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Unquoted equity shares, at cost	1,481,878	1,481,878
Less: Impairment loss	<u>(100,000)</u>	<u>(100,000)</u>
	1,381,878	1,381,878
Interest-free loans receivable	<u>587,703</u>	<u>882,507</u>
	<u>1,969,581</u>	<u>2,264,385</u>

The accumulated impairment loss of \$100,000,000 was recognised in respect of the Company's investment in a subsidiary as a result of losses incurred by the subsidiary. The recoverable amount of the relevant subsidiary is based on fair value less cost of disposal which is principally determined by the current market value of non-financial assets held by the subsidiary. The loans receivable from subsidiaries form part of the Company's net investment in the subsidiaries. These loans are unsecured and settlement is neither planned nor likely to occur in the next 12 months. Particulars of the subsidiaries are disclosed in Note 44 to the financial statements.

**19 Associated Companies**

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Interests in associated companies:				
Quoted investment in DIRE	309,215	340,295	-	-
Unquoted equity at equity account method	<u>180,960</u>	<u>165,621</u>	<u>-</u>	<u>-</u>
	<u>490,175</u>	<u>505,916</u>	<u>-</u>	<u>-</u>
At the beginning of the year	505,916	490,267	-	-
Share of results for the year	3,797	17,362	-	-
Share of other comprehensive income for the year	(21)	351	-	-
Dividends received	(13,874)	(7,538)	-	-
Group's contribution	39,076	1,892	-	-
Currency realignment	<u>(44,719)</u>	<u>3,582</u>	<u>-</u>	<u>-</u>
At the end of the year	<u>490,175</u>	<u>505,916</u>	<u>-</u>	<u>-</u>

Particulars of the associated companies are disclosed in Note 45 to the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 19 Associated Companies (cont'd)

The fair value basis applied by the associated company, Dana Investasi Real Estat Simas Plaza Indonesia ("DIRE"), to its underlying investments was determined by reference to the real estate valuation report prepared by an independent professional valuer and is classified under Level 2 of the fair value hierarchy (Note 41).

As at 31 December 2022, the accumulated loss not recognised for an associated company amounted to \$25,273,000 (2021: \$17,339,000) as such loss is in excess of the Group's interest in this associated company.

Summarised financial information in respect of DIRE, a material associated company, and aggregate financial information of other associated companies which are individually not material, which is not adjusted for the percentage of ownership held by the Group, are set out below:

	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>DIRE:</u>		
Real estate investment portfolio	797,303	877,390
Current liabilities	<u>(945)</u>	<u>(989)</u>
Total profit for the year	15,847	32,406
Other comprehensive (loss)/income for the year	<u>(1,046)</u>	<u>276</u>
Total comprehensive income for the year	<u>14,801</u>	<u>32,682</u>
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>Others:</u>		
Total (loss)/profit for the year	(10,540)	9,262
Other comprehensive income for the year	<u>710</u>	<u>1,356</u>
Total comprehensive (loss)/income for the year	<u>(9,830)</u>	<u>10,618</u>

**20 Joint Ventures**

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Unquoted equity shares and equity advances, at cost	378,379	338,418	7	7
Share of post-acquisition reserves, net of dividend received	(195,111)	(160,624)	-	-
Translation adjustment	(47,327)	(35,767)	-	-
	<u>135,941</u>	<u>142,027</u>	<u>7</u>	<u>7</u>
At the beginning of the year	142,027	175,594	7	7
Group's contribution	58,780	24,901	-	-
Return of capital	(18,819)	(42,301)	-	-
Reclassification to subsidiaries (Note 42(b))	-	(21,400)	-	-
Share of (loss)/profit for the year	(28,583)	15,431	-	-
Share of other comprehensive income for the year	58	391	-	-
Dividends received	(5,962)	(11,167)	-	-
Currency realignment	(11,560)	578	-	-
At the end of the year	<u>135,941</u>	<u>142,027</u>	<u>7</u>	<u>7</u>

Particulars of the joint ventures are disclosed in Note 46 to the financial statements.

Summarised aggregated financial information in respect of the Group's joint ventures, which is not adjusted for the percentage of ownership held by the Group, is set out below:

	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Total profit for the year	37,294	3,046
Other comprehensive (loss)/income for the year	(2,337)	790
Total comprehensive income for the year	<u>34,957</u>	<u>3,836</u>

**21 Long-Term Investments**

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Financial assets at FVPL:				
Unquoted funds	105,378	122,640	-	-
Financial assets at FVOCI:				
Unquoted equity investments	42,959	8,585	-	-
	<u>148,337</u>	<u>131,225</u>	<u>-</u>	<u>-</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 21 Long-Term Investments (cont'd)

Long-term investments are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
United States Dollar	88,327	71,286	-	-
Australian Dollar	37,730	37,650	-	-
Euro	14,379	13,704	-	-
Indonesian Rupiah	7,901	8,585	-	-
	<u>148,337</u>	<u>131,225</u>	<u>-</u>	<u>-</u>

## 22 Properties under Development for Sale

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Land held for development	<u>1,725,394</u>	<u>1,753,178</u>	<u>-</u>	<u>-</u>

There were transfer of properties under development for sale to property, plant and equipment amounting to \$440,000 (2021: Nil) (Note 24). As at 31 December 2022, certain land held for development of the Group amounting to \$148,558,000 (2021: \$129,686,000) have been pledged as security for bonds issued by a subsidiary and credit facilities granted by banks to the subsidiaries (Note 30 and Note 32).

## 23 Investment Properties

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
<u>Cost:</u>				
At the beginning of the year	1,828,158	1,919,340	-	-
Additions	340,988	1,334	-	-
Disposal of a subsidiary (Note 42(c),(d))	(314,830)	(109,428)	-	-
Transfer from properties held for sale (Note 17)	464	-	-	-
Currency realignment	(183,659)	16,912	-	-
At the end of the year	<u>1,671,121</u>	<u>1,828,158</u>	<u>-</u>	<u>-</u>
<u>Accumulated depreciation:</u>				
At the beginning of the year	257,211	217,658	-	-
Depreciation	41,984	43,693	-	-
Disposal of a subsidiary (Note 42(c),(d))	(11,897)	(5,810)	-	-
Currency realignment	(25,925)	1,670	-	-
At the end of the year	<u>261,373</u>	<u>257,211</u>	<u>-</u>	<u>-</u>
Net carrying amount	<u>1,409,748</u>	<u>1,570,947</u>	<u>-</u>	<u>-</u>

As at 31 December 2022, certain investment properties of the Group amounting to \$720,358,000 (2021: \$954,935,000) have been pledged as security for credit facilities granted by banks to the subsidiaries (Note 32).

**23 Investment Properties (cont'd)**

Investment properties are held mainly for use by tenants under operating leases. The following amounts are recognised in the Group's income statement:

	<u>2022</u> S\$'000	<u>Group</u> <u>2021</u> S\$'000
Rental income	137,925	105,516
Direct operating expenses arising from investment properties that generated rental income	29,875	26,538
Property tax and other operating expenses arising from investment properties that did not generate rental income	<u>3,110</u>	<u>2,683</u>
Fair value of investment properties located in:		
Indonesia	1,805,149	1,803,378
United Kingdom	750,060	877,344
Singapore	6,000	5,700
China	<u>1,465</u>	<u>1,213</u>
Fair value classified under Level 2 of fair value hierarchy (Note 41)	<u>2,562,674</u>	<u>2,687,635</u>

The aggregate fair value of investment properties located in Indonesia was based on external valuation reports prepared by the independent appraisers with appropriate qualifications and experience in the valuation of properties in the relevant locations, KJPP Rengganis, Hamid & Rekan, KJPP Putri Anugrah & Rekan and KJPP Jimmy Prasetyo & Rekan based on market-comparable approach and replacement cost approach. Under the market-comparable approach, the valuation was arrived at by reference to market evidence of transaction prices for similar properties. The most significant input in this valuation approach is the selling price per square meter. Under the replacement cost approach, the valuation was arrived at by reference to estimated replacement cost net of depreciation.

The aggregate fair value of investment properties located in the United Kingdom was based on external valuation reports prepared by the independent professional valuer with appropriate qualifications and experience in the valuation of properties in the relevant locations, Cushman & Wakefield Debenham Tie Leung Limited based on open market value approach and income approach. Under the open market value approach, the valuation was arrived at by reference to recent transaction prices of similar properties. Under the income approach, the valuation was arrived at by reference to market rental rate for similar properties in the nearby vicinity.

The fair value of investment properties located in Singapore were based on external valuation reports prepared by an independent professional valuer with appropriate qualifications and experience in the valuation of properties in the relevant locations, Colliers International Consultancy & Valuation (Singapore) Pte Ltd based on open market value approach whereby the basis of comparable transaction is from direct comparison with transaction prices of similar properties.

As at 31 December 2022, the fair value of an investment property located in China was based on reference to open market transaction prices for similar property.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 24 Property, Plant and Equipment

<u>Group</u>	Freehold land	Freehold buildings	Leasehold land and buildings	Plant, machinery and equipment	Motor vehicles, furniture and fixtures	Construction in progress	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>Cost:</u>							
At 1 January 2021	30,141	110,351	72,385	45,727	82,436	2,663	343,703
Additions	-	21	581	553	2,169	4,120	7,444
Disposals	(43)	-	-	-	(1,518)	-	(1,561)
Acquisition of a subsidiary (Note 42(b))	-	-	-	-	27	-	27
Reclassification	-	1,912	-	-	151	(2,063)	-
Transfer from properties held for sale (Note 17)	-	116	-	151	-	-	267
Written off	-	(17)	(8)	-	(3)	-	(28)
Lease modification	-	-	(409)	-	-	-	(409)
Currency realignment	(720)	(547)	205	137	332	15	(578)
At 31 December 2021	29,378	111,836	72,754	46,568	83,594	4,735	348,865
Additions	-	154	1,336	2,859	7,632	7,595	19,576
Disposals	-	-	-	-	(897)	-	(897)
Reclassification	-	-	835	182	126	(1,143)	-
Transfer from properties under development (Note 22)	-	-	440	-	-	-	440
Written off	-	-	-	(51)	(5)	-	(56)
Lease modification	-	-	-	(1,889)	(868)	-	(2,757)
Currency realignment	(3,584)	(10,611)	(5,790)	(4,005)	(7,066)	(422)	(31,478)
At 31 December 2022	25,794	101,379	69,575	43,664	82,516	10,765	333,693
<u>Accumulated depreciation:</u>							
At 1 January 2021	-	60,752	51,264	24,925	68,848	-	205,789
Depreciation	-	3,641	1,821	3,361	3,479	-	12,302
Disposals	-	-	-	-	(1,197)	-	(1,197)
Written off	-	(17)	(2)	-	(3)	-	(22)
Currency realignment	-	(480)	260	52	321	-	153
At 31 December 2021	-	63,896	53,343	28,338	71,448	-	217,025
Depreciation	-	3,612	2,144	3,318	2,920	-	11,994
Disposals	-	-	-	-	(818)	-	(818)
Written off	-	-	-	(51)	(5)	-	(56)
Reclassification	-	-	-	63	(63)	-	-
Lease modification	-	-	-	(1,630)	(868)	-	(2,498)
Currency realignment	-	(5,909)	(3,859)	(2,594)	(6,773)	-	(19,135)
At 31 December 2022	-	61,599	51,628	27,444	65,841	-	206,512
<u>Net carrying amount:</u>							
At 31 December 2022	25,794	39,780	17,947	16,220	16,675	10,765	127,181
At 31 December 2021	29,378	47,940	19,411	18,230	12,146	4,735	131,840

**24 Property, Plant and Equipment (cont'd)**

As at 31 December 2022, certain property, plant and equipment of the Group amounting to \$5,317,000 (2021: \$6,436,000) has been pledged as security for credit facilities granted by banks to the subsidiaries (Note 32).

Right-of-use 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 31 to the financial statements. During the current financial year, the additions to property, plant and equipment included \$3,834,000 (2021: \$859,000) and \$981,000 (2021: \$581,000) acquired under leasing arrangements for the Group and the Company respectively.

<b>Company</b>	<b>Leasehold building S\$'000</b>	<b>Plant and equipment S\$'000</b>	<b>Motor vehicles, furniture and fixtures S\$'000</b>	<b>Total S\$'000</b>
<u>Cost:</u>				
At 1 January 2021	2,024	359	1,303	3,686
Additions	581	-	1,049	1,630
Disposals	-	-	(745)	(745)
Lease modification	(409)	-	-	(409)
At 31 December 2021	2,196	359	1,607	4,162
Additions	981	40	213	1,234
Disposals	-	-	(213)	(213)
At 31 December 2022	3,177	399	1,607	5,183
<u>Accumulated depreciation:</u>				
At 1 January 2021	708	358	882	1,948
Depreciation	186	1	217	404
Disposals	-	-	(473)	(473)
At 31 December 2021	894	359	626	1,879
Depreciation	387	8	268	663
Disposals	-	-	(213)	(213)
At 31 December 2022	1,281	367	681	2,329
<u>Net carrying amount:</u>				
At 31 December 2022	1,896	32	926	2,854
At 31 December 2021	1,302	-	981	2,283

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 25 Long-Term Receivables and Assets

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Loan receivables from:				
Related parties	3,589	3,196	-	-
Joint ventures	1,434	4,147	235	236
Associated company	1,367	-	-	-
Third party	2,497	-	-	-
Derivative receivables	7,295	-	-	-
	<u>16,182</u>	<u>7,343</u>	<u>235</u>	<u>236</u>
Others	12,240	9,384	-	-
	<u>28,422</u>	<u>16,727</u>	<u>235</u>	<u>236</u>

As at 31 December 2022, the loans receivable from related parties are unsecured, bear interest ranging from 2.9% to 3.5% (2021: 3.5%) per annum and with maturity dates ranging between November 2026 and August 2027.

Save for an amount of \$235,000 (2021: \$236,000) which bears interest at a rate of 3.0% (2021: 3.0%) per annum and with a maturity date in year 2026, the loans receivable from joint ventures are unsecured, interest-free and with a maturity date in year 2024.

Save for an amount of \$1,367,000 (2021: Nil), the loans receivable from an associated company is unsecured, bears interest at a rate of 8.0% (2021: Nil) per annum and with a maturity date in year 2024.

The loan receivables from a third party is unsecured, bears interest at a rate of 12.0% (2021: Nil) per annum and with a maturity date in year 2024.

The loans receivable shown above are net of provision for expected credit loss of \$8,000 (2021: Nil). The Group recognised loss allowance for ECLs at an amount equal to 12-month ECLs except where there is a significant change in credit risks of the debtors, loss allowance is measured at amount equal to lifetime ECLs.

As at 31 December 2022, the total notional amount of derivative receivables amounted to \$127,980,000 (2021: Nil) with remaining tenures of approximately 4 years.

Long-term receivables and assets are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	16,600	16,491	-	-
British Pound	7,295	-	-	-
United States Dollar	1,602	236	235	236
Chinese Renminbi	428	-	-	-
Singapore Dollar	2,497	-	-	-
	<u>28,422</u>	<u>16,727</u>	<u>235</u>	<u>236</u>

**26 Deferred Tax**

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Deferred tax assets	134	177	-	-
Deferred tax liabilities	-	(10)	-	-
Net	<u>134</u>	<u>167</u>	<u>-</u>	<u>-</u>

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on different entities which intend to settle on a net basis, or realise the assets and liabilities simultaneously in the future.

Realisation of deferred tax assets is dependent on the generation of sufficient taxable income prior to expiration of the tax losses carry-forward. Although realisation is not assured, the directors of the Company believe it is more likely than not that the deferred tax assets, net of the valuation allowance, will be realised. The amount of the deferred tax assets considered realisable could be reduced or increased if estimates of future taxable income during the carry-forward period are reduced or increased.

The following amounts, determined after appropriate offsetting, are shown in the statement of financial position.

<u>Group</u>	<u>Retirement benefit obligations</u> S\$'000	<u>Accelerated tax depreciation</u> S\$'000	<u>Others</u> S\$'000	<u>Total</u> S\$'000
<u>Deferred tax assets/(liabilities)</u>				
At 1 January 2022	192	(15)	(10)	167
(Charged)/credited to income statement (Note 10)	(30)	6	9	(15)
Currency realignment	(20)	1	1	(18)
At 31 December 2022	<u>142</u>	<u>(8)</u>	<u>-</u>	<u>134</u>
At 1 January 2021	290	(19)	(14)	257
(Charged)/credited to income statement (Note 10)	(92)	6	5	(81)
Currency realignment	(6)	(2)	(1)	(9)
At 31 December 2021	<u>192</u>	<u>(15)</u>	<u>(10)</u>	<u>167</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 27 Intangible Assets

<u>Group</u>	<u>Goodwill</u> S\$'000	<u>Toll road concession rights</u> S\$'000	<u>Concession assets in construction</u> S\$'000	<u>Total</u> S\$'000
<u>Cost:</u>				
At 1 January 2021	1,784	-	234,162	235,946
Additions	-	-	100,511	100,511
Currency realignment	-	-	1,245	1,245
At 31 December 2021	1,784	-	335,918	337,702
Additions	-	-	90,598	90,598
Reclassification	-	290,669	(290,669)	-
Currency realignment	-	(19,189)	(16,913)	(36,102)
At 31 December 2022	1,784	271,480	118,934	392,198
<u>Accumulated amortisation:</u>				
At 1 January and 31 December 2021	-	-	-	-
Amortisation	-	2,171	-	2,171
Currency realignment	-	(142)	-	(142)
At 31 December 2022	-	2,029	-	2,029
<u>Net carrying amount:</u>				
At 31 December 2022	1,784	269,451	118,934	390,169
At 31 December 2021	1,784	-	335,918	337,702

In April 2016, PT Trans Bumi Serbaraja ("TBS"), entered into a service concession agreement with the local government authority in Indonesia ("the grantor") to construct a toll road. Subsequently in July 2019, TBS received the Command Letter to start the work to construct the toll road. Under the terms of the agreement, the Group will construct, operate and make the toll road available to the public and it has a right to charge users a fee for using the toll road. The concession period for the arrangement is 40 years and at the end of the concession period, the toll road becomes the property of the grantor and the Group will have no further involvement in its operation or maintenance requirements.

Concession assets in construction represent accumulated toll road concession assets acquisition and construction cost, which is the fair value of construction cost incurred. Once the operation phase has begun, the accumulated toll road concession assets acquisition and construction cost were reclassified to toll road concession rights and subject to amortisation.

During the current financial year, the Group recognised revenue of \$90,598,000 (2021: \$45,967,000) in relation to construction which represents the fair value of its construction service provided in constructing the toll road and revenue of \$1,077,000 (2021: Nil) from operation of the toll road in relation to the amount of tolls collected, as disclosed in Note 3(ac).

Borrowing costs of \$1,078,000 (2021: Nil) were capitalised to concession assets in construction.

As at 31 December 2022, the toll road concession right is pledged as security for credit facilities granted by banks to TBS (Note 32).

Goodwill of the Group is allocated to the Indonesia property segment. No impairment loss was recognised during the current and previous financial year.

## 28 Trade Payables

Trade payables to third parties are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	76,865	105,124	-	-
British Pound	1,947	1,490	-	-
Malaysian Ringgit	881	932	-	-
Others	642	655	-	-
	<u>80,335</u>	<u>108,201</u>	<u>-</u>	<u>-</u>

## 29 Other Payables and Liabilities

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Payables to:				
Third parties	38,498	31,419	-	-
Subsidiaries	-	-	138,328	317,652
Related parties	1,372	1,540	166	23
Derivative payables	715	784	-	-
Interest payable	13,110	18,139	-	-
Other taxes payable	8,950	8,994	-	-
	<u>62,645</u>	<u>60,876</u>	<u>138,494</u>	<u>317,675</u>
Advances and deposits received on:				
- Development properties (Note 33)	775,164	682,068	-	-
- Rental and others	92,752	82,039	-	-
Estimated liabilities for improvements	5,725	6,258	-	-
Provision for claims	1,500	1,500	-	-
Post-employment benefits liability (Note 12)	-	890	-	-
Accruals	22,992	17,317	883	788
Others	798	833	147	105
	<u>961,576</u>	<u>851,781</u>	<u>139,524</u>	<u>318,568</u>

The non-trade payables to subsidiaries and related parties are unsecured, interest-free and will be repayable within the next twelve months.

The derivative payables relate to the fair value of the embedded option to convert the Zero Percent Convertible Bonds issued by a subsidiary into their equity (Note 30).

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 29 Other Payables and Liabilities (cont'd)

Other payables are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	884,780	806,974	48,328	52,976
British Pound	36,198	16,806	-	79,901
United States Dollar	10,678	15,001	70,082	156,189
Singapore Dollar	15,047	10,018	15,710	15,397
Chinese Renminbi	12,381	1,840	5,404	14,105
Others	2,492	1,142	-	-
	<u>961,576</u>	<u>851,781</u>	<u>139,524</u>	<u>318,568</u>

Estimated liabilities for improvements represent the estimated cost which will be incurred by the Group for improvement on the land and properties sold. Movements in estimated liabilities for improvements during the year are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	6,258	6,268	-	-
Amount incurred during the year	-	(42)	-	-
Currency realignment	(533)	32	-	-
At the end of the year	<u>5,725</u>	<u>6,258</u>	<u>-</u>	<u>-</u>

## 30 Bonds and Notes Payable

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Zero Percent Convertible Bonds:				
IDR Bonds, due 2023	1,853	2,031	-	-
Less: Unamortised discount	(72)	(235)	-	-
	<u>1,781</u>	<u>1,796</u>	<u>-</u>	<u>-</u>
IDR Bonds, secured:				
9.25% p.a. fixed rate, due 2023	2,158	2,365	-	-
IDR Bonds, unsecured:				
6.75% p.a. fixed rate, due 2025	52,708	-	-	-
7.75% p.a. fixed rate, due 2027	33,592	-	-	-
USD Notes, unsecured:				
5.5% p.a. fixed rate, due 2023	-	358,977	-	-
5.95% p.a. fixed rate, due 2025	407,275	404,954	-	-
	<u>497,514</u>	<u>768,092</u>	<u>-</u>	<u>-</u>
Less: Deferred bond charges	(4,025)	(7,329)	-	-
Total bonds and notes payable	<u>493,489</u>	<u>760,763</u>	<u>-</u>	<u>-</u>
Less: Current portion classified as current liabilities	(3,937)	-	-	-
Non-current portion	<u>489,552</u>	<u>760,763</u>	<u>-</u>	<u>-</u>

**30 Bonds and Notes Payable (cont'd)**

Movements in unamortised discount on bonds are as follows:

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	235	390	-	-
Amortisation during the year (Note 7)	(153)	(156)	-	-
Currency realignment	(10)	1	-	-
At the end of the year	<u>72</u>	<u>235</u>	<u>-</u>	<u>-</u>

Movements in deferred bond charges are as follows:

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
At the beginning of the year	7,329	10,868	-	-
Additions	1,255	-	-	-
Amortisation during the year (Note 7)	(2,731)	(3,708)	-	-
Expensed off during the year (Note 7)	(1,878)	-	-	-
Currency realignment	52	169	-	-
At the end of the year	<u>4,027</u>	<u>7,329</u>	<u>-</u>	<u>-</u>
Less: Current portion	(2)	-	-	-
Non-current portion	<u>4,025</u>	<u>7,329</u>	<u>-</u>	<u>-</u>

The above Zero Percent Convertible Bonds are convertible at the option of the bondholders from 54 months after the date of the renewal to 10 business days prior to the fifth anniversary of the date of the renewal into new ordinary shares of PT Paraga Artamida ("PAM"), a subsidiary of the Group at an exercise price based on 70% of the net tangible asset value of PAM at the exercise date. As at the end of the financial year, there was no conversion of bonds into equity shares of PAM.

The Group issues various bonds and notes under its issuance programs. The secured bonds were secured by certain properties under development for sale of the Group (Note 22). As at the end of the financial year, there is no breach of bond covenants.

**31 Lease Liabilities**

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Lease liabilities denominated in:				
Indonesian Rupiah	3,397	2,022	-	-
Singapore Dollar	2,048	1,432	2,040	1,421
Total lease liabilities	<u>5,445</u>	<u>3,454</u>	<u>2,040</u>	<u>1,421</u>
Less: Current portion classified as lease liabilities	(885)	(643)	(433)	(172)
Non-current portion	<u>4,560</u>	<u>2,811</u>	<u>1,607</u>	<u>1,249</u>

The lease liabilities of the Group and the Company include balances with a related party of \$1,794,000 (2021: \$1,421,000).

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 31 Lease Liabilities (cont'd)

### Nature of leasing activities and carrying amount of ROU assets

- Leasehold land and buildings

The Group has made periodic lease payments for buildings for the purpose of office usage.

The Group has also made upfront payments to secure the right-of-use of leasehold land, which the Group constructed buildings on it and used them in the Group's hotel and golf course operations.

- Plant, machinery and equipment

The Group leases plant, machinery and equipment for the purpose of office usage.

The carrying amounts of ROU assets classified within property, plant and equipment (Note 24) are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Leasehold land and buildings	17,947	19,411	1,896	1,302
Plant, machinery and equipment	921	295	-	-
	<u>18,868</u>	<u>19,706</u>	<u>1,896</u>	<u>1,302</u>

The additions of ROU assets classified within property, plant and equipment for the Group and the Company during the current financial year was \$3,834,000 (2021: \$859,000) and \$981,000 (2021: \$581,000) respectively.

Amounts recognised in the income statement and statement of cash flows are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Depreciation charged for the year:				
- Leasehold land and buildings	2,144	1,821	387	186
- Plant, machinery and equipment	492	696	-	-
- Motor vehicles, furniture and fixtures	-	225	-	36
	<u>-</u>	<u>225</u>	<u>-</u>	<u>36</u>

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Interest expense on lease liabilities (Note 7)	491	323
Expenses relating to low-value assets	33	22
	<u>1,420</u>	<u>1,389</u>
Total cash outflows for leases		

**32 Borrowings**

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Secured borrowings denominated in:				
Indonesian Rupiah	540,747	397,359	-	-
British Pound	448,149	515,143	-	-
Singapore Dollar	2,500	2,500	-	-
Australian Dollar	16,779	17,976	-	-
Euro	3,860	6,876	-	-
	<u>1,012,035</u>	<u>939,854</u>	<u>-</u>	<u>-</u>
Unsecured borrowings denominated in:				
Chinese Renminbi	-	28,056	-	-
United States Dollar	-	14,851	-	-
	<u>1,012,035</u>	<u>982,761</u>	<u>-</u>	<u>-</u>
Less: Current portion classified as current liabilities	<u>(151,698)</u>	<u>(287,104)</u>	<u>-</u>	<u>-</u>
Non-current portion	<u>860,337</u>	<u>695,657</u>	<u>-</u>	<u>-</u>

The interest rates per annum for the above borrowings are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> %	<u>2021</u> %	<u>2022</u> %	<u>2021</u> %
Indonesian Rupiah	3.0 – 7.5	3.0 – 7.9	-	-
British Pound	4.3	1.7 – 1.8	-	-
Singapore Dollar	5.7	2.0	-	-
Australian Dollar	4.5	4.5	-	-
Euro	6.6	3.5	-	-
Chinese Renminbi	-	4.8	-	-
United States Dollar	<u>-</u>	<u>1.3 – 3.7</u>	<u>-</u>	<u>-</u>

The scheduled maturities of the Group's borrowings are as follows:

<u>Year</u>	<u>IDR'billion</u>	<u>Original Loan Currency</u>				<u>Singapore Dollar Equivalent \$'000</u>
		<u>GBP'000</u>	<u>S\$'000</u>	<u>AUD'000</u>	<u>EUR'000</u>	
<u>At 31 December 2022</u>						
Borrowings repayable in:						
2023	1,334	1,500	-	18,418	2,697	151,698
2024	1,076	1,500	2,500	-	-	91,464
2025	691	1,500	-	-	-	55,082
2026	707	1,500	-	-	-	63,796
2027	353	1,500	-	-	-	32,633
Thereafter	2,105	269,135	-	-	-	617,362
Total	6,266	276,635	2,500	18,418	2,697	1,012,035
Current portion	<u>(1,334)</u>	<u>(1,500)</u>	<u>-</u>	<u>(18,418)</u>	<u>(2,697)</u>	<u>(151,698)</u>
Non-current portion	<u>4,932</u>	<u>275,135</u>	<u>2,500</u>	<u>-</u>	<u>-</u>	<u>860,337</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 32 Borrowings (cont'd)

The scheduled maturities of the Group's borrowings are as follows:

Year	IDR'billion	GBP'000	Original Loan Currency					Singapore Dollar Equivalent
			S\$'000	USD'000	RMB'000	AUD'000	EUR'000	\$'000
At 31 December 2021								
Borrowings repayable in:								
2022	2,456	2,750	-	11,000	132,339	-	4,500	287,104
2023	1,102	3,500	-	-	-	18,324	-	128,629
2024	543	123,665	2,500	-	-	-	-	279,390
2025	-	1,500	-	-	-	-	-	2,736
2026	25	1,500	-	-	-	-	-	5,101
Thereafter	75	149,510	-	-	-	-	-	279,801
Total	4,201	282,425	2,500	11,000	132,339	18,324	4,500	982,761
Current portion	(2,456)	(2,750)	-	(11,000)	(132,339)	-	(4,500)	(287,104)
Non-current portion	1,745	279,675	2,500	-	-	18,324	-	695,657

Certain of the Group's time deposits, properties under development for sale, investment properties, property, plant and equipment, and toll road concession rights have been pledged to banks to obtain the above secured borrowings (Note 13, Note 22, Note 23, Note 24 and Note 27).

The bank loan agreements generally include covenants that require the maintenance of certain financial ratios, limit or require written notification of the amount of additional borrowings that may be incurred, and limit the transfer or disposal of pledged assets and acting as guarantor to other parties. Any non-compliance with these covenants will result in these loans becoming repayable immediately upon service of a notice of default by the lenders. In addition, the bank loan agreements contain cross default clauses whereby non-compliance with covenants for other financial indebtedness would result in acceleration of repayment of the outstanding loan balances. As at the end of the financial year, there is no breach of loan covenants.

## 33 Long-Term Liabilities

	Group		Company	
	2022 S\$'000	2021 S\$'000	2022 S\$'000	2021 S\$'000
Advances and deposits received on development properties	1,150,146	1,032,018	-	-
Less: Current portion classified as current liabilities (Note 29)	(775,164)	(682,068)	-	-
Non-current liabilities	374,982	349,950	-	-
Post-employment benefits liability (Note 12)	26,084	32,205	-	-
Security deposits	11,720	11,622	-	-
Advances and deposits received on rental and others	37,422	58,701	-	-
Provision for overlay	90	-	-	-
	450,298	452,478	-	-

**33 Long-Term Liabilities (cont'd)**

Long-term liabilities are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesian Rupiah	449,111	451,276	-	-
United States Dollar	1,187	1,202	-	-
	<u>450,298</u>	<u>452,478</u>	<u>-</u>	<u>-</u>

Advances and deposits received on development properties represent the contract liabilities relate to the Group's obligation to transfer goods or services to customers for which the Group has received considerations from customers for construction of development properties. Advances and deposits received are generally received when the sales contract is signed. Contract liabilities are recognised as revenue when the Group has satisfied its performance obligation to complete the development and deliver the property to the customer.

Significant changes in the contract liabilities during the financial years are disclosed as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Revenue recognised during the year	961,595	666,940	-	-
Increase due to cash received	<u>1,112,469</u>	<u>1,073,266</u>	<u>-</u>	<u>-</u>

As at 31 December 2022, the aggregate amount of the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations is \$1,628,292,000 (2021: \$1,641,206,000). The Group expects the amounts to be recognised as revenue over the next one to five years (2021: one to six years).

Contract liabilities broken down by categories are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Residential	964,581	667,467	-	-
Commercial	112,786	317,698	-	-
Industrial	51,205	11,875	-	-
Land	21,574	34,978	-	-
	<u>1,150,146</u>	<u>1,032,018</u>	<u>-</u>	<u>-</u>

Details of contract liabilities based on the percentage of sales price are as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
100%	902,246	711,097	-	-
50% - 99%	175,527	230,108	-	-
20% - 49%	57,773	60,330	-	-
< 20%	14,600	30,483	-	-
	<u>1,150,146</u>	<u>1,032,018</u>	<u>-</u>	<u>-</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 34 Changes in Liabilities arising from Financing Activities

The reconciliation of movements of liabilities to cash flows arising from financing activities is as follows:

	Bonds and notes <u>payable</u> S\$'000	<u>Borrowings</u> S\$'000	<u>Lease liabilities</u> S\$'000
At 1 January 2022	760,763	982,761	3,454
Additions	93,400	626,117	-
Repayments	(351,835)	(500,577)	(929)
Payment of deferred bond charges	(1,255)	-	-
<u>Non-cash changes:</u>			
Amortisation of discount on bonds (Note 7)	153	-	-
Amortisation of deferred bond charges (Note 7)	2,731	-	-
Deferred bond charges expensed off (Note 7)	1,878	-	-
New leases	-	-	3,834
Termination of lease contract	-	-	(403)
Foreign exchange movement	(12,346)	(96,266)	(511)
At 31 December 2022	<u>493,489</u>	<u>1,012,035</u>	<u>5,445</u>
At 1 January 2021	1,201,132	1,171,970	4,055
Additions	-	72,670	-
Repayments	(462,518)	(274,403)	(1,066)
<u>Non-cash changes:</u>			
Amortisation of discount on bonds (Note 7)	156	-	-
Amortisation of deferred bond charges (Note 7)	3,708	-	-
New leases	-	-	450
Foreign exchange movement	18,285	12,524	15
At 31 December 2021	<u>760,763</u>	<u>982,761</u>	<u>3,454</u>

## 35 Issued Capital and Treasury Shares

<u>Group and Company</u>	No. of ordinary shares		Amount	
	<u>Issued capital</u> '000	<u>Treasury shares</u> '000	<u>Issued capital</u> S\$'000	<u>Treasury shares</u> S\$'000
Balance at beginning and end of the year	<u>4,549,319</u>	<u>(294,160)</u>	<u>2,057,844</u>	<u>(170,567)</u>

All issued ordinary shares are fully paid. There is no par value for these ordinary shares. The holders of ordinary shares, except for treasury shares, are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders meetings. All shares, except for treasury shares, rank equally with regards to the Company's residual assets.

### 36 Dividends

	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Final dividends paid in respect of the previous year of \$0.0009 (2021: \$0.0009) per share	<u>3,830</u>	<u>3,830</u>

At the annual general meeting to be held on 24 April 2023, a first and final tax exempted (one tier) dividend of \$0.00138 per share, amounting to \$5,872,119.97 will be recommended. These financial statements do not reflect this dividend, which will be accounted for in shareholders' equity as an appropriation of retained earnings for the financial year ending 31 December 2023.

### 37 Holding Company

The directors of the Company regard Flambo International Limited, a company incorporated in the British Virgin Islands as the ultimate holding company. The controlling shareholders of the Company comprise certain members of the Widjaja family.

### 38 Related Party Transactions

(a) In addition to the related party information disclosed elsewhere in the financial statements, significant transactions with related parties, on terms agreed between parties, were as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
i) Interest income from:				
Subsidiaries	-	-	2	1,480
Associated companies	1,029	1,199	-	-
Joint ventures	854	811	7	5
Related parties	261	112	-	-
ii) Dividend income from subsidiaries	-	-	9,739	-
iii) Sales of goods and services				
Management fee from:				
Subsidiaries	-	-	1,669	2,499
Associated companies and joint ventures	4,041	3,933	69	67
Rental income from:				
Associated companies and joint ventures	905	671	-	-
Related parties	22,406	25,259	-	-
Sale of land to a related party	16,330	-	-	-
iv) Purchase of goods and services				
Insurance premium to a related party	3,436	3,261	-	-
Rental expense to subsidiaries	-	-	120	120
	<u>-</u>	<u>-</u>	<u>120</u>	<u>120</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 38 Related Party Transactions (cont'd)

(b) The remuneration of key management personnel who are also directors are as follows:

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Directors' remuneration:		
Directors of the Company*	16,361	11,741
Other key management personnel	<u>5,470</u>	<u>4,341</u>

\*Included in the above remuneration are variable bonus payable based on performance for the same financial year. Comparative figures have been re-presented from \$10,841,000 to \$11,741,000 to conform to current year's presentation.

Included in the above remuneration are post-employment benefits of \$64,038 for the current financial year (2021: \$62,835).

## 39 Financial Risk Management

(a) Capital Risk Management

The Group manages its capital to safeguard the Group's ability to continue as a going concern in order to maximise return to shareholders and benefits for other stakeholders through the optimisation of the debts and equity balance. The Group's overall strategy remains unchanged since 2021.

The directors of the Company review the capital structure on a semi-annual basis and make adjustment to it, in light of changes in economic conditions. As a part of the review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Accordingly, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-back. Capital includes all capital and reserves of the Group (total equity). Neither the Group nor the Company is subject to any externally imposed capital requirements.

The directors of the Company also review the gearing ratio on a semi-annual basis. The gearing ratio, net debt and total equity of the Group as at 31 December 2022 and 2021 are as follows:

	<u>Group</u>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Borrowings (Note 32)	1,012,035	982,761
Bonds and notes payable (Note 30)	493,489	760,763
Lease liabilities (Note 31)	<u>5,445</u>	<u>3,454</u>
Total debt	1,510,969	1,746,978
Cash and cash equivalents (Note 13)	<u>(1,516,144)</u>	<u>(1,331,345)</u>
Net (cash)/debt	<u>(5,175)</u>	<u>415,633</u>
Total equity	<u>4,693,959</u>	<u>4,780,602</u>
Gearing ratio	<u>n.m</u>	<u>9%</u>

### 39 Financial Risk Management (cont'd)

#### (b) Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risks (including interest rate risk, foreign currency 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. The Group may use relevant financial instruments to manage certain risks. Such financial instruments are not held for trade or speculative purposes.

#### (i) Interest Rate Risk

The Group is exposed to interest rate risk primarily on its existing interest-bearing financial instruments. Financial instruments issued at variable rates expose the Group to cash flow interest rate risk. Financial instruments issued at fixed rates expose the Group to fair value interest rate risk. The interest rate that the Group will be able to obtain on its financial instruments will depend on market conditions at that time, and may differ from the rates the Group has secured currently.

As at 31 December 2022, if interest rates on all net financial assets at variable rate had been 1% (2021: 1%) lower/higher with all other variables held constant, profit before income tax for the year and total equity would have been \$5,016,000 (2021: \$3,790,000) and \$3,854,000 (2021: \$2,880,000) lower/higher respectively, mainly as a result of lower/higher interest income on net financial assets at variable rate, net of applicable income taxes. This analysis is prepared assuming the amount of net financial assets outstanding at the end of the reporting period was outstanding for the whole year.

The interest rates and repayment terms of interest-bearing financial instruments are disclosed in the respective notes to the financial statements. The interest rate profile of the Group's financial instruments as at the end of the reporting period was as follows:

	<u>Group</u>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
<u>Financial assets</u>		
Fixed rate	15,058	193,667
Variable rate	1,493,002	1,294,026
Non-interest bearing	<u>324,496</u>	<u>373,821</u>
	<u>1,832,556</u>	<u>1,861,514</u>
<u>Financial liabilities</u>		
Fixed rate	517,792	830,180
Variable rate	991,396	915,002
Non-interest bearing	<u>144,761</u>	<u>170,873</u>
	<u>1,653,949</u>	<u>1,916,055</u>

A fundamental financial industry reform of interest rate benchmarks is being undertaken globally, including the cessation and replacement of interbank offered rates ("IBORs") with alternative nearly risk-free rates (referred to as "interest rate benchmark reform"). The Group's interest rate risk that is directly affected by the interest rate benchmark reform predominantly comprises its variable rate borrowings.

During the previous financial year, the Group managed to change the benchmarking of its variable rate borrowings amounting to \$515,143,000 to Sterling Overnight Index Average ("SONIA"). As at 31 December 2022, the Group has variable rate borrowings of \$2,500,000 that are indexed to Singapore Swap Offer Rate ("SOR") which has yet to transfer to an alternative benchmarking rate.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 39 Financial Risk Management (cont'd)

(b) Financial Risk Management (cont'd)

(ii) Foreign Currency Risk

The Group operates in several countries. Entities within the Group may transact in currencies other than their respective functional currency ("foreign currency") such as the United States Dollar ("USD"), the Indonesian Rupiah ("IDR"), the Malaysian Ringgit ("RM"), the British Pound ("GBP") and the Singapore Dollar ("SGD") which is also the Company's presentation currency.

The Group faces foreign exchange risk as its borrowings and cost of certain key purchases are either denominated in foreign currencies or whose price is influenced by their benchmark price movements in foreign currencies (especially USD) as quoted on international markets. The Group does not have any formal hedging policy for its foreign exchange exposure and did not actively engage in activities to hedge its foreign currency exposures during the financial year. The Group seeks to manage the foreign currency risk by constructing natural hedges where it matches revenue and expenses in any single currency. The Group is also exposed to currency translation risks arising from its net investments in foreign operations. These net investments are not hedged as currency positions as these foreign operations are considered long-term in nature.

The entities within the Group have different functional currencies depending on the currency of their primary economic environment. A 5% strengthening of the functional currency of these entities against the following currencies at the reporting date would increase/(decrease) the Group's profit before income tax by the amount shown below. This analysis assumes that all other variables, in particular interest rates, remain constant:

	<b>Group</b>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
SGD against functional currency of USD	9,960	14,136
USD against functional currencies of SGD and IDR	(1,914)	4,090
GBP against functional currency of SGD	<u>(8,326)</u>	<u>387</u>

(iii) Price Risk

Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices. The Group is exposed to equity securities price risk arising from its investments held that are classified as fair value through other comprehensive income and fair value through profit or loss. The Group monitors the market closely to ensure that the risk exposure to the volatility of the investments is kept to a minimum. As at the end of the reporting period, the Group has no significant exposure to price risk.

(iv) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and cash and cash equivalents.

Trade debtors comprise mainly the Group's customers who bought development properties and tenants of investment properties. The tenants of investment properties and purchasers of development properties may default on their obligations to pay the amount owing to the Group. The Group manages credit risks by requiring the customers/tenants to furnish cash deposits, and/or bankers' guarantees. The Group also performs regular credit evaluations of its customers' financial conditions and only entered into contracts with customers with an appropriate credit history.

**39 Financial Risk Management (cont'd)**

(b) Financial Risk Management (cont'd)

(iv) Credit Risk (cont'd)

For sale of development properties, the Group generally has certain recourse, which include forfeiture of deposit and/or installments paid and re-sale of the re-possessed properties. The fair value of such collaterals is generally higher than the carrying amount of the trade receivables from the Group's customers.

Cash and cash equivalents mainly comprise deposits with banks and financial institutions which are regulated.

Concentrations of credit risk exist when changes in economic, industry or geographical factors similarly affect counter-parties whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group has no significant concentration of credit risks with exposure spread over a large number of counter-parties and customers.

The maximum exposure to credit risk in the event that the counter parties fail to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the statements of financial position, except as follows:

	<u>Company</u>	
	<u>2022</u>	<u>2021</u>
	S\$'000	S\$'000
Corporate guarantees provided to financial institutions on borrowings of subsidiaries:		
Total facilities	529,620	572,094
Total outstanding	<u>499,189</u>	<u>532,494</u>

(v) Liquidity Risk

To manage liquidity risk, the Group and Company maintain a level of cash and cash equivalents and funding facilities deemed adequate by management to finance its operations. In assessing the adequacy of the facilities, management reviews its working capital requirements. The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on the contractual undiscounted cash flows (inclusive of principals and estimated interest until maturity).

<u>Group</u>	Less than <u>1 year</u> S\$'000	<u>1 to 5 years</u> S\$'000	<u>Over 5 years</u> S\$'000	<u>Total</u> S\$'000
<u>At 31 December 2022</u>				
Bonds and notes payable	34,496	532,340	-	566,836
Borrowings	204,627	391,653	702,757	1,299,037
Lease liabilities	1,178	2,907	6,000	10,085
Other financial liabilities	142,980	-	-	142,980
Total financial liabilities	<u>383,281</u>	<u>926,900</u>	<u>708,757</u>	<u>2,018,938</u>
<u>At 31 December 2021</u>				
Bonds and notes payable	44,058	831,416	-	875,474
Borrowings	318,124	451,792	290,133	1,060,049
Lease liabilities	836	1,601	3,776	6,213
Other financial liabilities	169,077	-	-	169,077
Total financial liabilities	<u>532,095</u>	<u>1,284,809</u>	<u>293,909</u>	<u>2,110,813</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 39 Financial Risk Management (cont'd)

(b) Financial Risk Management (cont'd)

(v) Liquidity Risk (cont'd)

<b>Company</b>	Less than			Total S\$'000
	<u>1 year</u> S\$'000	<u>1 to 5 years</u> S\$'000	<u>Over 5 years</u> S\$'000	
<b>At 31 December 2022</b>				
Other financial liabilities	138,494	-	-	138,494
Lease liabilities	433	1,085	522	2,040
Financial guarantee contracts	2,430	208,033	288,726	499,189
	<u>141,357</u>	<u>209,118</u>	<u>289,248</u>	<u>639,723</u>
<b>At 31 December 2021</b>				
Other financial liabilities	317,675	-	-	317,675
Lease liabilities	172	787	462	1,421
Financial guarantee contracts	19,867	239,921	272,706	532,494
	<u>337,714</u>	<u>240,708</u>	<u>273,168</u>	<u>851,590</u>

## 40 Commitments

(a) The Group as a lessor

The Group leased out its investment properties to third parties. These leases have varying terms, escalation clauses and renewal rights. Rental income from investment properties are disclosed in Note 23 to the financial statements. At the end of the reporting period, the total committed rental income in respect of these operating leases are as follows:

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Future minimum lease receivable:				
Less than one year	61,117	69,300	-	-
One to two years	51,668	58,360	-	-
Two to three years	42,347	49,512	-	-
Three to four years	34,382	42,059	-	-
Four to five years	28,816	36,133	-	-
More than five years	<u>96,969</u>	<u>174,542</u>	<u>-</u>	<u>-</u>

(b) Estimated expenditure committed but not provided for in the financial statements are as follows:

	<b>Group</b>		<b>Company</b>	
	<u>2022</u> S\$'000	<u>2021</u> S\$'000	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Property development	420,910	433,603	-	-
Capital expenditure	26,829	11,623	-	-
Capital contribution in an associated company	44,927	-	-	-
Capital contribution in financial assets at FVPL	<u>6,687</u>	<u>1,515</u>	<u>-</u>	<u>-</u>

## 41 Financial Instruments

### Fair Value of Financial Instruments

The carrying amounts of financial assets and liabilities with a maturity of less than one year, which include cash and cash equivalents, short-term investments, trade and other receivables, trade and other payables, short-term borrowings (which include lease liabilities, bonds and notes payable and borrowings) are assumed to approximate their fair values due to their short-term maturities.

The fair values of long-term receivables and long-term borrowings (which include lease liabilities, bonds and notes payable and borrowings) are calculated based on discounted expected future principal and interest cash flows. The discount rates used are based on market rates for similar instruments at the end of the reporting period. As at 31 December 2022 and 2021, the carrying amounts of the long-term receivables and long-term borrowings approximate their fair values.

### Fair Value Hierarchy

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

- (a) Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (b) Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is as prices) or indirectly (i.e. derived from prices); and
- (c) Level 3: Unobservable inputs for the asset or liability.

The following table gives information about how the fair values of the Group's financial assets are determined:

<u>Group</u>	<u>Level 1</u> S\$'000	<u>Level 2</u> S\$'000	<u>Level 3</u> S\$'000	<u>Total</u> S\$'000
<u>At 31 December 2022</u>				
Financial assets at FVOCI	-	-	42,959	42,959
Financial assets at FVPL	17,291	141,688	29,020	187,999
Derivative receivables	-	7,295	-	7,295
<b>Total</b>	<b>17,291</b>	<b>148,983</b>	<b>71,979</b>	<b>238,253</b>
<u>At 31 December 2021</u>				
Financial assets at FVOCI	-	-	8,585	8,585
Financial assets at FVPL	24,930	186,233	163,608	374,771
<b>Total</b>	<b>24,930</b>	<b>186,233</b>	<b>172,193</b>	<b>383,356</b>

### Methods and Assumptions Used to Determine Fair Values

The methods and assumptions used by management to determine fair values of financial assets and financial liabilities are as follows:

- (a) Level 1 fair value measurements

The fair value of securities traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price.

- (b) Level 2 fair value measurements

The fair values of unquoted funds and debt securities are determined by reference to fund statements provided by external fund manager financial institutions. Derivative receivables are value using mark-to-market approach.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 41 Financial Instruments (cont'd)

### Methods and Assumptions Used to Determine Fair Values (cont'd)

#### (c) Level 3 fair value measurements

The fair values of financial assets at FVPL were determined by reference to discounted cash flow method and valuation report prepared by independent professional valuer. The fair values of financial assets at FVOCI were determined by reference to valuation reports provided by independent external valuers.

Details of valuation techniques are as follows:

#### - Valuation reports

As at 31 December 2022, the fair value of financial assets amounting to \$71,979,000 (2021: \$37,208,000) was made with reference to valuations using the market approach and discounted cash flow method. Key unobservable inputs used in the valuation models are as follows:

Description	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
E-commerce travel platform	Ratio of projected gross booking volume ("GBV") growth to invested capital multiple ranging from 3.05 to 3.66 (2021: 1.58 to 2.46).	The estimated fair value decreases as the ratio of projected GBV growth to invested capital multiple decreases.
Hospitality	Discount rate per annum at 11.7% (2021: ranging from 9.7% to 14.0%).	The estimated fair value increases as the estimated discount rate per annum decreases.
Digital wallet application	Discount for lack of marketability at 40% (2021: Nil).	The estimated fair value increases as the estimate discount for lack of marketability decreases.

#### - Discounted cash flow

As at 31 December 2021, the fair value of financial assets amounting to \$134,985,000 was made with reference to discounted cash flow method at a discount rate per annum of 6%. The estimated fair value increases as the estimated discount rate per annum decreases. Subject to meeting certain conditions, the Group entitled to profit-sharing on the disposal of certain investment assets held by this investment. When the projected profit from sale of the investment assets increase, the estimated fair value increase. The financial asset was redeemed during the current financial year.

## 41 Financial Instruments (cont'd)

### Methods and Assumptions Used to Determine Fair Values (cont'd)

#### (c) Level 3 fair value measurements (cont'd)

Reconciliation of Level 3 fair value movements during the current financial year are as follows:

<u>Group</u>	<u>2022</u>		<u>2021</u>	
	<u>Financial</u>	<u>Financial</u>	<u>Financial</u>	<u>Financial</u>
	<u>assets at</u>	<u>assets at</u>	<u>assets at</u>	<u>assets at</u>
	<u>FVOCI</u>	<u>FVPL</u>	<u>FVOCI</u>	<u>FVPL</u>
	S\$'000	S\$'000	S\$'000	S\$'000
At the beginning of the year	8,585	163,608	8,480	162,254
Additions during the year	35,013	-	-	-
Disposals during the year	-	(140,456)	-	-
Changes in fair value recognised in:				
- other comprehensive income	2,948	-	61	-
- income statement	-	353	-	(1,461)
Currency realignment	(3,587)	5,515	44	2,815
At the end of the year	<u>42,959</u>	<u>29,020</u>	<u>8,585</u>	<u>163,608</u>

## 42 Acquisition and Disposal of Subsidiaries and Transactions with Non-controlling Interests

#### (a) Acquisition of subsidiaries during the financial year 2022

- (i) During the current financial year, the Group through its wholly-owned subsidiary, completed the acquisition of 100% of the equity interest in LS City & West End Limited ("LSL") for a consideration of GBP192.9 million (equivalent to \$325,392,000). LSL is the beneficial owner of a freehold property known as 32-50 Strand, London WC2N 5LL. Following the acquisition, LSL became a subsidiary of the Group.

As the above acquisition did not qualify as a business combination, it was accounted for as an acquisition of assets. Net cash flow on acquisition of the investment property is provided below:

	S\$'000
Investment properties	328,965
Other payables and liabilities	<u>(3,573)</u>
Net cash outflow on acquisition of an investment property	<u>325,392</u>

LSL subsequently changed its name to SML Strand Property Limited effective on 5 July 2022.

- (ii) During the current financial year, the Group through its subsidiaries, acquired the entire share capital of PT Panca Lambang Cipta ("PLC") for a consideration of IDR60.0 million (equivalent to \$6,000). Following this acquisition, PLC became a subsidiary of the Group. From the date of acquisition, PLC did not contribute significantly to the Group's results for the current financial year.

#### (b) Acquisition of a subsidiary during the financial year 2021

On 19 March 2021, the Group through its subsidiary, acquired the remaining interest in a joint venture, PT Itomas Kembangan Perdana ("IKP") for a consideration of IDR87.9 billion (equivalent to \$8,136,000). Following the acquisition, IKP became a subsidiary of the Group. The Group recognised a negative goodwill of \$15,089,000 as an exceptional item in the consolidated income statement. Accordingly, the Group's effective interest in IKP increased from 25.00% to 46.95%.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 42 Acquisition and Disposal of Subsidiaries and Transactions with Non-controlling Interests (cont'd)

### (b) Acquisition of a subsidiary during the financial year 2021 (cont'd)

From the date of acquisition, IKP did not contribute significantly to the Group's revenue and profit before income tax. If the acquisition had occurred on 1 January 2021, management estimates that there would have been no significant changes to the Group's results. The fair values of the identifiable assets acquired and liabilities assumed at the acquisition date were as follows:

<u>Net assets acquired:</u>	<u>Fair value recognised on acquisition</u> S\$'000
Cash and cash equivalents	2,157
Properties held for development and sales	55,277
Property, plant & equipment	27
Other current assets	5,484
Other payables and liabilities	<u>(18,320)</u>
Total identifiable net assets	44,625
Transfer from investment in a joint venture (Note 20)	(21,400)
Negative goodwill	<u>(15,089)</u>
Total purchase consideration	8,136
Less: Cash and cash equivalents acquired	<u>(2,157)</u>
Net cash outflow on acquisition of a subsidiary	<u>5,979</u>

Subsequently in November 2021, the Group through its non-wholly owned subsidiaries, subscribed for an aggregated 12,000 new shares in IKP for an aggregated consideration of IDR120.0 billion (equivalent to \$11,352,000). Following these share subscriptions, the Group's effective interest in IKP increase from 46.95% to 47.49%. The Group recognised a decrease in other reserves and an increase in non-controlling interests of \$34,000.

### (c) Disposal of a subsidiary during the financial year 2022

On 8 August 2022, the Group completed the disposal of its entire shareholding in Horseferry Property Limited ("Horseferry"), which owns the freehold property known as 33 Horseferry Road, Westminster London, United Kingdom, for a cash consideration of GBP241.3 million (equivalent to \$405,417,000). The Group recognised a gain on disposal of \$87,677,000 as an exceptional item in the consolidated income statement. Following the disposal, Horseferry ceased to be a subsidiary of the Group. The following table summarises the carrying amount of major classes of identifiable assets and liabilities disposed:

	S\$'000
Cash and cash equivalents	225
Investment properties	302,933
Other current assets	24,395
Trade payables	(98)
Other payables and liabilities	(3,126)
Income taxes payable	<u>(460)</u>
Net assets disposed	323,869
Net foreign currency reserve realised upon disposal	(6,129)
Gain on disposal of a subsidiary	<u>87,677</u>
Total consideration from disposal of a subsidiary	405,417
Less: Cash and cash equivalents from disposed subsidiary	<u>(225)</u>
Net cash inflow on disposal of a subsidiary	<u>405,192</u>

## 42 Acquisition and Disposal of Subsidiaries and Transactions with Non-controlling Interests (cont'd)

### (c) Disposal of a subsidiary during the financial year 2022 (cont'd)

The net cash inflow on disposal was immediately utilised towards repayment of borrowing by Horseferry amounting to GBP125.8 million (equivalent to \$209,902,000).

### (d) Disposal of a subsidiary during the financial year 2021

On 12 April 2021, the Group through its subsidiary, disposed of its entire shareholdings in SML Great Pte Limited, a company that owns a property known as Unlimited House, 10 Great Pulteney Street, London, W1F 9NB, for a cash consideration of GBP72.0 million (equivalent to \$127,058,000). The Group recognised a gain on disposal of \$24,419,000 as an exceptional item in the consolidated income statement. Following the disposal, SML Great Pte Limited ceased to be a subsidiary of the Group.

The following table summarises the carrying amount of major classes of identifiable assets and liabilities disposed:

	S\$'000
Cash and cash equivalents	428
Investment properties	103,618
Other payables and liabilities	(1,432)
Net assets disposed	<u>102,614</u>
Net foreign currency reserve realised upon disposal	25
Gain on disposal of a subsidiary	<u>24,419</u>
Total consideration from disposal of a subsidiary	127,058
Less: Cash and cash equivalents from disposed subsidiary	<u>(428)</u>
Net cash inflow on disposal of a subsidiary	<u><u>126,630</u></u>

### (e) Change in ownership interest in subsidiaries during the financial year 2022

(i) During the current financial year, the Group through its subsidiary, acquired an additional 777,642,700 quoted shares in PT Bumi Serpong Damai Tbk ("BSDE") through various open market purchases for an aggregate cash consideration of IDR749.7 billion (equivalent to \$67,860,000). Following these transactions, the Group's effective interest in BSDE increased from 60.75% to 64.28%. The Group recognised an increase in other reserves of \$40,037,000 and a decrease in non-controlling interests of \$107,897,000.

(ii) In December 2022, the Group through its subsidiaries, subscribed for an additional 15,000 new shares in PT Itomas Kembangan Perdana ("IKP") for a consideration of IDR150 billion (equivalent to \$12,945,000). Following this share subscription, the Group's effective interest in IKP increased from 47.57% to 50.43%. The Group recognised a decrease in other reserves and an increase in non-controlling interests of \$34,000.

### (f) Change in ownership interest in subsidiaries during the financial year 2021

During the current financial year, the Group through its subsidiary, acquired an additional 149,001,100 quoted shares in PT Bumi Serpong Damai Tbk ("BSDE") through various open market purchases for an aggregate cash consideration of IDR149.3 billion (equivalent to \$14,161,000). Following these transactions, the Group's effective interest in BSDE increased from 60.07% to 60.75%. The Group recognised an increase in other reserves of \$6,546,000 and a decrease in non-controlling interest of \$20,707,000.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 43 Segments Information

The Executive Committee (“Exco”) is the Group’s chief operating decision-maker and comprises the Chief Executive Officer, the Executive Directors, the Chief Financial Officer, and the head of each primary geographic and functional segment. Management has determined the operating segments based on the reports reviewed by the Exco that are used to make strategic decisions, allocate resources and assess performance.

Management manages and monitors the business in the two primary areas, namely, Indonesia Property Segment (excluding Batam) and International Business Segment (excluding Indonesia but including Batam). Indonesia Property Segment engages in and derives revenue from investment and development of commercial, industrial and residential properties and ownership and management of hotels and resorts in Indonesia (excluding Batam).

International Business Segment engages in and derives revenue from investment and development of commercial and residential properties and ownership and management of hotels and resorts in Malaysia, select mixed development in China, ownership and leasing of investment property in Singapore, and investments in various private funds (both property and non-property related) and quoted securities internationally. Although the United Kingdom Property Segment which derives revenue from leasing of investment property was managed and monitored together with the International Business Segment, it has been separately reported as it meets the quantitative thresholds required by SFRS(I) 8 for reportable segments.

**43 Segments Information (cont'd)**

The Group's reportable segments have been aggregated based on similar economic growth rates. Segment information about these businesses is presented below.

<u>Group</u>	Indonesia Property	International Business (ex. UK)	United Kingdom Property	Eliminations	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>2022</u>					
Total revenue	1,265,967	17,504	48,381	-	1,331,852
Inter-segment revenue	(76)	(120)	-	-	(196)
Revenue from external customers	<u>1,265,891</u>	<u>17,384</u>	<u>48,381</u>	<u>-</u>	<u>1,331,656</u>
EBITDA	<u>747,763</u>	<u>(26,696)</u>	<u>34,829</u>	<u>(1,415)</u>	<u>754,481</u>
<u>Other Information</u>					
Additions to investment properties and property, plant and equipment	29,921	1,677	328,966	-	360,564
Depreciation expenses	(43,431)	(2,399)	(8,148)	-	(53,978)
Amortisation of intangible assets	(2,171)	-	-	-	(2,171)
Interest income	40,305	3,786	259	(1,488)	42,862
Interest expenses	(161,022)	(4,857)	(17,044)	1,467	(181,456)
(Allowance for)/Write-back of impairment loss on trade and non-trade receivables	(12)	(4,255)	112	(4)	(4,159)
Gain on disposal of property, plant and equipment	220	27	-	-	247
Gain on disposal of a subsidiary	-	-	87,677	-	87,677
Share of (loss)/profit of:					
Associated companies	(112)	3,909	-	-	3,797
Joint ventures	(28,533)	(50)	-	-	(28,583)
<u>Assets</u>					
Segment assets	5,899,799	428,929	783,544	(37,748)	7,074,524
Investment in:					
Associated companies	435,726	54,449	-	-	490,175
Joint ventures	134,989	952	-	-	135,941
Total assets	<u>6,470,514</u>	<u>484,330</u>	<u>783,544</u>	<u>(37,748)</u>	<u>7,700,640</u>
<u>Liabilities</u>					
Segment liabilities	<u>2,440,687</u>	<u>102,463</u>	<u>492,802</u>	<u>(29,271)</u>	<u>3,006,681</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 43 Segments Information (cont'd)

<u>Group</u>	Indonesia Property	International Business (ex. UK)	United Kingdom Property	Eliminations	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>2021</u>					
Total revenue	850,150	10,342	34,715	-	895,207
Inter-segment revenue	(87)	(120)	-	-	(207)
Revenue from external customers	<u>850,063</u>	<u>10,222</u>	<u>34,715</u>	<u>-</u>	<u>895,000</u>
EBITDA	<u>415,828</u>	<u>(7,890)</u>	<u>22,959</u>	<u>(854)</u>	<u>430,043</u>
<u>Other Information</u>					
Additions to investment properties and property, plant and equipment	7,115	1,663	-	-	8,778
Depreciation expenses	(44,932)	(1,913)	(9,150)	-	(55,995)
Interest income	46,181	6,458	-	(918)	51,721
Interest expenses	(161,895)	(6,836)	(10,125)	861	(177,995)
Allowance for impairment loss on trade and non-trade receivables	(30)	(8,216)	(754)	-	(9,000)
Gain on disposal of property, plant and equipment	1,150	193	-	-	1,343
Gain on disposal of a subsidiary	-	-	24,419	-	24,419
Negative goodwill	15,089	-	-	-	15,089
Share of profit/(loss) of:					
Associated companies	8,667	8,695	-	-	17,362
Joint ventures	15,503	(72)	-	-	15,431
<u>Assets</u>					
Segment assets	6,105,912	393,141	862,411	(65,786)	7,295,678
Investment in:					
Associated companies	479,072	26,844	-	-	505,916
Joint ventures	140,931	1,096	-	-	142,027
Total assets	<u>6,725,915</u>	<u>421,081</u>	<u>862,411</u>	<u>(65,786)</u>	<u>7,943,621</u>
<u>Liabilities</u>					
Segment liabilities	<u>2,664,783</u>	<u>128,719</u>	<u>559,469</u>	<u>(189,952)</u>	<u>3,163,019</u>

**43 Segments Information (cont'd)**

The Exco assesses the performance of the operating segments based on a measure of earnings before income tax, non-controlling interests, interest on borrowings, foreign exchange (loss)/gain, depreciation and amortisation, exceptional items, share of results of associated companies and joint ventures ("EBITDA"). All inter segment sales and transfers are accounted for as if the sales or transfers were to a third party, i.e. at current market prices. A reconciliation of total EBITDA to total profit before income tax is as follows:

	<u>2022</u> S\$'000	<u>2021</u> S\$'000
EBITDA for reportable segments	755,896	430,897
Eliminations	(1,415)	(854)
Depreciation and amortisation	(56,149)	(55,995)
Interest expenses	(181,456)	(177,995)
Foreign exchange (loss)/gain	(28,093)	2,247
Exceptional items	87,677	39,508
Share of results of associated companies	3,797	17,362
Share of results of joint ventures	(28,583)	15,431
Profit before income tax	<u>551,674</u>	<u>270,601</u>

The following table provides an analysis of the Group's revenue from business by geographical market, irrespective of the origin of the goods/services.

	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesia	1,276,709	856,621
United Kingdom	48,381	34,715
Malaysia	6,423	3,543
China	143	121
Consolidated revenue	<u>1,331,656</u>	<u>895,000</u>

The following tables present an analysis of the carrying amount of non-current assets and additions to investment properties and property, plant and equipment, analysed by the geographical area in which the assets are located:

	<u>2022</u> S\$'000	<u>2021</u> S\$'000
Indonesia	2,924,708	2,989,080
United Kingdom	695,426	767,143
Malaysia	39,529	43,681
Singapore	4,453	2,989
China	616	158
Carrying amount of non-current assets*	<u>3,664,732</u>	<u>3,803,051</u>
United Kingdom	328,965	-
Indonesia	29,957	7,116
Singapore	1,233	1,630
Malaysia	407	31
China	2	1
Additions to investment properties and property, plant and equipment	<u>360,564</u>	<u>8,778</u>

\*Non-current assets consist of property, plant and equipment, investment properties, properties under development for sale, intangible assets and other long-term assets.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 44 Subsidiaries

The details of the subsidiaries are as follows:

Name of company and country of incorporation	Principal activities	Effective percentage of equity held by the Group	
		2022 %	2021 %
AFP International Finance Limited (1) Mauritius	Provision of management and consultancy services	100.00	100.00
AFP International Finance (2) Ltd (1) Mauritius	Financing activities	100.00	100.00
AFP International Finance (3) Ltd (2) British Virgin Islands	Investment holding	100.00	100.00
Asia Management Services Ltd (3) Mauritius	Provision of management and consultancy services	100.00	100.00
Bali Indowisata Pte. Ltd. Singapore	Investment holding	100.00	100.00
Ever Forward Asia Limited (8) Hong Kong	Dormant	-	100.00
Golden Ray Development Pte. Ltd. Singapore	Collective portfolio investment funds with rental income	100.00	100.00
PT Indowisata Makmur (1) Indonesia	Property development	98.53	98.53
Sinarmas Land (HK) Limited (4c) Hong Kong	Investment holding	100.00	100.00
Sinarmas Land Overseas Holding Pte. Ltd. Singapore	Investment holding	100.00	100.00
SML Invite America LLC (2), (9) United States of America	Investment holding	100.00	-
SML INVITE Fund Management VCC Singapore	Investment in trusts, funds and similar financial entities	100.00	100.00
<b>United Kingdom Property Segment</b>			
Agamemnon S.a r.l (1) Luxembourg	Investment holding	100.00	100.00
Alphabeta Limited Partnership (1) England and Wales	Property investment and development	100.00	100.00
Horseferry Property Limited (1) Guernsey (Note 42(c))	Property investment	-	100.00
SML Alpha S.a r.l (1) Luxembourg	Property investment holding	100.00	100.00
SML Brook England (HK) Limited (4c) Hong Kong	Investment holding	100.00	100.00

**44 Subsidiaries (cont'd)**

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
SML Strand Limited (1), (9) Jersey	Investment holding	100.00	-
SML Strand Property Limited (1) England and Wales (Note 42(a)(i))	Property investment	100.00	-
SML Victoria Limited (1) Guernsey	Investment holding	100.00	100.00
Triton Court GP Ltd (1) England and Wales	General partner	100.00	100.00
Triton Court Nominee (Newco) Limited (1) England and Wales	Nominee company	100.00	100.00
<b><u>Indonesia Property Segment</u></b>			
ACF Solutions Holding Ltd (1) Mauritius	Investment holding	100.00	100.00
AFP International Capital Pte. Ltd. Singapore	Investment holding	100.00	100.00
Global Prime Capital Pte. Ltd. Singapore	Investment holding	64.28	60.75
Global Prime Treasury Pte. Ltd. Singapore	Treasury management and related services	64.28	60.75
Sittingham Assets Limited (2) British Virgin Islands	Investment holding	100.00	100.00
PT Aneka Karya Amarta (1) Indonesia	Investment holding	95.13	95.13
PT Anekagriya Buminusa (1) Indonesia	Real estate development	56.93	53.80
PT Berkah Samudra Tirtamas (1), (9) Indonesia	Property management	54.64	-
PT Bhineka Karya Pratama (1) Indonesia	Investment holding	95.13	95.13
PT Bhumindo Repenas Jayautama (4d) Indonesia	Real estate development	95.13	95.13
PT Binamaju Grahamitra (1) Indonesia	Real estate development	95.13	95.13
PT Binamaju Mitra Sejati (1) Indonesia	Real estate development	63.98	63.19

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 44 Subsidiaries (cont'd)

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
PT Binasarana Muliajaya (4d) Indonesia	Provision of management and consultancy services	100.00	100.00
PT Bumi Indah Asri (1) Indonesia	Real estate development and investment holding	64.28	60.75
PT Bumi Karawang Damai (1) Indonesia	Real estate development	64.43	60.92
PT Bumi Megah Graha Asri (1) Indonesia	Real estate and property development	35.35 <sup>7</sup>	33.41 <sup>7</sup>
PT Bumi Megah Graha Utama (1) Indonesia	Real estate development	35.35 <sup>7</sup>	33.41 <sup>7</sup>
PT Bumi Paramudita Mas (1) Indonesia	Real estate development	64.28	60.75
PT Bumi Samarinda Damai (1) Indonesia	Real estate development	50.80	49.54 <sup>7</sup>
PT Bumi Sentra Selaras (1) Indonesia	Real estate development	64.28	60.75
PT Bumi Serpong Damai Tbk ("BSDE") (1) Indonesia (Note 42(e)(i))	Investment holding and development of houses and buildings	64.28	60.75
PT Bumi Tirta Mas (1) Indonesia	Real estate development	64.28	60.75
PT Bumi Wisesa Jaya (1) Indonesia	Real estate development	64.28	60.75
PT Cibubur Permai Lestari (4d) Indonesia	Real estate development	95.13	95.13
PT Duta Cakra Pesona (1) Indonesia	Real estate development	64.28	60.75
PT Duta Dharma Sinarmas (1) Indonesia	Real estate development	32.78 <sup>7</sup>	30.98 <sup>7</sup>
PT Duta Karya Propertindo (5) Indonesia	Property management	56.93	53.80
PT Duta Mitra Mas (1) Indonesia	Real estate development	64.28	60.75
PT Duta Pertiwi Tbk (1) Indonesia	Property development and investment holding	56.93	53.80
PT Duta Semesta Mas (1) Indonesia	Property development	56.93	53.80

**44 Subsidiaries (cont'd)**

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
PT Duta Usaha Sentosa (1) Indonesia	Real estate development	95.13	95.13
PT Ekacentra Usahamaju (1) Indonesia	Investment holding	95.12	95.12
PT Garwita Sentra Utama (1) Indonesia	Real estate development	64.28	60.75
PT Grahadipta Wisesa (1) Indonesia	Real estate development	78.16	76.22
PT Gunung Indah Permai Lestari (4d) Indonesia	Real estate development	95.13	95.13
PT Inter Sarana Prabawa (1) Indonesia	Real estate development	95.13	95.13
PT Inti Tekno Sains Bandung (4d) Indonesia	Property management	100.00	100.00
PT Inti Tekno Sukses Bersama (4d) Indonesia	Educational and property development	100.00	100.00
PT Itomas Kembangan Perdana (1) Indonesia (Note 42(e)(ii))	Property management	50.43	47.57 <sup>7</sup>
PT Kanaka Grahaasri (1) Indonesia	Real estate development	56.93	53.80
PT Karawang Bukit Golf (1) Indonesia	Residential estate and country club and golf club development	89.85	88.89
PT Karawang Tatabina Industrial Estate (1) Indonesia	Industrial estate development	49.90 <sup>7</sup>	49.90 <sup>7</sup>
PT Karya Dutamas Cemerlang (1) Indonesia	Industrial estate development	95.12	95.12
PT Kembangan Permai Development (1) Indonesia	Real estate development	45.54 <sup>7</sup>	43.04 <sup>7</sup>
PT Kurnia Subur Permai (1) Indonesia	Real estate development	56.93	53.80
PT Laksya Prima Lestari (1) Indonesia	Real estate development	64.28	60.75
PT Masagi Propertindo (1) Indonesia	Property development	94.89	94.89

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 44 Subsidiaries (cont'd)

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
PT Mekanusa Cipta (1) Indonesia	Real estate development	56.93	53.80
PT Metropolitan Transcities Indonesia (1) Indonesia	Investment holding	95.13	95.13
PT Misaya Properindo (1) Indonesia	Real estate development	56.93	53.80
PT Mitrakarya Multiguna (1) Indonesia	Real estate development	46.68 <sup>7</sup>	44.12 <sup>7</sup>
PT Mustika Candraguna (1) Indonesia	Property development	72.71	70.14
PT Mustika Karya Sejati (1) Indonesia	Real estate development	56.93	53.80
PT Panca Lambang Cipta (4e) Indonesia (Note 42(a)(ii))	Real estate development	30.47 <sup>7</sup>	-
PT Pangeran Plaza Utama (1) Indonesia	Real estate development	56.93	53.80
PT Paraga Artamida (1) Indonesia	Investment holding and provision of consultancy services	95.13	95.13
PT Pastika Candra Pertiwi (1) Indonesia	Real estate development	64.28	60.75
PT Pembangunan Deltamas (1) Indonesia	Property and real estate development	57.30	57.30
PT Permata Kirana Lestari (5) Indonesia	Property development	95.13	95.13
PT Perwita Margasakti (1) Indonesia	Property development	56.93	53.80
PT Phinisi Multi Properti (1) Indonesia	Real estate development	43.71 <sup>7</sup>	41.31 <sup>7</sup>
PT Phinisindo Zamrud Nusantara (1) Indonesia	Property development	44.11 <sup>7</sup>	41.68 <sup>7</sup>
PT Praba Selaras Pratama (1) Indonesia	Real estate development and investment holding	64.28	60.75
PT Prestasi Mahkota Utama (1) Indonesia	Real estate development	56.93	53.80
PT Prima Sehati (1) Indonesia	Real estate development	56.93	53.80

**44 Subsidiaries (cont'd)**

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
PT Puradelta Lestari Tbk (1) Indonesia	Property and real estate development	57.28	57.28
PT Putra Alvita Pratama (1) Indonesia	Real estate development	30.47 <sup>7</sup>	28.79 <sup>7</sup>
PT Putra Prabukarya (1) Indonesia	Real estate development	56.93	53.80
PT Putra Tirta Wisata (1) Indonesia	Property management	30.47 <sup>7</sup>	28.79 <sup>7</sup>
PT Royal Oriental (1) Indonesia	Property development	66.82	64.50
PT Saranapapan Ekasejati (1) Indonesia	Real estate development	56.92	53.79
PT Satwika Cipta Lestari (1) Indonesia	Real estate development	64.28	60.75
PT Sentra Selaras Lestari (1) Indonesia	Real estate development and investment holding	64.28	60.75
PT Sentra Talenta Utama (1) Indonesia	Real estate development and investment holding	64.28	60.75
PT Serpong Mas Media (1) Indonesia	Investment holding	64.28	60.75
PT Simas Tunggal Center (1) Indonesia	Investment holding	92.56	92.56
PT Sinar Mas Teladan (1) Indonesia	Property development	72.71	70.14
PT Sinar Mas Wisesa (1) Indonesia	Real estate development	78.16	76.22
PT Sinar Medikamas Invesindo (1) Indonesia	Health care	64.28	60.75
PT Sinar Pertiwi Megah (1) Indonesia	Real estate development	64.28	60.75
PT Sinar Usaha Mahitala (1) Indonesia	Real estate development	64.28	60.75
PT Sinar Usaha Marga (1) Indonesia	Real estate development	84.93	83.76
PT Sinarwijaya Ekapratista (1) Indonesia	Real estate development	56.93	53.80

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 44 Subsidiaries (cont'd)

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
PT Sinarwisata Lestari (1) Indonesia	Hotel	56.93	53.80
PT Sinarwisata Permai (1) Indonesia	Hotel	56.93	53.80
PT Sumber Arusmulia (1) Indonesia	Investment holding	100.00	100.00
PT Sumber Makmur Semesta (1) Indonesia	Real estate development	64.28	60.75
PT Surya Inter Wisesa (1) Indonesia	Real estate development	64.28	60.75
PT Trans Bumi Serbaraja (1) Indonesia	Development and operation of toll roads	64.28	60.75
PT Transbsd Balaraja (1) Indonesia	Development and operation of toll roads	64.28	60.75
PT Wahana Mitra Swasa (1), (9) Indonesia	Investment holding	51.42	-
PT Wahana Swasa Utama (1) Indonesia	Real estate development	64.28	60.75
PT Wijaya Pratama Raya (1) Indonesia	Property development	42.08 <sup>7</sup>	39.76 <sup>7</sup>
<b><u>China Property Segment</u></b>			
AFP China Ltd (1) Mauritius	Investment holding	100.00	100.00
AFP (Shanghai) Co., Ltd (1) People's Republic of China	Provision of management services	100.00	100.00
Chengdu Sinarmas New Century Investment Co., Ltd (1) People's Republic of China	Investment holding	100.00	100.00
Shining Gold Real Estate (Chengdu) Co., Ltd (1) People's Republic of China	Property investment and development	100.00	100.00
Shining Gold Real Estate (Shenyang) Co., Ltd (1) People's Republic of China	Property investment and development	100.00	100.00
Zhuhai Huafeng Management and Consultancy Co., Ltd. (1) People's Republic of China	Investment holding	100.00	100.00

**44 Subsidiaries (cont'd)**

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
<b><u>AFP Land Segment</u></b>			
AFP Gardens (Tanjong Rhu) Pte Ltd Singapore	Property investment and development	100.00	100.00
AFP Hillview Pte Ltd Singapore	Property development	100.00	100.00
AFP Land (Malaysia) Sdn Bhd (4b) Malaysia	Investment holding	100.00	100.00
AFP Land Limited Singapore	Investment holding and provision of management services	100.00	100.00
AFP Resort Development Pte Ltd Singapore	Resort property development and investment holding	100.00	100.00
AFP Resort Marketing Services Pte Ltd Singapore	Marketing services to resort establishments	89.50	89.50
Amcol (China) Investments Pte Ltd Singapore	Investment holding	100.00	100.00
Anak Bukit Resorts Sdn Bhd (4b) Malaysia	Resort property development	100.00	100.00
Goldmount Holdings Pte Ltd (4a), (8) Singapore	Investment holding	-	100.00
Jurong Golf & Sports Complex Pte Ltd (4a) Singapore	Golf club and to establish, maintain and provide golf courses and recreational facilities	99.22	99.22
PT AFP Dwilestari (1) Indonesia	Resort development and operation	65.00	65.00
Palm Resort Berhad (4b) Malaysia	Golf club and to establish, maintain and provide golf course and recreational facilities and to act as hotelier and hotel marketing agent	99.22	99.22
PRB (L) Ltd (6) Malaysia	Investment holding and treasury management	100.00	100.00
Palm Villa Sdn Bhd (4b) Malaysia	Dormant	99.22	99.22
Sankei Pte Ltd Singapore	Dormant	100.00	100.00
SML Chem Pte. Ltd. (3), (9) Singapore	Investment holding	70.00	-

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 44 Subsidiaries (cont'd)

### Notes:

The above subsidiaries are audited by Moore Stephens LLP, Singapore except for subsidiaries that are indicated below:

- (1) Audited by member firms of Moore Global Network Limited of which Moore Stephens LLP, Singapore is a member.
- (2) No statutory audit is required by law in its country of incorporation.
- (3) No statutory audit is required as the subsidiary is newly incorporated/inactive.
- (4) Audited by other firms of accountants as follows:
  - (a) CA PRACTICE PAC
  - (b) BP Associates LLP
  - (c) SHL CPA Limited
  - (d) Annatasia & Rekan and Freddy & Rekan
  - (e) Haryono, Junianto & Asmoro
- (5) Audited by member firms of Moore Global Network Limited and Annatasia & Rekan for financial year 2022 and 2021 respectively.
- (6) Audited by BP Associates LLP and member firms of Moore Global Network Limited for financial year 2022 and 2021 respectively.
- (7) These subsidiaries are held by non-wholly owned intermediate holding companies. The intermediate holding companies have the power to control over these companies.
- (8) During the current financial year, Ever Forward Asia Limited and Goldmount Holdings Pte Ltd, have been deregistered and struck off. The financial impact arising from these dissolutions is insignificant.
- (9) During the current financial year, the Group incorporated the following subsidiaries:

### Initial Issued and Paid-up Capital

PT Berkah Samudra Tirtamas	425 shares of IDR250,000 each
PT Wahana Mitra Swasa	42,000 shares of IDR1 million each
SML Chem Pte. Ltd.	7 shares of \$1.00 each
SML Strand Limited	2 shares of GBP1.00 each
SML Invite Americal LLC	100 shares of USD Nil each

**44 Subsidiaries (cont'd)**
Notes : (cont'd)

- (10) As at 31 December 2022, the accumulated non-controlling interests is \$1,596,790,000 (2021: \$1,775,815,000), of which \$1,316,260,000 (2021: \$1,471,421,000) is for 4.87% (2021: 4.87%) non-controlling interests in PT Paraga Artamida and its subsidiaries ("Paraga Group") and \$227,019,000 (2021: \$238,218,000) is for 42.72% (2021: 42.72%) non-controlling interests in PT Puradelta Lestari Tbk and its subsidiary ("PDL Group") respectively. The non-controlling interests in respect of other subsidiaries are individually not material.

The following table summarises the financial information relating to Paraga Group and PDL Group which has non-controlling interests ("NCI") that are material to the Group:

	Paraga Group		PDL Group	
	2022 S\$'000	2021 S\$'000	2022 S\$'000	2021 S\$'000
Non-current assets	3,023,749	3,212,533	281,371	328,109
Current assets	2,689,527	2,888,451	327,761	299,465
Non-current liabilities	1,343,430	1,378,607	2,533	2,299
Current liabilities	<u>1,001,434</u>	<u>1,051,011</u>	<u>75,030</u>	<u>69,859</u>
Revenue	1,037,507	685,556	177,942	134,264
Profit for the year	252,509	150,975	104,393	59,310
Total comprehensive (loss)/income for the year	<u>(52,286)</u>	<u>175,125</u>	<u>52,963</u>	<u>88,643</u>
Profit allocated to NCI	96,927	61,069	44,567	25,312
Dividends paid to NCI	<u>25,512</u>	<u>6,826</u>	<u>33,677</u>	<u>35,795</u>
Cash inflows from operating activities	313,670	452,350	109,612	7,580
Cash (outflows)/inflows from investing activities	(29,579)	111,139	(22,629)	3,376
Cash outflows from financing activities	(160,151)	(647,715)	(72,930)	(84,414)
Net increase/(decrease) in cash and cash equivalents	<u>123,940</u>	<u>(84,226)</u>	<u>14,053</u>	<u>(73,458)</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 45 Associated Companies

The details of the associated companies are as follows:

Name of company and country of incorporation	Principal activities	Effective percentage of equity held by the Group	
		2022 %	2021 %
Dana Investasi Real Estat Simas Plaza Indonesia (2a) Indonesia	Real estate investment	24.96	23.59
Golden Maximus Partners Limited (5), (6) British Virgin Islands	Investment holding	40.00	-
K2 Strategic Indonesia Pte. Ltd. (2b), (5) Singapore	Investment holding	35.00	-
Palari Capital LLC (5), (6) United States of America	Investment holding	40.00	-
PT AMSL Delta Mas (2a) Indonesia	Property development	21.21	20.05
PT AMSL Indonesia (2a) Indonesia	Property development	21.21	20.05
PT Citraagung Tirtajatim (1) Indonesia	Property development	22.77	21.52
PT Harapan Anang Bakri & Sons (1) Indonesia	Industrial estate development	47.57	47.57
PT Indonesia Internasional Graha (1) Indonesia	Property management	31.50	29.77
PT Keikyu Itomas Indonesia (2c) Indonesia	Property development	5.69 <sup>4</sup>	5.38 <sup>4</sup>
PT Maligi Permata Industrial Estate (1) Indonesia	Industrial estate development	47.57	47.57
PT Matra Olahcipta (1) Indonesia	Property development	28.47	26.90
PT Plaza Indonesia Mandiri (3) Indonesia	Hotels and apartment	31.16	29.45
PT Sahabat Duta Wisata (2d) Indonesia	Property development	12.19 <sup>4</sup>	11.52 <sup>4</sup>
PT Sahabat Kota Wisata (2d) Indonesia	Property development	22.77	21.52

**45 Associated Companies (cont'd)**

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
PT Serasi Niaga Sakti (1) Indonesia	Real estate development	47.57	47.57
PT Wira Perkasa Agung (2e) Indonesia	Investment holding	28.03	28.03
Taicang Rongguan Real Estate Development Co., Ltd (2f) People's Republic of China	Real estate development	30.00	30.00

Notes:

- (1) Audited by member firms of Moore Global Network Limited of which Moore Stephens LLP, Singapore is a member.
- (2) Audited by other firms of accountants as follows:
  - (a) Imelda dan Rekan
  - (b) Ernst & Young LLP, Singapore
  - (c) Heliantono dan Rekan
  - (d) Amir Abadi Jusuf, Aryanto, Mawar & Rekan
  - (e) Annatasia & Rekan
  - (f) Mazars Certified Public Accountants LLP
- (3) Audited by member firms of Moore Global Network Limited and Imelda dan Rekan for financial year 2022 and 2021 respectively.
- (4) These companies are held by non-wholly owned intermediate holding companies. The intermediate holding companies are able to exercise significant influence on its financial and operating policies.
- (5) During the current financial year, the Group subscribed shares in the following associated companies:

	<u>Consideration</u>	
	<u>US\$'000</u>	<u>S\$'000</u>
K2 Strategic Indonesia Pte. Ltd.	1	1
Golden Maximus Partners Limited	_(7)	_(7)
Palari Capital LLC	964	1,364

- (6) No statutory audit is required by law in its country of incorporation.
- (7) The consideration is less than \$1,000.

# NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2022

## 46 Joint Ventures

The details of the joint ventures are as follows:

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by the Group</u>	
		<u>2022</u> %	<u>2021</u> %
Badan Kerja Sama, Pasar Pagi – ITC Mangga Dua Indonesia	Manage and operate shopping centre	22.77	21.52
BKS Binamaju Multikarsa Indonesia	Housing development	47.99	47.39
JOIN SML Investment Partners Pte. Ltd Singapore	Investment holding	50.00	50.00
PT BSD Diamond Development Indonesia	Real estate development	25.71	24.30
PT Bumi Parama Wisesa Indonesia	Real estate development	32.78	30.98
PT Citra Sinar Global Indonesia	Property development	32.50	32.50
PT Duti Diamond Development Indonesia	Project management	17.08	16.14
PT Indonesia International Expo Indonesia	Property development	31.50	29.77
PT Kusumasentral Kencana Indonesia	Property development	26.68	26.68
PT Panahome Deltamas Indonesia Indonesia	Real estate development	28.07	28.07
PT Sentra Berkat Maju (1) Indonesia	Real estate development	25.71	-
PT Serpong Mas Telematika Indonesia	Telecommunication	31.82	30.07
PT Sinar Artotel Indonesia Indonesia	Hotel and/or hotel management	25.71	24.30
PT Sinar Mitbana Mas Indonesia	Real estate development	25.71	24.30
PT Sinar Mitbana Mas Intermoda Indonesia	Real estate development	25.71	24.30
PT Syandana Berkat Usaha (2) Indonesia	Real estate development	38.57	29.77

**46 Joint Ventures (cont'd)**

Note:

- (1) During the current financial year, the Group established PT Sentra Berkat Maju with capital contribution of \$448,000.
- (2) During the current financial year, the Group increased its shareholding from 29.77% to 38.57% with capital contribution of \$4,060,000.

# SHAREHOLDING STATISTICS

AS AT 10 MARCH 2023

<b>ISSUED AND FULLY PAID-UP CAPITAL</b> (including treasury shares)	:	S\$2,057,844,076.04
<b>NUMBER OF ISSUED SHARES</b> (including treasury shares)	:	4,549,319,196
<b>NUMBER OF ISSUED SHARES</b> (excluding treasury shares and subsidiary holdings)	:	4,255,159,396
<b>NUMBER/PERCENTAGE OF TREASURY SHARES</b>	:	294,159,800 (6.91%)
<b>NUMBER/PERCENTAGE OF SUBSIDIARY HOLDINGS</b>	:	Nil (0.00%)
<b>CLASS OF SHARES</b>	:	Ordinary shares
<b>VOTING RIGHTS</b>	:	One vote per share. The Company cannot exercise any voting rights in respect of shares held by it as treasury shares.

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	238	2.91	11,511	0.00
100 - 1,000	1,036	12.66	718,597	0.02
1,001 - 10,000	4,881	59.66	21,505,780	0.50
10,001 - 1,000,000	1,998	24.42	108,394,429	2.55
1,000,001 & ABOVE	29	0.35	4,124,529,079	96.93
<b>Total</b>	<b>8,182</b>	<b>100.00</b>	<b>4,255,159,396</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

Name of Shareholders	No. of Shares	%
FLAMBO INTERNATIONAL LIMITED	1,956,330,941	45.98
GOLDEN MOMENT LIMITED	1,034,863,840	24.32
UOB KAY HIAN PTE LTD	580,925,110	13.65
CITIBANK NOMINEES SINGAPORE PTE LTD	235,619,965	5.54
RAFFLES NOMINEES (PTE) LIMITED	177,517,098	4.17
PHILLIP SECURITIES PTE LTD	29,271,256	0.69
OCBC SECURITIES PRIVATE LTD	26,715,530	0.63
MOHAMED SALLEH S/O KADIR MOHIDEEN SAIBU MARICAR	15,333,500	0.36
DBS NOMINEES PTE LTD	14,093,046	0.33
MAYBANK SECURITIES PTE. LTD.	7,983,091	0.19
DIANAWATI TJENDERA	5,000,000	0.12
CHEE SWEE HENG	4,440,000	0.10
UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	4,370,933	0.10
CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	3,735,516	0.09
DBS VICKERS SECURITIES (S) PTE LTD	3,405,641	0.08
TAN KAH BOH ROBERT @ TAN KAH BOO	3,300,000	0.08
BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	2,619,000	0.06
OCBC NOMINEES SINGAPORE PTE LTD	2,344,613	0.06
TAN JOON YANG	2,336,400	0.05
TAY BOON HUAT	2,276,000	0.05
<b>Total</b>	<b>4,112,481,480</b>	<b>96.65</b>

## SUBSTANTIAL SHAREHOLDERS

Name	No. of Shares in which they have an Interest				Total Percentage (Direct and Deemed Interest) % <sup>(1)</sup>
	Direct Interest	Percentage % <sup>(1)</sup>	Deemed Interest	Percentage % <sup>(1)</sup>	
GOLDEN MOMENT LIMITED ("Golden Moment")	1,034,863,840	24.32	-	-	24.32
FLAMBO INTERNATIONAL LIMITED ("Flambo") <sup>(2)</sup>	1,956,330,941	45.98	1,034,863,840	24.32	70.30
THE WIDJAJA FAMILY MASTER TRUST(2) ("WFMT(2)") <sup>(3)</sup>	-	-	2,991,194,781	70.30	70.30

### Notes:

- <sup>(1)</sup> Percentage calculated based on 4,255,159,396 issued shares (excluding treasury shares and subsidiary holdings).
- <sup>(2)</sup> The deemed interest of Flambo arises from its interest in 1,034,863,840 shares held by its wholly-owned subsidiary, Golden Moment, in the Company.
- <sup>(3)</sup> The deemed interest of WFMT(2) arises from its interest in 1,956,330,941 shares held by Flambo and 1,034,863,840 shares held by Golden Moment in the Company.

Based on the information available to the Company as at 10 March 2023, approximately 29.62% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

# NOTICE OF ANNUAL GENERAL MEETING

## SINARMAS LAND LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration No. 199400619R

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**AGM**”) of Sinarmas Land Limited (the “**Company**” or “**SML**”) will be held by electronic means on **Monday, 24 April 2023 at 11.00 a.m.** (Singapore time) to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2022 together with the Directors’ Statement and Auditors’ Report thereon. **(Resolution 1)**
2. To declare a first and final tax-exempted (one-tier) dividend of S\$0.00138 per ordinary share for the year ended 31 December 2022. **(Resolution 2)**
3. To approve Directors’ Fees of S\$471,500 for the year ended 31 December 2022. (FY2021: S\$497,500) **(Resolution 3)**
4. To re-appoint the following Directors retiring pursuant to Rule 720(5) of the listing manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”):
  - (i) Mr. Muktar Widjaja **(Resolution 4)**
  - (ii) Ms. Margaretha Natalia Widjaja **(Resolution 5)**  
*{please see note 1}*
5. To re-appoint Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

### AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without any amendments, the following resolutions as Ordinary Resolutions:

#### **Renewal of the Share Issue Mandate**

- 6A. “That pursuant to Section 161 of the Companies Act 1967 and the Listing Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date of this Resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date of passing of this Resolution, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the next annual general meeting of the Company.” *{please see note 2}* **(Resolution 7)**

#### **Renewal of the Share Purchase Mandate**

- 6B. “(a) That for the purposes of Sections 76C and 76E of the Companies Act 1967 (the “**Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares (“**Shares**”) in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) market purchases (each a “**Market Purchase**”) on the SGX-ST; and/or
  - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) That unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or is required by law to be held; or
  - (ii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority in the Share Purchase Mandate is varied or revoked;

- (c) That in this Resolution:

**"Prescribed Limit"** means ten percent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution; and

**"Maximum Price"** in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price
- (ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price

where:

**"Average Closing Price"** means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day of the Market Purchase;

**"Highest Last Dealt Price"** means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

**"day of the making of the offer"** means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution." *{please see note 3}* **(Resolution 8)**

#### **Renewal of the Interested Person Transactions Mandate**

- 6C. (a) That pursuant to Chapter 9 of the Listing Manual of the SGX-ST, approval be and is hereby given to the Company, its subsidiaries and associated companies that are not listed on the SGX-ST or an approved exchange, provided that the Company and its subsidiaries (the **"Group"**), or the Group and its interested person(s), has control over the associated companies, or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix 2 to this Notice of Annual General Meeting (the **"Appendix 2"**) *{please see note 4}*, with any party who is of the class of Interested Persons described in the Appendix 2, provided that such transactions are carried out in the ordinary course of business and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Appendix 2 (the **"IPT Mandate"**);
- (b) That the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company; and

# NOTICE OF ANNUAL GENERAL MEETING (cont'd)

- (c) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution." *[please see note 5]* **(Resolution 9)**

By Order of the Board

Robin Ng Cheng Jiet  
Director  
3 April 2023  
Singapore

## IMPORTANT NOTES:

- (i) The AGM will be held by electronic means. Members **will not** be able to attend the AGM in person. Alternative arrangements put in place to allow members to participate in the AGM are set out hereinbelow. This Notice of AGM can be accessed on the SGXNET website at <https://www.sgx.com/securities/company-announcements>. Any reference to a time of day is made by reference to Singapore time.

(ii) ***Alternative arrangements for participation in the AGM***

Members, including CPF and/or SRS investors (as defined below), must pre-register at the pre-registration website at <https://conveneagm.sg/SML2023> ("**Pre-registration Website**") to participate at the AGM by:

- (a) watching the AGM proceedings via "live" audio-visual webcast ("**Live Webcast**") or listening to the AGM proceedings via "live" audio-only stream ("**Audio Only Stream**") via mobile phones, tablets or computers;
- (b) submitting textual questions related to the resolutions in advance of, or "live" at the AGM; and/or
- (c) voting at the AGM (i) "live" by the members themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM ("**Chairman**") via electronic means; or (ii) by appointing the Chairman as proxy to vote on their behalf.

(iii) ***Pre-registration***

Members, including CPF and/or SRS investors, may begin to pre-register for the AGM proceedings via the Pre-registration Website **from 3 April 2023 and no later than 11.00 a.m. on Friday, 21 April 2023** ("**Pre-registration Deadline**") to enable the Company to verify their status as members.

Following authentication, authenticated members and proxies will receive a confirmation email which will contain instructions to access the Live Webcast and the Audio Only Stream of the AGM proceedings. Members who do not receive the confirmation email by **11.00 a.m. on Sunday, 23 April 2023**, but have registered by the Pre-registration Deadline, should contact the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com).

Members will be able to observe the Live Webcast or listen to the Audio Only Stream of the AGM proceedings via mobile phones, tablets or computers.

Investors who hold shares of the Company through a relevant intermediary (as defined in Section 181 of the Companies Act 1967), other than CPF or SRS investors, **will not** be able to pre-register via the Pre-registration Website for the Live Webcast or Audio Only Stream of the AGM proceedings. Such investors who wish to participate in the AGM via electronic means should contact their relevant intermediary through which they hold such shares as soon as possible for the necessary arrangements to be made for their participation in the AGM.

(iv) ***Submission of Questions***

A member of the Company who registers for the Live Webcast or listens via the Audio Only Means may pre-submit questions related to the resolutions via the Q&A Link in the Pre-registration Website, or via email to the Company. All questions must be submitted by **11.59 p.m. on Tuesday, 11 April 2023** via the following:

- (a) Q&A Link in the Pre-registration Website at <https://conveneagm.sg/SML2023>; or
- (b) email to [investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg)

The Company will only address relevant and substantive questions (as may be determined by the Company in its sole discretion) received from members, and publish its response(s), which may be consolidated for similar relevant and substantive questions, on the SGXNET at <https://www.sgx.com/securities/company-announcements>, latest by **11.00 a.m. on Wednesday, 19 April 2023**. Any relevant and substantive questions received after 11 April 2023 shall be addressed, and may be consolidated for similar questions and addressed, during the AGM.

Members and, where applicable, appointed proxy(ies), who participate in the Live Webcast or listen via the Audio Only Stream of the AGM proceedings may ask relevant and substantive questions “live” and online (in real time) during the AGM, by typing in and submitting their questions using the “Ask a question” function via the online platform hosting the Live Webcast.

The Company will endeavor, during the AGM, to address as many relevant and substantive questions, as possible, received “live” at the AGM, and may consolidate similar such questions to address.

(v) ***Submission of Proxy Form***

A member of the Company (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may appoint a proxy(ies) (other than the Chairman) to vote on his/her/its behalf at the AGM by completing and submitting to the Company the instrument of proxy (“**Proxy Form**”).

A member of the Company (whether individual or corporate) who wishes to appoint the Chairman as his/her/its proxy to vote on his/her/its behalf at the AGM may submit the Proxy Form in advance of the AGM.

If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion.

A proxy need not be a member of the Company.

The Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- (a) if sent personally or by post, be deposited at the Company registered office at 108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535; or
- (b) if submitted by email, be received by the Company at [investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg)

in either case, by **11.00 a.m. on Friday, 21 April 2023** being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the Proxy Form shall not be treated as valid.

The Proxy Form must be under the hand of the appointor or his/her/its attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the Proxy Form may be treated as invalid.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) (“**Investors**”), including investors holding through Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS Investors**”), should approach their relevant intermediaries (which would include, in the case of CPF and SRS investors, his/her CPF Agent Banks or SRS Operators). An Investor who wishes to vote should approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS Investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least seven (7) working days before date of the AGM to submit his/her vote.

# NOTICE OF ANNUAL GENERAL MEETING (cont'd)

## ADDITIONAL NOTES RELATING TO THE NOTICE OF AGM:

1. Please refer to sections on Board of Directors and Corporate Governance Report in the Annual Report 2022 for further information on each of Mr. Muktar Widjaja and Ms. Margaretha Natalia Widjaja.
2. Resolution 7, if passed, is to empower the Directors from the date of the AGM until the date of the next annual general meeting, to issue shares and convertible securities in the capital of the Company not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time Resolution 7 is passed. For issue of shares and convertible securities other than on a pro-rata basis to shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company.

The percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or any share options, or vesting of share awards which were issued and outstanding or subsisting at the time Resolution 7 is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares.

3. Resolution 8, if passed, is to renew for another year, up to the next annual general meeting of the Company, the mandate for share purchase as described in the Appendix 1 to this Notice of AGM, which will, unless previously revoked or varied by the Company at a general meeting, expire at the next annual general meeting.
4. The mandate for transactions with Interested Persons as described in the Appendix 2 includes the placement of deposits by the Company with financial institutions in which Interested Persons have an interest.
5. Resolution 9, if passed, is to renew for another year, up to the next annual general meeting of the Company, the mandate for transactions with Interested Persons as described in the Appendix 2, which will, unless previously revoked or varied by the Company at a general meeting, expire at the next annual general meeting.

## PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**IMPORTANT:**

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 may appoint more than two proxies to vote at the AGM.
2. For CPF/SRS investors who have shares in Sinarmas Land Limited, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective CPF Agent Banks / SRS Operators if they have any queries regarding their appointment as proxies.

# ANNUAL GENERAL MEETING PROXY FORM

I/We, \_\_\_\_\_ (Name)

\_\_\_\_\_ (NRIC/ Passport/ Company Registration Number)

of \_\_\_\_\_ (Address)

being a member/members of Sinarmas Land Limited (the "**Company**") hereby appoint:

Name	Email Address <sup>^</sup>	NRIC / Passport Number	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate):

--	--	--	--	--

or failing him/her/them, the Chairman of the Annual General Meeting of the Company (the "**AGM**") as my/our proxy/proxies to vote for me/us on my/our behalf at the AGM to be held by electronic means on **Monday, 24 April 2023 at 11.00 a.m.** (Singapore time) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting in respect of the resolutions as set out in the Notice of AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the AGM.

**NOTE:** The Chairman of the AGM will be exercising his right under Regulation 61(B)(a) of the Constitution of the Company to demand a poll in respect of each of the resolutions to be put to the vote of members at the AGM and at any adjournment thereof. Accordingly, each resolution at the AGM will be voted on by way of poll.

**(Please indicate your vote "For" or "Against" or "Abstain" with an "X" within the box provided.)**

No.	Resolutions	For*	Against*	Abstain*
<b>ORDINARY BUSINESS</b>				
1	Adoption of Audited Financial Statements for the year ended 31 December 2022 together with the Directors' Statement and Auditors' Report			
2	Declaration of First and Final Dividend for the year ended 31 December 2022			
3	Approval of Directors' Fees for the year ended 31 December 2022			
4	Re-appointment of Mr. Muktar Widjaja			
5	Re-appointment of Ms. Margaretha Natalia Widjaja			
6	Re-appointment of Auditors			
<b>SPECIAL BUSINESS</b>				
7	Renewal of the Share Issue Mandate			
8	Renewal of the Share Purchase Mandate			
9	Renewal of the Interested Person Transactions Mandate			

<sup>^</sup> Compulsory for registration purposes. Only email address provided in the submitted proxy form will receive an email which will contain instructions to access the AGM.

\* If you wish to exercise all your votes "For" or "Against" or "Abstain" in respect of the relevant resolution, please indicate with an "X" within the relevant box provided. Alternatively, if you wish to exercise your votes for both "For" and "Against" the relevant resolution, please indicate the number of votes as appropriate in the boxes provided. If you mark the "Abstain" box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

\_\_\_\_\_  
Signature(s) or Common Seal of Member(s)

Total Number of Shares held in:	
(a) CDP Register	
(b) Register of Members	

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE**


**ANNUAL GENERAL MEETING  
PROXY FORM**

Affix  
Stamp  
Here

**The Company Secretary  
SINARMAS LAND LIMITED**  
108 Pasir Panjang Road  
#06-00 Golden Agri Plaza  
Singapore 118535

2<sup>nd</sup> fold here

Fold along this line

**NOTES:**

1. The AGM will be held by way of electronic means. A member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may:
  - (a) (where the member is an individual) vote "live" via electronic means at the AGM, or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on his/her/its behalf; or
  - (b) (where the member is an individual or a corporate) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.
2. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in the Constitution of the Company), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, the proxy form will be deemed to relate to all the shares held by you.
3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy."relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. The instrument appointing a proxy or proxies must:
  - (a) if sent personally or by post, be deposited at the registered address of the Company at 108 Pasir Panjang Road #06-00, Golden Agri Plaza, Singapore 118535; or
  - (b) if submitted by email, be received by the Company at [investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg)in either case, by **11.00 a.m. on Friday, 21 April 2023** (Singapore time) being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the proxy form shall not be treated as valid.

3<sup>rd</sup> fold here

Fold along this line

5. Completion and return of this proxy form shall not preclude a member from attending and voting at the AGM. A member who accesses the "live" webcast of the AGM proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the AGM.
6. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its holding to be represented by each proxy.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised in writing.
8. Where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.
10. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 3 April 2023.

# CORPORATE DIRECTORY

## BOARD OF DIRECTORS

**Franky Oesman Widjaja**  
Executive Chairman

**Muktar Widjaja**  
Executive Director and  
Chief Executive Officer

**Margaretha Natalia Widjaja**  
Executive Director

**Ferdinand Sadeli**  
Executive Director and  
Chief Investment Officer

**Robin Ng Cheng Jiet**  
Executive Director and  
Chief Financial Officer

**Hong Pian Tee**  
Lead Independent Director

**Lim Jun Xiong, Steven**  
Independent Director

**Willy Shee Ping Yah  
@ Shee Ping Yan**  
Independent Director

**Ng Ee Peng**  
Independent Director

## AUDIT COMMITTEE

**Lim Jun Xiong, Steven**  
(Chairman)

**Hong Pian Tee**

**Willy Shee Ping Yah  
@ Shee Ping Yan**

## NOMINATING COMMITTEE

**Hong Pian Tee**  
(Chairman)

**Lim Jun Xiong, Steven**

**Franky Oesman Widjaja**

## REMUNERATION COMMITTEE

**Willy Shee Ping Yah  
@ Shee Ping Yan**  
(Chairman)

**Hong Pian Tee**

**Lim Jun Xiong, Steven**

## COMPANY SECRETARY

**Kimberley Lye Chor Mei**

## AUDITORS

**Moore Stephens LLP**  
Public Accountants and  
Chartered Accountants  
10 Anson Road  
#29-15 International Plaza  
Singapore 079903  
Tel: (65) 6221 3771  
Fax: (65) 6221 3815

Partner-in-charge:  
**Christopher Bruce Johnson**  
(Appointed during the financial year  
ended 31 December 2019)

## INVESTOR RELATIONS

[investor@sinarmasland.com.sg](mailto:investor@sinarmasland.com.sg)

## REGISTERED OFFICE

108 Pasir Panjang Road  
#06-00 Golden Agri Plaza  
Singapore 118535  
Tel: (65) 6220 7720  
Fax: (65) 6590 0887

## SHARE REGISTRAR AND TRANSFER OFFICE

**B.A.C.S. Private Limited**  
77 Robinson Road  
#06-03 Robinson 77  
Singapore 068896  
Tel: (65) 6593 4848

## DATE AND COUNTRY OF INCORPORATION

27 January 1994, Singapore

## COMPANY REGISTRATION NO.

199400619R

## SHARE LISTING

The Company's shares are listed on  
the Singapore Exchange Securities  
Trading Limited

## DATE OF LISTING

18 July 1997



**SINARMAS LAND LIMITED**

Company Registration No. 199400619R

108 Pasir Panjang Road, #06-00 Golden Agri Plaza, Singapore 118535  
Tel : (65) 6220 7720 Fax : (65) 6590 0887

[www.sinarmasland.com](http://www.sinarmasland.com)



Sinar Mas Land



@sinarmas\_land

