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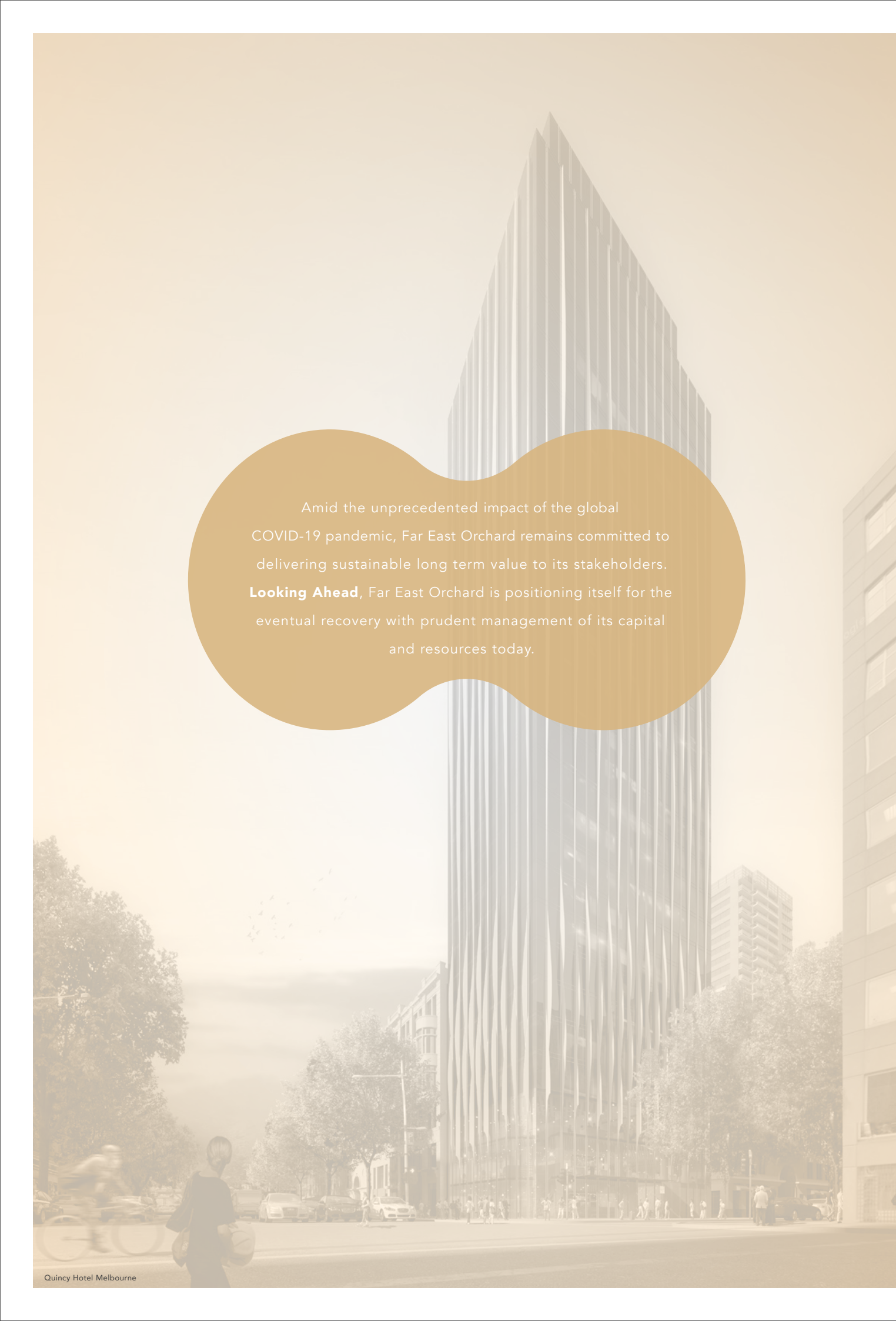
A Member of Far East Organization

— ANNUAL REPORT 2020 —

# LOOKING BEYOND

## 2020





Amid the unprecedented impact of the global COVID-19 pandemic, Far East Orchard remains committed to delivering sustainable long term value to its stakeholders. **Looking Ahead**, Far East Orchard is positioning itself for the eventual recovery with prudent management of its capital and resources today.

## C O N T E N T

2	CORPORATE PROFILE
4	CHAIRMAN'S STATEMENT
10	CEO'S MESSAGE
14	BUSINESS STRUCTURE
15	2020 MILESTONES
16	BOARD OF DIRECTORS AND MANAGEMENT
24	CORPORATE INFORMATION
25	5-YEAR FINANCIAL HIGHLIGHTS
26	PROPERTIES OF THE GROUP
28	CORPORATE GOVERNANCE
64	SUSTAINABILITY
66	FINANCIAL REPORT
158	STATISTICS OF SHAREHOLDINGS
160	NOTICE OF AGM
167	ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION
173	PROXY FORM



# CORPORATE PROFILE



Hollingbury House, Brighton



The Clan Hotel, Singapore

Far East Orchard Limited (“Far East Orchard”) is a real estate company with a lodging platform that aims to achieve sustainable and recurring income through a diversified and balanced portfolio. Far East Orchard has been listed on the Mainboard of the Singapore Exchange since 1968. It is a member of Far East Organization, Singapore’s largest private property developer.

Established since 1967, Far East Orchard has developed residential, commercial, hospitality and purpose-built student accommodation (“PBSA”) properties in Australia, Malaysia, Singapore and the United Kingdom (“UK”).

Redefining itself through a strategic transformation of the business in 2012, Far East Orchard expanded into the complementary businesses of hospitality management and healthcare real estate. In 2015, it diversified its real estate portfolio to include PBSA properties in the UK.

Through its hospitality partnerships with The Straits Trading Company and Toga Group, Far East Orchard’s hospitality arm — Far East Hospitality — now owns more than 10 hospitality assets and manages over 100 properties with more than 16,500 rooms in Australia, Denmark, Germany, Hungary, Japan, Malaysia, New Zealand and Singapore. Its stable of nine unique and complementary hospitality brands

are Oasia, Quincy, Rendezvous, Village, Far East Collection, Adina Apartment Hotels and Adina Serviced Apartments, Vibe Hotels, Travelodge Hotels and TFE Hotels Collection. In April 2020, Far East Hospitality’s joint venture with Boo Han Holdings Pte Ltd, an entity of Far East Organization, completed the purchase of a land and hotel project in Tokyo, and this hotel commenced operations as Far East Village Hotel Ariake in July 2020.

Far East Orchard has a PBSA portfolio in the UK comprising more than 3,500 beds in the cities of Brighton, Bristol, Leeds, Liverpool, Newcastle upon Tyne and Sheffield. This includes the recently acquired 301-bed King Square Studios in Bristol in November 2020.

The Group also holds a portfolio of purpose-built medical suites for lease and for sale in Singapore’s premier medical hub in Novena.

Far East Orchard is currently redeveloping the former Westminster Fire Station located in the prime central borough of the City of Westminster, London, UK, into a mixed-use development comprising residential apartments and a restaurant. In 2020, it completed Woods Square, an integrated office development at Woodlands Regional Centre, Singapore’s Northern Gateway, developed with Far East Organization and Sekisui House, Ltd.





# CHAIRMAN'S STATEMENT



Dear Shareholders,

We have come through a tumultuous year in which the global economy was severely battered by the COVID-19 pandemic. As a result of this challenging backdrop, the Group recorded revenue of S\$112.2 million for the financial year ended 31 December 2020 ("FY2020"), a decline of 28.1% from S\$156.1 million a year before, and a net loss of S\$8.9 million. The impact on our financial performance was a reflection of the havoc wreaked by the pandemic, particularly on the hospitality business. The declines were mitigated by higher contributions from our expanded purpose-built student accommodation ("PBSA") portfolio business in the United Kingdom ("UK"), increased contribution from the property development business, and various COVID-19 grants received during the year. While a full recovery may still be some way off, we must

keep moving forward, and lay the groundwork for growth with our eyes firmly fixed on a return to better times.

## Unprecedented Challenges In 2020

2020 was undoubtedly one of the most challenging years in the history of Far East Orchard. The COVID-19 pandemic has had an unprecedented impact on a global scale, with most industries badly affected. In particular, the pandemic has had a seismic effect on the hospitality industry. Leisure and business travel, the lifeblood of the hotel industry, has been and continues to be severely curtailed.

In the UK, when the COVID-19 situation resulted in a nationwide lockdown in March 2020, our PBSA properties allowed early cancellation of residents' tenancies for the last semester of the Academic Year ("AY") 2019/2020,

resulting in reduction in revenue for that period of approximately £3 million.

Against these backdrops, we have had to buckle down and weather the storm as best we can. While we have been consistently growing our PBSA portfolio since 2015 to over 3,500 beds today, the hospitality business is still the biggest contributor to the Group's earnings. Consequently, our business performance is inextricably linked to the state of global hospitality and tourism. Although vaccines are progressively being rolled out, the threat of new waves of infection and new virus variants has kept most international borders closed, and passenger travel numbers are at historic lows. This has resulted in significant reductions in occupancy and room rates for hotels

around the world.

Since the onset of the pandemic in the early part of 2020, we reacted by implementing cost containment measures in areas such as hiring, travelling and procurement. Spending was deferred on non-essential service contracts, and we also temporarily closed certain floors and common facilities at our hotels.

Some of our hotels were able to capture a certain amount of business during the year. This came about because of government contracts for isolation purposes, as well as corporate business, particularly for companies in Singapore looking to house their Malaysian workers. We were also able to tap on various government budgetary support schemes, such as the Enhanced Jobs Support Scheme

in Singapore and the JobKeeper Scheme in Australia, to help us retain our full-time staff and alleviate cost pressures from the decline in room bookings.

For our PBSA portfolio, while some UK university starting dates for AY2020/21 were pushed back from September 2020, we saw a healthy level of bookings and inquiries ahead of the commencement of the academic year. Overall occupancy achieved for AY2020/21 was over 80% when the academic year commenced in September 2020.

## Staying Focused On Growth Opportunities

We have taken a longer term view and stayed committed to our plans to continue growing our business. We proceeded with hotel openings

in selected markets, adding approximately 1,400 rooms over the course of 2020. In doing so, we crossed a significant milestone of 100 operating hotels. This includes the first overseas expansion of our Far East Village Hotel brand to Tokyo, Japan.

While the hospitality outlook for 2021 still looks challenging, we intend to move ahead with a number of hotel openings in Singapore, Japan, and Vietnam this year. Further afield, our Toga-Far East Hotels ("TFE") joint venture partner also has hotel openings lined up in Australia and Europe.

Our PBSA portfolio has performed well in the face of uncertainties posed by Brexit and the pandemic. In 2020 we reaped a full year of contributions from the five PBSA assets acquired in 2019. During the year, we also

## CHAIRMAN'S STATEMENT

IT IS VITAL FOR US TO POSITION OURSELVES TO ADAPT TO THE NEW NORMAL, TO FACE THE CONSTANTLY EVOLVING SITUATION WITH FLEXIBILITY AND RESILIENCE.

acquired our 12th PBSA property, King Square Studios in Bristol, bringing our portfolio to 3,561 beds. We intend to further grow our PBSA footprint in the UK, and build a portfolio of meaningful size and scale. Demand for higher education in the UK is resilient, as evident in university enrolment numbers which have continued to grow through 2020 and into 2021.

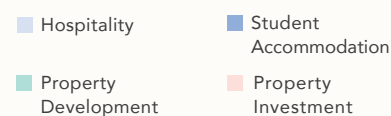
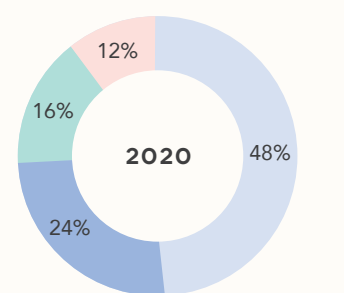
Nonetheless, our 2020 financial performance has reflected the highly challenging conditions of the year. Income contributions from our PBSA portfolio were resilient, but this was not sufficient to cushion the impact of the decline in hospitality earnings.

### Conserving Cash Reserves

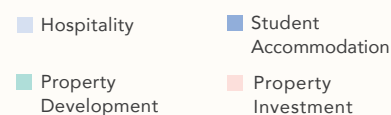
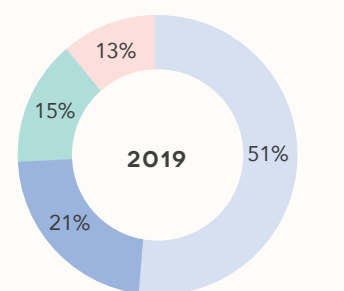
The Group has been vigilant in conserving its cash flow and managing its balance sheet over the years, and continues to exercise prudence in managing cash flow and reserves. As

at 31 December 2020, it had a healthy cash balance of S\$278.4 million, compared to S\$257.4 million as at 31 December 2019. As we are still in the midst of uncertain times, it is important for us to strike a balance between sustainable shareholder returns and maintaining sufficient capital reserves. Our strong balance sheet was a significant factor in our ability to weather this crisis. However, given the prospect of a protracted economic recovery, it is more important than ever to conserve cash and manage our liquidity position to be prepared for challenges ahead. In view of the COVID-19 pandemic's impact on the Group's financial performance, and the uncertainty of the recovery, the Board has recommended a first and final dividend of 3 Singapore cents per ordinary share for FY2020.

TOTAL ASSETS



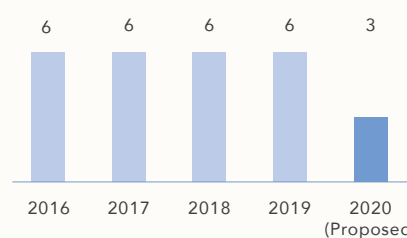
2019



## CHAIRMAN'S STATEMENT

WHILE A FULL RECOVERY MAY STILL BE SOME WAY OFF, WE MUST KEEP MOVING FORWARD, AND LAY THE GROUNDWORK FOR GROWTH WITH OUR EYES FIRMLY FIXED ON A RETURN TO BETTER TIMES.

FINAL DIVIDEND PER SHARE (CENTS)



### Eyeing The Eventual Recovery

While the pandemic will eventually end, the economic impact has been significant and recovery is expected to be lengthy. Many things which we previously took for granted, especially for travel and tourism, will see lasting changes as a result of COVID-19. Consequently, the hospitality industry will continue to face challenges in the years ahead. However, I am confident that the industry will adapt, as it has done with previous obstacles. For our part, we must continue keeping our heads up and looking beyond the pandemic toward better times. It is vital for us to position ourselves to adapt to the new normal, to face the constantly evolving situation with flexibility and resilience. In this spirit, and with the support of our valued stakeholders, I am confident that we will be able to weather this crisis and emerge better and stronger.

### Acknowledgements

I would like to take this opportunity to recognise the hard work and dedication of my fellow Board members, the management team, and all our staff members during these difficult days. I am also grateful for the support of our shareholders, our customers and business partners, and all our other stakeholders who have weathered the crisis together with us.

### Koh Boon Hwee

Chairman

16 March 2021

# PRESSING

Far East Orchard continues to strengthen its portfolio with selective acquisitions and hotel openings, despite the challenging operating environment.

# AHEAD



# CEO'S MESSAGE



Dear Shareholders,

COVID-19 has been unlike any other crisis in recent times, as it is a crisis of confidence. This has presented unique challenges due to the scale of its impact, particularly for the hospitality industry. We have faced the challenges of 2020 with resilience and resourcefulness, and maintained a view toward positioning ourselves for the eventual recovery.

### FY2020 Business Performance

As the severity of the virus outbreak became apparent in the early part of 2020, comprehensive health and precautionary measures were put in place at our properties to ensure the safety of our guests and personnel. Business continuity plans were also activated and regularly calibrated to ensure that our operations could continue running in a reasonable manner.

The pandemic resulted in global travel coming to a standstill, and with high COVID-19 cases continuing across numerous countries, the demand for

accommodation in the hospitality industry is below historical lows. This resulted in low occupancies and significant declines in revenue per available room year-on-year across all the Group's hotels. We implemented cost containment measures since the onset of the pandemic at all our hotels in anticipation of the dip in occupancy. We closed off common facilities and certain floors, and deferred non-essential spending. We also redeployed our staff to other operational duties, while tapping on government schemes for payroll support as well as retraining.

In the UK, we saw some impact from cancellations for the last semester of Academic Year ("AY") 2019/2020. It has been a difficult time for university students, as many of them wish to continue with their studies, but are simply unable to return. Still, the majority of our purpose-built student accommodation ("PBSA") beds remain occupied, and we have worked with our operator to step up health and safety protocols, as this is of paramount

concern to the students and their families. Our operator's efforts were recognised with the awarding of a safety assurance statement from the British Safety Council, following a review of the properties' COVID-19 protocols in October 2020.

Inadvertently, our financial performance in the financial year ended 31 December 2020 ("FY2020") took a major hit due to the widespread restrictions and contracted economic activity. Group revenue decreased by 28.1% year-on-year to S\$112.2 million in FY2020, from S\$156.1 million the year before, and the Group reported a net loss after tax of S\$8.9 million, compared to a net profit of S\$25.8 million in FY2019. Profit attributable to equity holders declined by 94.1% to S\$1.5 million from S\$26.0 million recorded in the preceding year. These figures are a reflection of the severe downturn that the global hospitality industry is in, which not only affected the profitability of our hospitality business in Singapore and our hospitality joint

WE HAVE FACED THE CHALLENGES OF 2020 WITH RESILIENCE AND RESOURCEFULNESS, AND MAINTAINED A VIEW TOWARD POSITIONING OURSELVES FOR THE EVENTUAL RECOVERY.



ventures in Australia and Europe; it also resulted in impairments recognised on goodwill for our Australian hospitality business and a right-of-use asset in New Zealand, totalling S\$10.0 million. Revaluation losses of S\$2.3 million were also recognised on certain hospitality assets in Australia and Malaysia. The impact on our operating performance would have been worse, if not for contracted business from governments and corporates, particularly for our hotels in Singapore and Australia. We were also able to tap on a number of grants and schemes for financial support, such as wage subsidies, property tax rebates, and rental relief.

Earnings from our expanded PBSA portfolio and increased contribution from the property development business has helped to offset the declines from the hospitality segment. We have been steadily growing our PBSA portfolio since 2015, and FY2020's earnings reflected a full year's contributions from the five assets acquired in 2019. With the

completion of the development of our joint venture integrated commercial project in Woodlands – Woods Square – in February 2020, we also recognised our one-third share of profit from the sales of commercial units at the project during the year.

### Looking Beyond The Crisis

While dealing with the challenges posed by the pandemic, we have not allowed this to detract from the longer term vision of building a stronger and better Far East Orchard. Since our transformation journey began in 2012, we have sought to reduce our reliance on property development income, by building recurring income streams. In FY2020, we recognised our share of profits from the sale of units upon Woods Square obtaining its Temporary Occupation Permit ("TOP"). Excluding the share of profits from Woods Square, almost 100% of our operating income in FY2020 was derived from recurring income businesses. During the past year, we also worked on refining this strategy, and our new narrative is based



## CEO'S MESSAGE

on a lodging platform that focuses on the two levers of hospitality and PBSA.

### Growing Our Regional Hospitality Presence

We aim to continue growing our hospitality portfolio through a combination of management contracts and leases, along with strategic partnerships and acquisitions where appropriate. While it may take some time for the hospitality industry to fully recover, we see that some markets have proven to be more resilient, due to domestic demand and other demand drivers. We have deepened our presence in these markets during 2020, and together with our joint venture partner Toga-Far East (TFE), our hospitality business added a total of approximately 1,400 beds across 8 new hotels. These hotels are located in Japan and in key cities across Australia and New Zealand.

In FY2020, Far East Hospitality was ranked amongst the top 100 hotel companies by HOTELSMag. As at 31 December 2020, we operated over 100 hotels and approximately 16,700 rooms. Most notably, this included the opening of our first hotel in Japan, Far East Village Hotel Ariake. Originally intended to coincide with the Olympic Games Tokyo 2020, we made the decision to proceed with the hotel opening in July 2020 despite the postponement of the games. The hotel has performed above our expectations since opening. We secured another management contract in Japan during the year, and we are expecting to

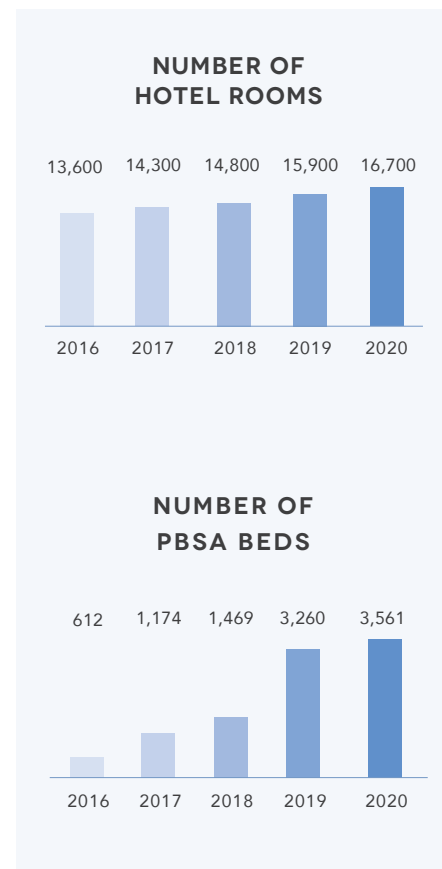
open this hotel, Far East Village Hotel Yokohama, in the second quarter of 2021.

The Clan Hotel Singapore, a modern luxury hotel, opened its doors in the heart of Singapore's central business district in the Telok Ayer neighbourhood on 1 March 2021. Looking further ahead, we have a pipeline of 2,500 rooms to be added from hotel openings through to 2023. Notable expected hotel openings in 2021, besides Far East Village Hotel Yokohama, include the wellness lifestyle-oriented Oasia Hotel Sentosa, the fourth hotel on Sentosa island managed by Far East Hospitality; and Quincy Hotel Melbourne, the first overseas expansion for our "Quincy" brand.

Our plans for hotel openings are tempered against the backdrop of the current pandemic situation, where vaccines are progressively being rolled out for essential workers and vulnerable segments of the population. However, it will still take some time before herd immunity can be achieved and for confidence to return, which is a prerequisite for mass international travel to resume. At the same time, 'snap lockdowns' like the ones seen in Australia earlier in 2021, remind us that the situation can change in a heartbeat. Hence, in this highly volatile and uncertain environment, hospitality operations are likely to remain under pressure in the coming year.

### Resilient Contributions From PBSA

Our PBSA portfolio performed well in



2020, even as the pandemic situation evolved. We did experience a small number of cancellations in the early part of the year during the COVID-19 outbreak, which amounted to a financial impact of approximately £3 million (approximately S\$5 million). Nonetheless, the bookings for AY2020/21 proved to be resilient, and our overall portfolio occupancy remained healthy at over 80% when the academic year commenced in September 2020. The financial performance of our PBSA portfolio also improved year-on-year in 2020, mainly due to the full year contribution from the five assets or approximately 1,600 beds acquired in 2019.

## CEO'S MESSAGE

In November 2020, we completed the acquisition of the 301-bed King Square Studios in Bristol, UK. The acquisition expands our portfolio to over 3,500 beds across 12 UK properties. This is in fact our third PBSA property in Bristol, expanding our footprint to 600 beds in this leading university city. At the time of acquisition, King Square Studios was operating at near full capacity, given its proximity to the University of Bristol, which is part of the Russell Group, and the University of the West of England, Bristol's International College.

Despite the effects of the pandemic and geopolitical uncertainties caused by Brexit, the UK maintains its status as a hub of higher education, and continued to register year-on-year growth in tertiary student numbers in 2020. University admissions among UK and foreign students (from outside the EU), for the AY2020/21 cycle, grew by 4% and 9% respectively. The performance of our PBSA portfolio in FY2020 affirms the countercyclical nature of this income stream, and we are committed to continue growing this segment in the coming years. Our focus continues to be on cities in the UK with high-tariff universities and strong student growth. Even as some universities and curricula have switched, or partially switched to online learning, students' desire for a quality on-campus education will continue to underpin demand for UK university enrolments.

As of March 2021, the UK is in the midst of exiting the national lockdown, per the government's roadmap

for gradual easing of restrictions. Guidelines have been published for the safe and staggered return of students to university, and in-person teaching has resumed for certain courses since March 2021. Our top priority is to ensure the continued safe lodging for students returning to and living in our PBSA properties. We will remain vigilant and continue monitoring the evolving situation.

### FEOR 25

The world may still be reeling from the impact of COVID-19 for a protracted period, but the work we are doing now will put us in a better position for the long term, through geographical diversification and a balanced income portfolio along the continuum of lodging assets. This is encapsulated in our FEOR 25 strategy, through which we aim to build a stronger and better Far East Orchard.

The crux of this strategy is to continue growing our sustainable and recurring income through a lodging platform, built on the two pillars of hospitality and PBSA. We have set targets for both these segments, to grow our hospitality portfolio to 25,000 rooms, and PBSA to 5,000 beds, by 2025. We will grow the portfolios through a combination of strategic partnerships, hotel management agreements and selective acquisitions. Our expansion activity is supported by a healthy balance sheet, giving us the ability to take advantage of growth opportunities which meet our criteria.

### Maintaining Our Financial Reserves

We will continue keeping a close eye on our liquidity position, ensuring that we have sufficient cash and available cash facilities to tap on. Our debt/equity ratio as at 31 December 2020 was 0.54. Together with a well-staggered debt maturity profile and access to credit facilities, we are confident of meeting our operating requirements during this difficult period. Our cash balance of S\$278.4 million gives us flexibility to either pursue growth opportunities or to utilise it for working capital needs, should the recovery take longer than expected.

### Riding Out The Crisis

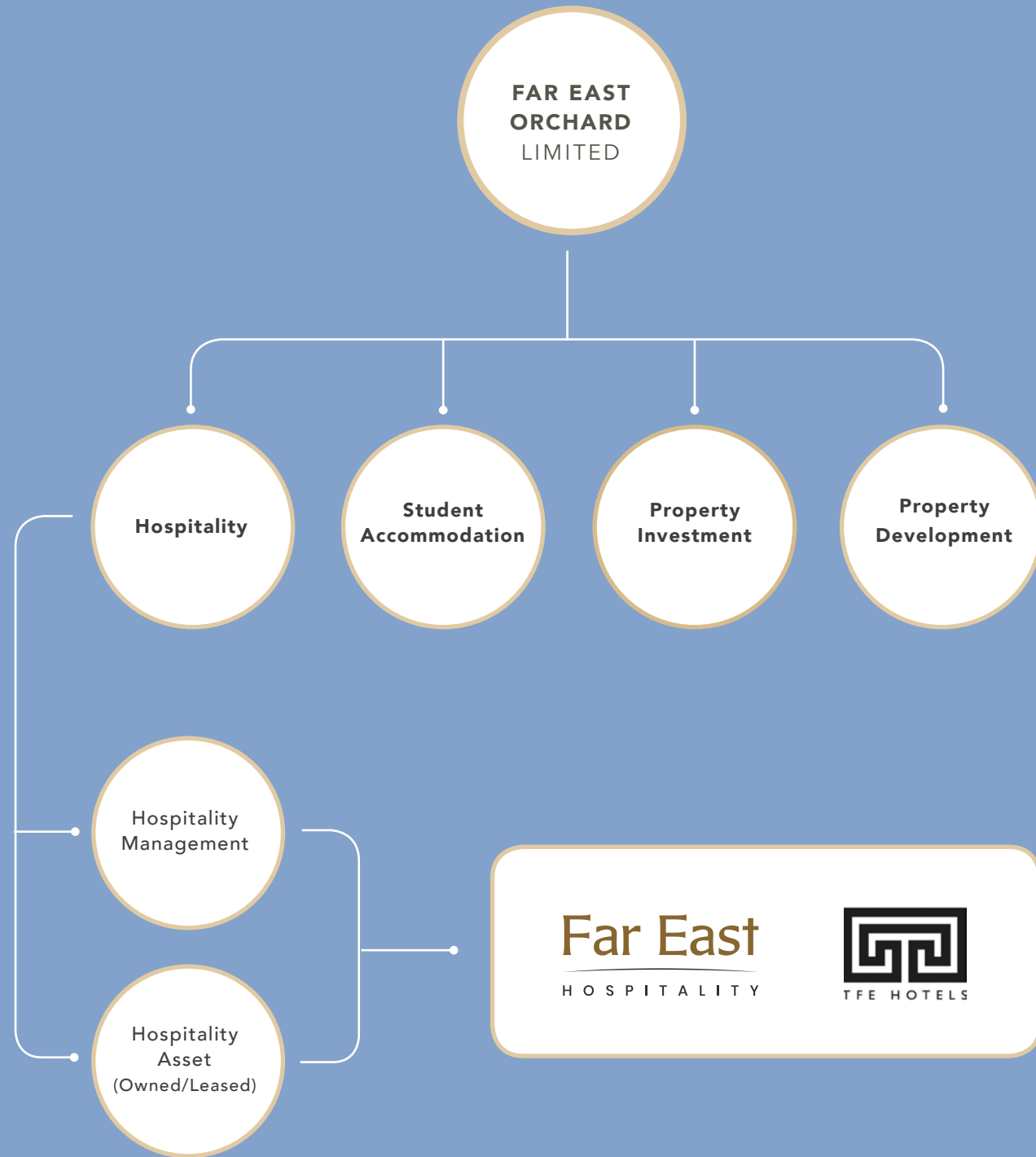
COVID-19 has brought about an unavoidable impact on our business and financial performance. However, we must maintain our resolve and rise beyond the adversity posed by this global pandemic. With the support of our shareholders and board, as well as my dedicated team and all the effort put into expanding our recurring income base, I am confident of being able to emerge from this crisis on a firm footing, and looking ahead to a new period of growth and stability.

### Alan Tang

Group Chief Executive Officer  
16 March 2021



## BUSINESS STRUCTURE



## 2020 MILESTONES



### NOV 2020

Completed the acquisition of King Square Studios in Bristol, UK, adding 301 beds to the Group's student accommodation portfolio.



### NOV 2020

Reached the milestone of 100 operating hotels under Far East Hospitality



### APR 2020

Made maiden foray into Japan with the completion of the joint purchase of a plot of land and hotel in Tokyo, Japan

### JUL 2020

Commenced operation of Far East Village Hotel Ariake, Japan

## BOARD OF DIRECTORS AND MANAGEMENT



**MR KOH BOON HWEE**

**Chairman**  
**Non-Executive Director**  
• Member, Nominating  
Committee

Mr Koh Boon Hwee was appointed as a Non-Executive Director and Chairman of the Board on 1 January 2013, and was last re-elected on 23 April 2019. Mr Koh is a member of the Nominating Committee. As Mr Koh serves on various executive committees in Far East Organization, the Nominating Committee and Board considers Mr Koh to be non-independent.

Mr Koh started his career in 1977 at Hewlett Packard and rose to become its Managing Director in Singapore, a post he held from 1985 to 1990. From 1991 to 2000, he was Executive Chairman of the Wuthelam Group. Mr Koh has been with Sunningdale Tech Ltd since 2003, where he oversaw the operations of the company as Executive Chairman and Chief Executive Officer from 2005 to 2008, and as Chairman from 2008 to-date.

Mr Koh was also the Non-Executive Chairman of the Singapore Telecom Group (SingTel) and its predecessor organisations from 1986 to 2001. From 2001 to 2005, Mr Koh served as Non-Executive Chairman of Singapore Airlines Limited, from 2005 to 2010 as Non-Executive Chairman of DBS Group Holdings Ltd and DBS Bank Ltd and from 2010 to 2019 as Non-Executive Chairman of Yeo Hiap Seng Limited.

From 1996 to 2010, Mr Koh served on the board of Temasek Holdings (Private) Limited, and was a member of the Executive Committee from 1997 to 2010.

Mr Koh graduated from Imperial College with a Bachelor of Science (Mechanical Engineering), First Class Honours, in 1972, and obtained a Master in Business Administration with Distinction from Harvard Business School in 1976.

### Present directorships in other listed companies:

#### SINGAPORE

- Sunningdale Tech Ltd (Chairman)

#### OVERSEAS

- Agilent Technologies, Inc (Chairman) (USA, listed on the New York Stock Exchange)

### Other principal commitments:

#### SINGAPORE

- Altara Ventures Pte Ltd (fka: Credence Partners Pte Ltd) (Chairman)
- Nanyang Technological University, Board of Trustees (Chairman) (until 31 March 2021)
- Rippledot Capital Advisers Pte Ltd (Chairman)
- Bank Pictet & Cie (Asia) Ltd (Director)

#### OVERSEAS

- Credence Capital Fund II (Cayman) Ltd (Executive Director)
- Altara Ventures GP Limited (fka: Credence Ventures GP Limited) (Executive Director)

### Past directorships in other listed companies (2018-2020):

#### SINGAPORE

- Yeo Hiap Seng Limited (Chairman)

#### OVERSEAS

- AAC Technologies Holdings Inc (Chairman) (Cayman Islands, listed on the Hong Kong Stock Exchange)

## BOARD OF DIRECTORS AND MANAGEMENT



**MR ALAN TANG YEW KUEN**

**Group Chief Executive Officer**  
**Executive Director**

Mr Alan Tang Yew Kuen was appointed as an Executive Director on 1 January 2020, and was last re-elected on 26 June 2020. Mr Tang was also appointed as the Group Chief Executive Officer of the Company on 1 January 2020.

Mr Tang has rich and balanced experience in the global hospitality real estate capital market and operations. He served as Senior Vice President, Head Hospitality of GIC Real Estate Pte Ltd, where he held leadership responsibilities for investment and asset management of a USD multi-billion portfolio. During his tenure at GIC Real Estate Pte Ltd, he oversaw both direct and indirect (through third-party funds) equity and debt investments, as well as both private and public-listed entities. Prior to joining the Company, Mr Tang was Chief Operating Officer of Frasers Hospitality International Pte Ltd, where he led the operations of its hotels and serviced apartments worldwide.

Mr Tang received a Bachelor of Science (Distinction) in 1992 from the School of Hotel Administration, Cornell University, USA. He is also a Chartered Financial Analyst (CFA). In 2016, he completed the Module 10 of the Capital Markets and Financial Advisory Services (CMFAS) Examination.

### Present directorships in other listed companies:

Nil

### Other principal commitments:

#### SINGAPORE

- Far East Hospitality Holdings Pte. Ltd. (Chairman)
- Member of Hotel Innovation Committee, Singapore Hotel Association

#### OVERSEAS

- Toga Hotel Holdings Pty Limited (Director of the Trustee Board)

### Past directorships in other listed companies (2018-2020):

Nil



## BOARD OF DIRECTORS AND MANAGEMENT



**MS CHUA KHENG YENG, JENNIE**

**Non-Executive Lead Independent Director**

- Chairman, Nominating Committee
- Member, Audit & Risk Committee
- Member, Remuneration Committee

Ms Chua Kheng Yeng, Jennie was appointed as a Non-Executive Director of the Company on 1 January 2014, and was last re-appointed on 23 April 2019. Ms Chua is the Lead Independent Director of the Company, Chairman of the Nominating Committee and a member of the Audit & Risk Committee and the Remuneration Committee. The Nominating Committee and Board considers Ms Chua to be an Independent Director.

Ms Chua brings with her over 44 years of international experience in tourism, hospitality, property and community service.

Ms Chua was formerly President and CEO of Raffles Holdings Ltd, Chairman of Raffles International Limited, President and CEO of The Ascott Group Limited, the Chief Corporate Officer of CapitaLand Limited, Chairman of the Singapore International Chamber of Commerce and Singapore's Non-Resident Ambassador to The Slovak Republic. She was also the Chairman of the Community Chest, Alexandra Health System Pte Ltd, Woodlands Health Pte Ltd, Yishun Community Hospital Pte Ltd, Geriatric Education & Research Institute Limited and Admiralty Medical Centre Pte Ltd.

Presently, she is Chairman of Vanguard Healthcare, Chairman of Woodlands Health Campus Development Committee, Chairman of Singapore Film Commission Advisory Committee, Pro-Chancellor of Nanyang Technological University, Deputy Chairman of Temasek Foundation International, Advisor to the Community Chest of Singapore and Singapore's Non-Resident Ambassador (designate) to the Kingdom of Spain.

Awards and accolades: Singapore National Day Awards including the Meritorious Service Medal, President's Volunteerism & Philanthropy Award, Outstanding Contribution to Tourism, NTUC Medal of Commendation, amongst others.

Ms Chua graduated from Cornell University's School of Hotel Administration.

Ms Chua will retire pursuant to Regulation 98 of the Company's Constitution at the Company's 53rd Annual General Meeting and she is eligible for re-election.

**Present directorships in other listed companies:**

**SINGAPORE**

- GL Limited
- GuocoLand Limited

**OVERSEAS**

Nil

**Other principal commitments:**

**SINGAPORE**

- Vanguard Healthcare Pte Ltd (Chairman)
- Woodlands Health Campus Development Committee (Chairman)
- The RICE Company Limited (Chairman)
- Temasek Foundation International CLG Limited (Deputy Chairman)
- Temasek Foundation Ltd (Director)
- Singapore's Non-Resident Ambassador (designate) to the Kingdom of Spain
- National Gallery Singapore (Director)

**OVERSEAS**

Nil

**Past directorships in other listed companies (2018-2020):**

Nil

## BOARD OF DIRECTORS AND MANAGEMENT



**MDM EE CHOO LIN DIANA**

**Non-Executive Independent Director**

- Chairman, Remuneration Committee
- Member, Audit & Risk Committee

Mdm Ee Choo Lin Diana was appointed as a Non-Executive Director on 29 April 2011, and was last re-elected on 26 June 2020. Mdm Ee was appointed as Chairman of the Remuneration Committee on 25 April 2017. Mdm Ee is a member of the Audit & Risk Committee. The Nominating Committee and Board considers Mdm Ee to be an Independent Director.

Mdm Ee has extensive international experience in the tourism and hospitality industry. She held senior executive leadership positions at Raffles International Limited managing multi-hotel brands and gained broad commercial experience in business operations, brand building, global sales and marketing, technical services, quality assurance and organisational development. Formerly, as President of Raffles Hotels & Resorts, she held responsibilities for the brand's growth strategy and for the operating and financial performance of its hotels spanning South East Asia, China, the United States, Middle East and Europe. Mdm Ee has served as a Board Member of the Singapore Tourism Board and the Board of Governors of Republic Polytechnic Singapore. She is presently the Vice-Chairman of Shatec Institutes Pte Ltd (the educational arm of the Singapore Hotel Association), a Board Member of Sentosa Development Corporation and is Chairman of Mount Faber Leisure Group Pte Ltd.

Mdm Ee obtained her Bachelor of Arts degree in Economics from the National University of Singapore.

**Present directorships in other listed companies:**

Nil

**Other principal commitments:**

**SINGAPORE**

- Mt Faber Leisure Group Pte Ltd (Chairman)
- SHATEC Institutes Pte Ltd (Vice-Chairman)
- Far East Hospitality Holdings Pte. Ltd. (Director)
- Sentosa Development Corporation (Board Member)
- Singapore Standards Council (Member), Singapore Services Standards Committee (Co-Chairman)

**OVERSEAS**

- Toga Hotel Holdings Pty Ltd (Director and Member of the Audit & Risk Committee of the Trustee Board)

**Past directorships in other listed companies (2018-2020):**

Nil

## BOARD OF DIRECTORS AND MANAGEMENT



**MS KOH KAH SEK**  
Non-Executive Director  
• Member, Remuneration Committee

Ms Koh Kah Sek was appointed as a Non-Executive Director on 1 November 2016 and was last re-elected on 26 June 2020. Ms Koh became a member of the Remuneration Committee on 25 April 2017. As Ms Koh is directly associated with Far East Organization Pte. Ltd., which is a substantial shareholder of the Company, she is considered by the Nominating Committee and Board to be non-independent.

Ms Koh is an Executive Director and the Chief Financial Officer of Far East Organization ("FEO"), where she is responsible for FEO's financial affairs, including corporate finance, treasury, overseas investments, risk management and capital management. She also oversees corporate functions of FEO's Group Legal and Procurement & Contracts Divisions.

Ms Koh is also a Non-Executive and Independent Director and Chairman of the Audit Committee of Netlink NBN Management Pte Ltd, trustee-manager of Netlink NBN Trust.

Prior to joining FEO, Ms Koh worked in Singapore Telecommunications Limited (SingTel) from 2005 to 2011. In SingTel, she held various senior management positions, such as the Group Financial Controller, CFO of Singapore Business and Group Treasurer. Ms Koh previously served as a board member of public listed companies including Globe Telecom Inc. and Advanced Info Service Public Company Limited. Prior to joining SingTel, Ms Koh began her career with Price Waterhouse and thereafter she worked at a leading global investment bank before she held a senior management role in a public listed F&B company in Singapore.

Ms Koh graduated with a Bachelor of Commerce from the University of Melbourne and is a member of The Institute of Singapore Chartered Accountants and a Fellow Member of CPA Australia.

### Present directorships in other listed companies:

#### SINGAPORE

- Netlink NBN Management Pte. Ltd. (trustee-manager of Netlink NBN Trust, a business trust listed on the SGX-ST)

#### OVERSEAS

Nil

### Other principal commitments:

#### SINGAPORE AND OVERSEAS

- Executive Director and Chief Financial Officer, FEO
- Vice President, National Council of Girl Guides Singapore
- Fellow Member and Divisional Councillor of CPA Australia (Singapore Division)
- Chair, CFO Committee, CPA Australia (Singapore Division)
- Council Member – Professional Education Council, Singapore Accountancy Commission
- Member, Accounting Standards Council Singapore
- Committee Member, Audit Committee Chapter, Singapore Institute of Directors

### Past directorships in other listed companies (2018-2020):

Nil

## BOARD OF DIRECTORS AND MANAGEMENT



**MR RAMLEE BIN BUANG**  
Non-Executive Independent Director

- Chairman, Audit & Risk Committee
- Member, Nominating Committee

Mr Ramlee Bin Buang was appointed as a Non-Executive Director on 25 April 2017, and was last re-elected on 24 April 2018. Mr Ramlee was appointed Chairman of the Audit & Risk Committee and a member of the Nominating Committee on 24 April 2018. The Nominating Committee and Board considers Mr Ramlee to be an Independent Director.

Mr Ramlee has extensive experience in corporate and international business and finance, accounting, tax, corporate investor relationship, management information systems, risk management and audit, human resource development in leading multinational corporations and in various industries ranging from petroleum, power tools and housewares to household and personal care products, health supplements, beverage and food and hospitals.

Mr Ramlee holds a Professional Qualification from the Chartered Association of Certified Accountants in the United Kingdom, a Diploma in Marketing from the Chartered Institute of Marketing, UK and a Graduate Diploma in Marketing from the Marketing Institute of Singapore. He is a non-practicing member of the Institute of Singapore Chartered Accountants. He attended the Harvard Business School Advanced Management Program in 2011. He is a Certified Governance, Risk Management and Compliance Professional, Certified Professional Co-Active Coach (The Coaches Training Institute) and an Associated Certified Coach with International Coaching Federation.

Mr Ramlee will retire pursuant to Regulation 98 of the Company's Constitution at the Company's 53rd Annual General Meeting and he is eligible for re-election.

### Present directorships in other listed companies:

Nil

### Other principal commitments:

#### SINGAPORE

- Halogen Foundation (Singapore) (Director and Chair of Finance & Establishment Committee)
- Ukyo Advisory (Founder/ Owner)
- Singapore Institute of Directors (Director, Council Member and Treasurer)
- National Healthcare Group Pte Ltd (Director and Chair of Finance & Audit Committee, Board Risk Committee and Member of Woodlands Health Campus Development Committee)
- MOH Holdings (Chair of MOHH-Public Healthcare Institutions Finance Shared Services Steering Committee, Member of Investment Committee and Audit & Risk Committee)
- 1FSS Pte. Ltd. (Chairman and Director)
- ALPS Pte Ltd (Director, Chair of Procurement Sub Committee and Member of Finance Sub-Committee)
- Singapore Accountancy Commission (Member of the Council and Audit Committee)
- Singapore University of Technology and Design (Member of Board of Trustee and Chair of the Audit Committee)
- Breast Cancer Foundation (Member of Executive Council, Board and Treasurer)

#### OVERSEAS

Nil

### Past directorships in other listed companies (2018-2020):

Nil



## BOARD OF DIRECTORS AND MANAGEMENT



**MR SHAILESH ANAND GANU**  
**Non-Executive Independent Director**  
• Member, Remuneration  
Committee

Mr Shailesh Anand Ganu was appointed as a Non-Executive Director on 12 February 2019, and was last re-elected on 23 April 2019. Mr Ganu was appointed as a member of the Remuneration Committee on 23 April 2019. The Nominating Committee and Board considers Mr Ganu to be an Independent Director.

Mr Ganu is a seasoned business leader, management consultant, and senior human capital practitioner with experience leading large teams and projects in both corporate and consulting environments. He has over 20 years of experience working closely with the Boards and management teams of some of the leading companies in the world across Financial Services, Telecommunications, Real Estate, and Pharmaceuticals industries. He is an Executive Compensation and Corporate Governance expert, with deep expertise in the design and implementation of people strategies, organisation development, business transformations, and environmental, social, governance (ESG) issues.

Mr Ganu has a Bachelor of Engineering (Chemical Engineering) degree from the University of Mumbai, India; and a Masters of Business Administration from Sydney Business School, Australia. He is a member and faculty of non-executive director institutes across the region, and is an associate lecturer teaching corporate governance and strategic HR courses. He is a keynote speaker, and frequently writes for business publications on gender diversity and board effectiveness matters.

### Present directorships in other listed companies:

Nil

### Other principal commitments:

#### SINGAPORE

- Willis Towers Watson (Managing Director; Global Practice Leader – Executive Compensation, and Talent & Rewards – ASEAN & South Asia)
- SATA Commhealth (Board Member, Chair of Human Resource Committee, and member of Digital Committee)
- Singapore Institute of Directors (Council member)

#### OVERSEAS

Nil

### Past directorships in other listed companies (2018-2020):

Nil

## BOARD OF DIRECTORS AND MANAGEMENT



**MR KIONG KIM HOCK ARTHUR**  
**Chief Executive Officer, Far East Hospitality**

Mr Kiong Kim Hock Arthur was appointed Chief Executive Officer of the hospitality business of the Company on 1 September 2012.

Mr Kiong was the Managing Director of Hotel Operation (Asia Pacific & China) and Senior Vice President of Group Marketing Services at Banyan Tree Hotels & Resorts from 2008 to 2012. He was the Director of Far East Hospitality Business Group from August 2005 to 2007. Mr Kiong was Vice-President of Marketing (Asia Pacific) for the Peninsula Group based in Hong Kong from 2002 to 2005, where he was responsible for the marketing functions in Head Office and sales performance of the hotels outside the USA.

Mr Kiong has 34 years of hotel industry experience having held operations, sales and marketing roles for various hotels in Asia and the USA including The Peninsula Hotels, The Mandarin Oriental Hong Kong, The Ritz-Carlton, Hyatt International, Westin Hotels and Banyan Tree Hotels & Resorts.



**MS JOANNA GOK YIN YIN**  
**Chief Financial Officer**

Ms Joanna Gok Yin Yin was appointed Chief Financial Officer of the Company on 2 January 2018. Ms Gok leads the finance team and is responsible for business ventures, strategic partnerships, risk management, investor relations and overall financial matters of the Company and its group of companies. She also supports the Group Chief Executive Officer in the Group's strategic business planning process.

Ms Gok joined the Company in 2012 and held various managerial positions before her appointment as Chief Financial Officer.

Prior to joining the Company, Ms Gok served as Chief Financial Officer of Newage Investment Holding Pte Ltd from 2011 to 2012, overseeing financial matters of the holding company in Singapore which owns hotels and office buildings in Jakarta. Ms Gok began her career at Arthur Andersen before moving on to Ernst & Young where she led statutory audit and IPO-audit engagements. Thereafter, Ms Gok joined the Transaction Services team in KPMG Singapore as Senior Manager, before leaving as Director in 2010. In KPMG, she led financial due diligence engagements for both buy-side and sell-side engagements.

Ms Gok holds a Bachelor of Accountancy (Honours) from the Nanyang Technological University, Singapore, and is a Chartered Accountant of the Institute of Singapore Chartered Accountants.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Non-Executive Chairman

**Mr Koh Boon Hwee**

Group Chief Executive Officer

**Mr Alan Tang Yew Kuen**

Independent Directors

**Ms Chua Kheng Yeng, Jennie**  
(Lead Independent Director)

**Mdm Ee Choo Lin Diana**

**Mr Ramlee Bin Buang**

**Mr Shailesh Anand Ganu**

Non-Executive Director

**Ms Koh Kah Sek**

### AUDIT & RISK COMMITTEE

Chairman

**Mr Ramlee Bin Buang**

Members

**Ms Chua Kheng Yeng, Jennie**

**Mdm Ee Choo Lin Diana**

### NOMINATING COMMITTEE

Chairman

**Ms Chua Kheng Yeng, Jennie**

Members

**Mr Koh Boon Hwee**

**Mr Ramlee Bin Buang**

### REMUNERATION COMMITTEE

Chairman

**Mdm Ee Choo Lin Diana**

Members

**Ms Chua Kheng Yeng, Jennie**

**Ms Koh Kah Sek**

**Mr Shailesh Anand Ganu**

### COMPANY SECRETARY

**Ms Phua Siyu, Audrey**

### REGISTERED OFFICE

1 Tanglin Road #05-01

Orchard Rendezvous Hotel,  
Singapore

Singapore 247905

T : (65) 6833 6688

F : (65) 6738 8085

W: www.fareastorchard.com.sg

### INDEPENDENT AUDITOR

PricewaterhouseCoopers LLP

7 Straits View, Marina One  
East Tower, Level 12  
Singapore 018936

Partner-in-charge:

Mr Yeow Chee Keong

(Appointed since the financial  
year ended 31 December 2017)

### SHARE REGISTRAR

Boardroom Corporate &  
Advisory Services Pte. Ltd.

50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

T: (65) 6536 5355

F: (65) 6536 1360

### MAIN BANKERS

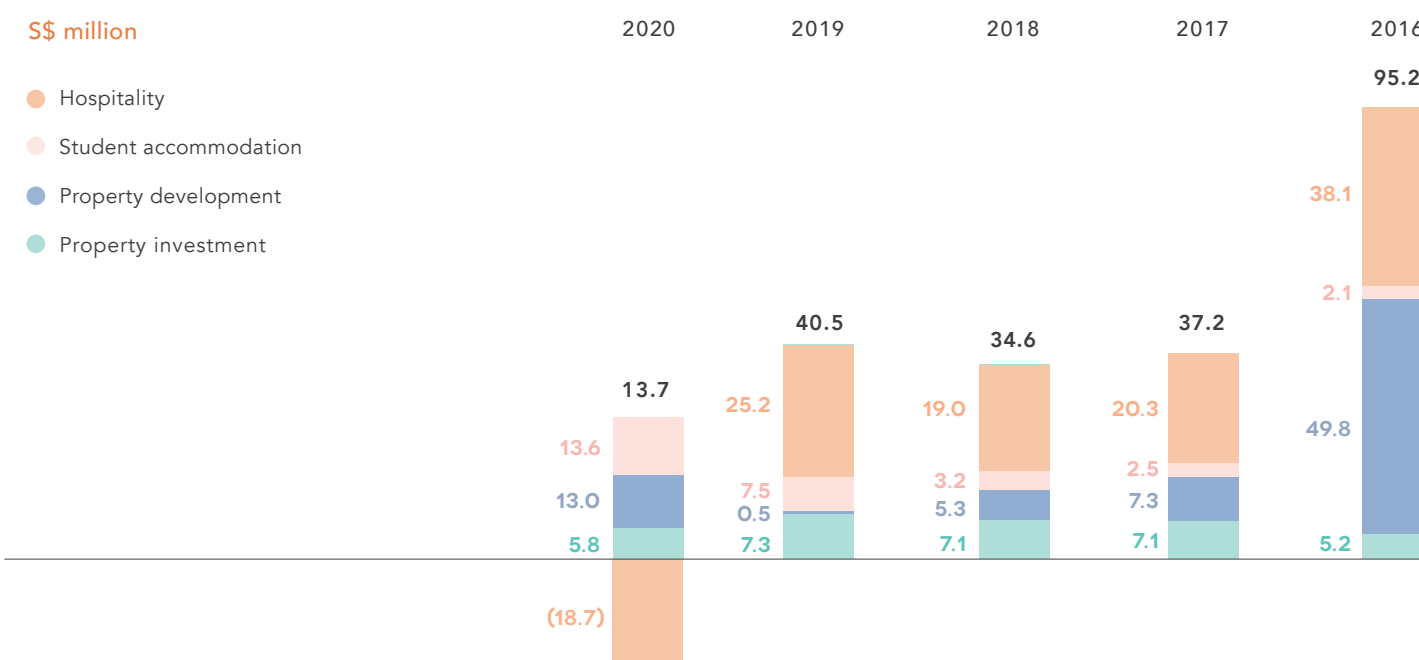
DBS Bank Ltd

Oversea-Chinese Banking  
Corporation Limited

## 5-YEAR FINANCIAL HIGHLIGHTS

S\$'000	2020	2019	2018	2017 (restated)	2016
Hospitality	69,104	127,515	133,910	136,800	169,877
Student accommodation	28,426	19,092	7,446	5,686	5,833
Property development	6,561	-	241	-	-
Property investment	8,124	9,456	9,314	9,135	9,178
<b>Total revenue</b>	<b>112,215</b>	<b>156,063</b>	<b>150,911</b>	<b>151,621</b>	<b>184,888</b>
(Loss)/Profit before income tax	(3,359)	29,932	35,660	25,704	77,925
Profit attributable to equity holders	1,538	26,031	32,937	21,753	65,041
Shareholders' equity	1,240,883	1,249,146	1,265,210	1,244,131	1,229,040
Total assets	2,618,614	2,530,831	2,145,357	2,087,295	2,071,629
Net assets per share (S\$)	2.72	2.85	2.89	2.93	2.91
Earnings per share (cents) <sup>(1)(2)</sup>	0.4	6.0	7.6	5.1	15.6
Final dividend per share (cents)	3.0	6.0	6.0	6.0	6.0
Gearing ratio	0.54	0.44	0.23	0.17	0.16

### TOTAL OPERATING PROFIT/(LOSS) BY BUSINESS SEGMENT



<sup>(1)</sup> Earnings per share are calculated by reference to the weighted average number of shares in issue during the year.

<sup>(2)</sup> Figures have been rounded.



HOSPITALITY PROPERTIES

Owned properties	Location	Effective Interest	Tenure	Site Area (sm)	No. of Units/Rooms/ Beds
<b>AUSTRALIA</b>					
Adina Apartment Hotel Adelaide Treasury	Adelaide	35%	Leasehold	4,154	79
Adina Apartment Hotel Brisbane	Brisbane	35%	Freehold	1,485	220
Adina Apartment Hotel Brisbane Anzac Square – Apartment Unit	Brisbane	70%	Freehold	–	1
Adina Apartment Hotel Sydney Darling Harbour	Sydney	35%	Leasehold	3,058	114
Rendezvous Hotel Perth Central	Perth	70%	Freehold	1,973	103
Rendezvous Hotel Perth Scarborough	Perth	70%	Freehold	11,467	336
Rendezvous Hotel Perth Scarborough – Retail Podium	Perth	70%	Freehold	–	13
Rendezvous Hotel Melbourne	Melbourne	70%	Freehold	1,999	340
Travelodge Resort Darwin	Darwin	35%	Freehold	13,100	224

DENMARK

Adina Apartment Hotel Copenhagen	Copenhagen	35%	Freehold	3,000	128
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GERMANY

Adina Apartment Hotel Berlin Checkpoint Charlie	Berlin	35%	Freehold	2,143	127
Adina Apartment Hotel Berlin Mitte	Berlin	35%	Freehold	1,798	139
Adina Apartment Hotel Frankfurt Neue Oper	Frankfurt	35%	Freehold	1,455	134

JAPAN

Far East Village Hotel Ariake, Tokyo	Japan	35%	Leasehold	2,541	306 <sup>(1)</sup>
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MALAYSIA

Oasia Suites Kuala Lumpur	Kuala Lumpur	100%	Freehold	1,880	247
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Leased and managed

SINGAPORE

Orchard Rendezvous Hotel, Singapore	Singapore	100%	Freehold	8,143 <sup>(2)</sup>	388
Village Hotel Albert Court	Singapore	100%	Leasehold	4,273	210
Village Residence Clarke Quay	Singapore	100%	Leasehold	6,238	127

Property under development

AUSTRALIA

A by Adina Sydney (280 George Street) <sup>(3)</sup>	Sydney	35%	Freehold	583	194
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<sup>1</sup> The purchase of the hotel project was completed in April 2020 and commenced operations in July 2020.

<sup>2</sup> Includes 1,069sm of leasehold area.

<sup>3</sup> Under redevelopment from office building into apartment hotel.

PROPERTIES HELD FOR SALE AND DEVELOPMENT PROPERTIES

Properties held for sale – Commercial	Location	Effective Interest	Tenure	Site Area (sm)	No. of Units/Rooms/ Beds
<b>SINGAPORE</b>					
Novena Medical Center – Medical Suites	Singapore	100%	Leasehold	–	7
Novena Specialist Center – Medical Suites	Singapore	100%	Leasehold	–	29
SBF Center – Medical Suite	Singapore	20%	Leasehold	–	1
SBF Center – Office	Singapore	20%	Leasehold	–	1 <sup>(4)</sup>
Woods Square	Singapore	33%	Leasehold	18,569 <sup>(5)</sup>	331

Mixed-use project under development

UNITED KINGDOM

Westminster Fire Station	London	100%	Freehold	768	18 <sup>(6)</sup>
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INVESTMENT PROPERTIES

SINGAPORE

Novena Medical Center – Medical Suites	Singapore	100%	Leasehold	–	37
Novena Specialist Center – Medical Suites	Singapore	100%	Leasehold	–	10
SBF Center – Shops	Singapore	20%	Leasehold	–	3
Tanglin Shopping Centre – Offices	Singapore	100%	Freehold	–	4
Woods Square	Singapore	33%	Leasehold	18,569 <sup>(5)</sup>	68

UNITED KINGDOM

Harbour Court	Bristol	100%	Freehold	794	133
Hollingbury House	Brighton	100%	Freehold	1,616	195
King Square Studios	Bristol	100%	Freehold	2,700	301
Land sites for student accommodation buildings	Newcastle upon Tyne	100%	Freehold	4,513	–
Portland Green Student Village – Bryson Court	Newcastle upon Tyne	100%	Freehold	3,287	366
Portland Green Student Village – Marshall Court	Newcastle upon Tyne	100%	Freehold	2,155	196
Portland Green Student Village – Newton Court	Newcastle upon Tyne	100%	Freehold	3,271	295
Portland Green Student Village – Rosedale Court	Newcastle upon Tyne	100%	Freehold	3,548	338
Portland Green Student Village – Turner Court	Newcastle upon Tyne	100%	Freehold	2,640	274
St Lawrence House	Bristol	100%	Freehold	1,022	166
The Elements	Sheffield	100%	Freehold	5,196	735
The Foundry	Leeds	100%	Freehold	2,161	239
The Glassworks	Liverpool	100%	Freehold	1,900	323

<sup>4</sup> The unit has been sold off with completion of sale in January 2021.

<sup>5</sup> Comprises of properties held for sale (including site area of sold units) and investment property.

<sup>6</sup> 17 residential units and 1 restaurant unit.

## CORPORATE GOVERNANCE

<b>BOARD MATTERS</b>		<b>Page</b>
Principle 1	The Board's Conduct of its Affairs	29
Principle 2	Board Composition and Guidance	34
Principle 3	Chair and Chief Executive Officer	36
Principle 4	Board Membership	37
Principle 5	Board Performance	40
<b>REMUNERATION MATTERS</b>		
Principle 6	Procedures for Developing Remuneration Policies	41
Principle 7	Level and Mix of Remuneration	42
Principle 8	Disclosure on Remuneration	44
<b>ACCOUNTABILITY AND AUDIT</b>		
Principle 9	Risk Management and Internal Controls	47
Principle 10	Audit & Risk Committee	51
<b>SHAREHOLDER RIGHTS AND ENGAGEMENT</b>		
Principle 11	Shareholder Rights and Conduct of General Meetings	55
Principle 12	Engagement with Shareholders	58
<b>MANAGING STAKEHOLDER RELATIONSHIPS</b>		
Principle 13	Engagement with Stakeholders	59
<b>ADDITIONAL INFORMATION</b>		
Business Conduct and Ethics		60
Dealings in Securities		60
Material Contracts		61
Interested Person Transactions		61

## CORPORATE GOVERNANCE

Far East Orchard Limited (the **"Company"**) is firmly committed to maintaining a high standard of corporate governance and promoting corporate transparency, accountability and integrity to enhance long-term shareholders' value, while taking into account the interests of its other stakeholders.

In the financial year ended 31 December 2020 (**"FY2020"**), the Company received the 2019 ASEAN Corporate Governance Scorecard Award for ASEAN Asset Class PLCs (Singapore). This Award was conferred on listed issuers in ASEAN jurisdictions who attained at least 75% of the maximum attainable score for corporate governance. The Monetary Authority of Singapore appointed the Singapore Institute of Directors (**"SID"**) and the Centre for Governance, Institutions and Organisations of NUS Business School as the joint domestic rating body for Singapore, and the Company ranked 19th among the top 100 publicly-listed companies in Singapore by market capitalisation.

Under the Singapore Governance and Transparency Index (**"SGTI"**) which assesses companies on the timeliness, accessibility and transparency of their financial results announcements along with their corporate governance disclosure and practices, the Company also performed well, improving its ranking from 55th in 2019 to 41st in 2020.

The Company's commitment to board diversity was also recognised. Under the inaugural Singapore Board Diversity Index launched in 2020 by the SID with Willis Towers Watson, the Company ranked within the top 10 among mid-cap public-listed companies in Singapore for board diversity.

In FY2020, Singapore Exchange Regulation (**"SGX RegCo"**) affirmed that the Company will continue to be on the SGX Fast Track programme until the next review cycle in 2021. This programme was launched by SGX RegCo to recognise the efforts and achievements of listed issuers which have upheld high corporate governance standards and maintained a good compliance track record. Under this programme, the Company will receive prioritised clearance for all submissions of corporate actions to SGX RegCo, including circulars, requests for waiver and applications for share placement.

This report describes the corporate governance practices and policies of the Company and its subsidiaries (the **"Group"**) during FY2020 with reference to the principles and provisions of the Code of Corporate Governance 2018 (the **"Code"**), the Mainboard Rules of the Listing Manual of the Singapore Exchange Securities Trading Limited (**"Listing Rules"**), the Companies Act (Cap. 50) of Singapore (**"Companies Act"**), the Securities and Futures Act (Cap. 289) of Singapore (**"Securities and Futures Act"**), the voluntary Practice Guidance 2018 (**"Practice Guidance"**) and where applicable the guidelines of the Code of Corporate Governance 2012 (the **"2012 Code"**).

The Company has complied with all the principles in the Code. It has also in all material respects, complied with the provisions in the Code. Where there are any variations from the provisions, the Company has provided explanations on how its practices are consistent with the aim and philosophy of the principle in question.

### BOARD MATTERS

#### The Board's Conduct of its Affairs

**Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.**

#### *Principal Duties of the Board*

The Board, as fiduciaries acting in the Company's interests, is collectively responsible for the Group's long-term success. In addition to its statutory duties, the Board's principal functions are to:

- create value for shareholders and to ensure the long-term success of the Group.
- oversee the effectiveness of Management, provide leadership, review the Group's corporate strategies and direction, and ensure that the necessary financial and human resources are adequate to achieve the Group's goals.
- review and approve the annual budget of the Group.



## CORPORATE GOVERNANCE

- d. ensure that there is an enterprise risk management framework and a sound system of internal controls to safeguard shareholders' interests and the Group's assets.
- e. review the business performance of the Group and approve the release of the half-year and year-end results and any other announcements.
- f. endorse the framework of remuneration for the Board and key management personnel (being the Group CEO, the Chief Executive Officer of Far East Hospitality, the Chief Financial Officer of the Company ("**CFO**") and any other persons having authority and responsibility for planning, directing and controlling the activities of the Group).
- g. identify the key stakeholder groups and recognise that their perceptions affect the Group's reputation.
- h. set the Group's values and standards and ensure that obligations to shareholders and other stakeholders are understood and met.
- i. oversee the sustainability reporting and practices of the Group.

### **Independent Judgement and Proper Accountability**

The Board and Management are guided by a corporate governance policies manual ("**CG Policy Manual**"), which encapsulates the terms of reference for the Board and each Board Committee, and is aligned with the Code. The Group's employees are also guided by its Code of Conduct and Employee Handbook which are published on the intranet and which prescribes the standards of ethical behaviour.

The CG Policy Manual directs the Board and Management to adhere to the approved policies and schemes, including the Board Diversity Policy, the Dividend Policy and Scrip Dividend Scheme, the Investor Relations Policy, the Security Trading Policy and Whistle-blowing Policy. It comprehensively addresses declaration and disclosure obligations, covering areas such as independence, listed company directorships and principal commitments, declaration of any relatives in managerial positions and conflicts of interest.

To address and manage possible conflicts of interest that may arise between Directors' interests and those of the Group, the Company has put in place appropriate procedures including requiring (i) Directors to declare upfront at each Board meeting, any conflict of interest to any proposal or papers submitted for discussion at such Board meeting, and (ii) for such Directors to refrain from participating in meetings or discussions (or relevant segments thereof) in addition to abstaining from voting, on any matter in which they are so interested or conflicted. Each Director is also required to submit details of his/her associates for the purpose of monitoring interested person transactions annually.

The CG Policy Manual makes clear that every Director is expected to objectively discharge his/her duties and responsibilities, to act in good faith, provide insights and consider the interests of the Group at all times. The Directors have the right core competencies and experience to enable the Board to contribute effectively.

### **Delegation by the Board**

The Board has established three board committees ("**Board Committees**") to assist in the execution of its responsibilities. They are the Audit & Risk Committee ("**ARC**"), the Remuneration Committee ("**RC**") and the Nominating Committee ("**NC**"). Each Board Committee is governed by clear terms of reference setting out its role, authority, duties and responsibilities, as well as qualifications for committee membership in line with the Code, which have been approved by the Board.

Authority has been delegated to the Management to approve transactions below certain thresholds, which are set out in a structured Delegation of Authority Matrix.

Notwithstanding the above, the Board Committees and Management remain accountable to and report back to the Board. Minutes of meetings of all Board Committees in FY2020 were provided to the Board, and the Chair of each Board Committee provided updates at Board meetings in FY2020 of matters discussed in Board Committee meetings. The activities of each Board Committee in FY2020 are disclosed under the respective principles of this report.

## CORPORATE GOVERNANCE

### **Board and Board Committees Meetings**

The Board meets at least quarterly, or more frequently when required or appropriate, to review and evaluate the Group's performance and address key matters. The Board and Board Committees' meetings are planned one year in advance to ensure maximum attendance by the participants, and the meeting schedule is circulated to the Directors prior to the start of the financial year. Directors are expected to attend all Board meetings and meetings of the Board Committees on which they serve. If a Director is unable to physically attend a meeting of the Board or a Board Committee, he/she may attend by telephone or video-conference which is allowed under the Company's Constitution. Due to the COVID-19 pandemic, various Board and Board Committees meetings in FY2020 were held via telephone and/or video-conference and/or in a hybrid manner with some in physical attendance where feasible. The agendas and meeting materials are circulated to the Board and Board Committees at least one week before the meetings to allow for sufficient time to review prior to the meeting. The Board and Board Committees may also make decisions by way of circulating resolutions.

The attendance of the Directors at scheduled meetings of the Board and Board Committees and the Annual General Meeting ("**AGM**") held in FY2020 is disclosed below. The Directors with multiple board representations have ensured that sufficient time and attention are given to the affairs of the Company.

	AGM	Board of Directors	Audit & Risk Committee	Nominating Committee	Remuneration Committee
<b>No. of Meetings Held</b>	1	5	5	2	3
<b>Names of Directors</b>	<b>Number of Meetings Attended</b>				
Koh Boon Hwee	1	5	-	2	-
Chua Kheng Yeng, Jennie	1	5	5	2	3
Alan Tang Yew Kuen <sup>1</sup>	1	5	5	2	3
Ee Choo Lin Diana	1	5	5	-	3
Koh Kah Sek	1	5	-	-	3
Ramlee Bin Buang	1	5	5	2	-
Shailesh Anand Ganu	1	5	-	-	3

<sup>1</sup> Mr Alan Tang Yew Kuen was invited to attend all the NC and RC meetings held in FY2020

### **Board Approval**

#### **Material transactions**

The Company has a structured Delegation of Authority Matrix and internal guidelines regarding matters that require Board approval. The types of material transactions, which require Board approval, include:

- a. transactions in the ordinary course of business that have not been delegated by the Board to any Board Committee for approval;
- b. major transactions not in the ordinary course of business;
- c. bank borrowings;
- d. provision of corporate guarantees or other securities to secure loans granted to subsidiaries and associated companies;
- e. acquisition or disposal of fixed assets, save where authority has been delegated by the Board to any Board Committee for approval;
- f. equity or contractual joint ventures; and
- g. diversification into new businesses.

## CORPORATE GOVERNANCE

### *Key Activities of the Board during FY2020*

Regular agenda items:

- Quarterly updates on the businesses
- Quarterly review of enterprise risk management
- Quarterly review of financial performance including compliance of financial covenants and cash flow projection
- Review and approval of all announcements including half-year results and year-end financial statements
- Conflict of interest and register of interested person transactions
- Disclosure of Directors' interests pursuant to the Companies Act and the Securities and Futures Act
- Reports of the ARC, NC and RC

Other key agenda items considered during FY2020:

- Implication of COVID-19 on the Group's businesses
- Cybersecurity maturity
- Business opportunities
- New banking relationships
- Business strategy
- Material developments relating to accounting, risk management, sustainability reporting, legal, regulatory and/or corporate governance issues
- Adequacy and effectiveness of the internal controls and risk management systems of the Group
- Review of the independence, effectiveness and adequacy of resources for the internal audit function

Matters reserved for Board recommendation/approval annually:

- Documents for distribution to shareholders including the Annual Report and Audited Financial Statements
- Annual budget and business plan
- Dividend payout
- Remuneration of the Executive and Non-Executive Directors
- Retirement and re-election of Directors

### **Board Training and Orientation**

Directors receive a comprehensive induction when they are first appointed to the Board. New Directors are provided with relevant information on the Group's business activities, strategic directions, policies and procedures relating to corporate conduct and governance, including disclosure of interests in securities, restricted periods for dealings in the Company's securities and restrictions on disclosure of confidential or price sensitive information. If the new Director is also appointed to a Board Committee, relevant information on the duties of such Board Committee is also provided. If there are first-time Directors appointed, the Group will provide in-house training for them in areas such as accounting, legal and industry-specific knowledge as appropriate, and direct them to attend external training courses including those conducted by SID, at the Company's cost. Each newly appointed Director is also provided with a formal letter setting out the Director's duties and obligations, including pertinent obligations under the Companies Act, the Securities and Futures Act, the Listing Rules and the Code, and a director tool-kit containing among others, the Company's Annual Report and the detailed Group organisation structure.

## CORPORATE GOVERNANCE

The Company is responsible for funding and arranging regular training for the Directors from time to time particularly on changes in the relevant laws, regulations and changing commercial risks to enable them to make well-informed decisions in carrying out their expected roles and responsibilities. Changes to regulations and accounting standards are monitored closely by Management, and Directors are briefed during Board meetings or at specially convened sessions conducted by professionals, on regulatory changes that have any significant bearing on the Group's or Directors' obligations. Directors are provided with opportunities to attend appropriate courses, conferences and seminars.

In FY2020, the Company arranged a briefing by its external corporate governance advisors on the revised Listing Rules, which all Directors attended. In addition, various Directors attended SID programmes, covering a wide range of topics including the audit committee seminar 2020, SGTI forum, board leadership, board and management dynamics, review of financial statements and selection of auditors, data breach, and the SID Directors Virtual Conference 2020 among others. Mr Alan Tang Yew Kuen attended all the required training on the roles and responsibilities of a first-time director of a listed issuer as prescribed by the Singapore Exchange.

### **Complete, Adequate and Timely Information**

The Board has separate and independent access to Management. Management also keeps the Board apprised of the Group's operations and performance by providing regular management reports. To ensure that the Board is able to fulfil its responsibilities, Management is required to provide complete, adequate and timely information to the Board on issues that require their decision. Whenever appropriate, employees who can provide additional insight into the matters to be discussed are invited to attend the Board meetings.

Board papers and related materials are disseminated at least one week in advance to the Board and the Board Committees, giving the Directors sufficient time to review the relevant information. In line with the Company's sustainability efforts and for efficiency, the Company subscribed to a secure electronic board portal to electronically disseminate board papers and materials. Directors can access the board portal through a secure log-in process from any device, which eliminates the need to circulate hard copies.

### **Provision of Information to the Board**

Information provided include board papers and related materials, background or explanatory information relating to matters to be brought before the Board, and copies of disclosure documents, budgets, forecasts and quarterly internal financial statements. Material variances between the actual results and forecast and budgets are also discussed and explained by Management to the Board.

### **Company Secretary**

The Directors have separate and independent access to the Company Secretary through electronic mails, telephone and face-to-face meetings. The role of the Company Secretary includes attendance at all Board meetings, preparation of the agenda and papers for meetings of the Board and Board Committees, taking and circulating minutes of meetings, sending the Board information relating to the Group as needed, advising the Board on corporate and administrative matters, ensuring that Board procedures are followed and that applicable rules and regulations including requirements of the Code, Companies Act, Securities and Futures Act and Listing Rules are complied with, facilitating orientation and assisting with professional development for the Board. The Company Secretary also ensures good information flow within the Board and Board Committees and between Management and Non-Executive Directors, advising the Board on all governance matters. In FY2020, the Company Secretary attended the AGM and all meetings of the Board and Board Committees save for two Remuneration Committee meetings where the Company Secretary was excused due to the sensitivity of information discussed.

The appointment and removal of the Company Secretary is subject to the approval of the Board as a whole.



## CORPORATE GOVERNANCE

### **Independent Professional Advice**

The Board has a procedure for Directors (individually or as a group), if necessary, to seek independent professional advice in the furtherance of their duties, at the Company's expense. This includes access to a reputable law firm which has been appointed by the Company as corporate governance advisor.

### **Board Composition and Guidance**

**Principle 2: 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.**

### **Board Size and Composition**

The Board currently comprises seven Directors, the majority of whom are non-executive. The only Executive Director is the Group CEO.

There is a strong element of independence on the Board, as the IDs constitute a majority of the Board. The Board's decision-making process is not dominated by any individual or small group of individuals. While the Board Chair (Mr Koh Boon Hwee) is a non-executive and non-independent Director, the Company has complied with the Code's requirement for IDs to make up a majority of the Board when the Chair is not an ID.

Each Director is required to complete annually a detailed self-assessment questionnaire on his/her independence. For FY2020, the questionnaires were premised on Rule 210(5)(d) of the Listing Rules, Provision 2.1 of the Code, Guideline 2.4 of the 2012 Code (which continues to apply before 1 January 2022) and the circumstances set out in Practice Guidance 2. The completed questionnaires were collated and reported to the Board.

In FY2020, four Directors provided declarations to confirm that they do not have any relationship with the Company or its related companies and its officers that could impair, interfere, or be reasonably perceived to interfere, with their judgement in the best interests of the Company, and are to be considered Independent Directors ("IDs"). They are Ms Chua Kheng Yeng, Jennie, Mdm Ee Choo Lin Diana, Mr Ramlee Bin Buang, and Mr Shailesh Anand Ganu. The NC and the Board deliberated and concurred that these four Directors demonstrated strong independence in character and in judgement of Management's decisions and are satisfied that they are independent. Each of them abstained from deliberations of his/her independence.

As at the end of FY2020, one Director, Mdm Ee Choo Lin Diana, has served the Board for nine years and eight months. The NC and the Board have rigorously reviewed the independence of Mdm Ee. Having observed many occasions where Mdm Ee debated issues and objectively scrutinised and challenged Management, the NC and the Board concurred that Mdm Ee has maintained and continues to maintain her independence throughout her service on the Board.

Conscious of the 9-year rule for independence which will be hard-coded in the Listing Rules with effect from 1 January 2022, the NC and the Board will take appropriate steps for Board renewal to ensure that IDs continue to make up a majority of the Board.

The Board is of the view that its current size and the size of each Board Committee is appropriate and facilitates effective decision-making, taking into account the scope and nature of the Group's operations.

### **Board Competency and Diversity Policy**

The Board comprises respected members of the business community, with long and extensive experience in various fields, including real estate, engineering, hospitality, corporate management, accounting, human resource, banking and finance. The Board finds the core competencies of the Directors, which include industry knowledge, strategic planning and customer-based experience, to be relevant and beneficial to the Group.

## CORPORATE GOVERNANCE

When deciding on the appointment of new directors to the Board, the NC and the Board will consider various factors such as scope and nature of the operations of the Group, skills, knowledge, experience, gender, age and competencies of the candidates that are required on the Board and Board Committees, conflicts of interest, time commitments and the Board Diversity Policy.

The Board Diversity Policy was established since 2018 as the NC and Board firmly believes that board diversity enhances decision-making capability and fosters constructive debate. The Board agreed that diversity is a wide-ranging concept and covers aspects ranging from industry knowledge, professional experience, educational qualifications, gender, age, ethnicity and nationality, among others. While all appointments to the Board will continue to be made based on merit, in making recommendations on Board appointments, the NC will consider all aspects of diversity to achieve an optimal composition for the Board.

The Board Diversity Policy sets out two specific targets addressing age and gender, and the practical measures which may be implemented to meet such targets. Both targets were met and maintained throughout FY2020. The present Board comprises Directors of various ages and in terms of gender diversity, 3 out of the 7 Directors or 42.8% of the Board are female. A profile of each Director is found in the "Board of Directors and Management" section of this Annual Report.

### **Role of Non-Executive Directors**

The Non-Executive Directors are well-supported by accurate, complete and timely information from Management. They engage in open and constructive debate and challenge Management on its assumptions and proposals, which are fundamental to good corporate governance. They aid in the development of growth strategies and oversee effective implementation by Management to achieve set objectives. They also monitor the performance of the Group.

Non-Executive Directors have unrestricted access to Management. When Non-Executive Directors are unable to attend any Board or Board Committee meetings, they may provide their comments to the Chair of the Board or the relevant Board Committees separately. The Non-Executive Directors constructively challenge and help develop proposals on strategy formulated by Management. They also review the performance of Management in meeting agreed goals and objectives and monitor the reporting of financial and operational performances.

### **Meetings of Non-Executive Directors, and of IDs, without the presence of Management**

In FY2020, the Non-Executive Directors met regularly without the presence of Management, and discussed matters ranging from internal audit and external audit matters to the performance of Management.

In FY2020, the IDs, led by the lead independent director ("**Lead ID**"), met periodically without the presence of other Directors and Management and discussed matters including succession planning, and where appropriate they provided feedback to the Board Chair after such meetings.

## CORPORATE GOVERNANCE

### Chair and Chief Executive Officer

**Principle 3: 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.**

#### **Separate Persons Acting as Chair and Group CEO**

The roles and responsibilities of the Chair and the Group CEO are distinct and separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making. The division of responsibilities between the Chair and the Group CEO are clearly established in the Group's CG Policy Manual. The Chair and the Group CEO are not related family members. The Chair and the Group CEO are also not related to any substantial shareholder of the Company.

#### **Roles of Chair**

Mr Koh Boon Hwee assumed the role of Chair on 1 January 2013. The Chair is responsible for leading the Board and ensuring the effectiveness of the Board and Board Committees as well as the governance process.

The other roles of the Chair include the following:

- a) schedule meetings that enable the Board to perform its duties responsibly while minimising disruptions to the Company's operations.
- b) ensure sufficient allocation of time for thorough discussion of Board meeting agenda items.
- c) promote an open environment for debate at the Board.
- d) foster constructive dialogue between shareholders, the Board and Management at AGMs and other shareholders' meetings.
- e) encourage constructive relations within the Board and between the Board and Management.
- f) ensure that Non-Executive Directors are able to speak freely and contribute effectively.
- g) promote high standards of corporate governance.

#### **Roles of Group CEO**

Mr Alan Tang Yew Kuen was appointed as the Group CEO on 1 January 2020. The roles and responsibilities of the Group CEO are clearly defined in his service contract with the Company and includes managing and supervising the day-to-day business operations in accordance with the strategies, policies and business plans approved by the Board.

#### **Lead Independent Director**

The Company has a Lead ID as the Chair is not an ID. Ms Chua Kheng Yeng, Jennie has assumed the role of Lead ID since 25 April 2017. The Lead ID is a key member of the Board, representing the views of the IDs and providing a channel to the Non-Executive Directors for confidential discussions on any concerns, and facilitating a two-way flow of information between shareholders, the Chair and the Board.

Shareholders with concerns may contact the Lead ID directly if contact through the normal channels via the Chair or Management is inappropriate or has failed to provide satisfactory resolution. The Lead ID's email address is [lead\\_independent\\_director@fareastorchard.com.sg](mailto:lead_independent_director@fareastorchard.com.sg), which is also listed on the Company's website.

## CORPORATE GOVERNANCE

### Board Membership

**Principle 4: 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.**

#### **NC Composition and Key Terms of Reference**

The NC comprises three Non-Executive Directors, the majority of whom, including the NC Chair, are independent. The Lead ID is the NC Chair.

The NC comprises:

- Ms Chua Kheng Yeng, Jennie as NC Chair (Lead ID)
- Mr Koh Boon Hwee (Non-Executive Director)
- Mr Ramlee Bin Buang (ID)

The principal functions of the NC under its terms of reference are to:

- a. identify and nominate new Directors for appointment to the Board and Board Committees, after evaluating factors such as the candidate's experience, knowledge, skills, age and gender in relation to the needs of the Board, whether the candidate will add diversity to the Board having regard to the Company's Diversity Policy, the composition and progressive renewal of the Board and Board Committees, and whether it is ideal to appoint an independent third party search firm to source and screen candidates.
- b. develop and maintain a formal and transparent process for the appointment of new Directors to the Board, which includes disclosing to the Board the channels used in searching for candidates, and the criteria used to identify and evaluate the candidates.
- c. provide nominations for the re-appointment of a Director having regard to the Director's performance, commitment and ability to continue contributing to the Board, and how the Director will fit in the overall competency and performance of the Board.
- d. recommend retirement of Directors at regular intervals and arrange all Directors to submit themselves for re-nomination and re-appointment at least once every three years in accordance with the Listing Rules.
- e. identify and develop training and professional development programmes for the Board and Board Committees, and review these annually.
- f. provide the Board with succession plans for the Chair and Directors, and collaborate with the RC and Executive Director(s) on the talent management and succession planning for key management personnel.
- g. review the independent status of Non-Executive Directors and assess the independence of the Directors annually having regard to the Listing Rules, the Code and the Practice Guidance among others.
- h. review the appropriate structure, composition and size of the Board and Board Committees for effective decision-making.
- i. develop and maintain a formal annual assessment process and objective performance criteria to evaluate the effectiveness of the Board, its Board Committees and the contribution by each Director (including the Chair) to the effectiveness of the Board, and to analyse the findings of the performance evaluation sheets submitted.
- j. to provide a reasoned assessment of a Director's ability to diligently discharge his/ her duties where such Director holds a significant number of listed company directorships and principal commitments.

In FY2020, the NC held two meetings. In those meetings, the NC carried out all its principal functions as listed above, and further reviewed, *inter alia*, whether a cap on the number of listed directorships and principal commitments was appropriate. After each NC Meeting, the NC Chair provided updates and relevant recommendations to the Board.



## CORPORATE GOVERNANCE

### **Board Renewal, Roles and Responsibilities**

The Board's renewal is an on-going process, to ensure good governance and to maintain relevance to the business as well as the changing needs of the Group. New Directors are appointed by way of a Board Resolution, after the NC recommends their nominations.

In FY2020, in its review of the Board composition, the NC and the Board considered the years of service of each Director and the need for progressive renewal of the Board. As earlier stated, conscious of the 9-year rule for independence which will be hard-coded in the Listing Rules with effect from 1 January 2022, the NC and the Board will take appropriate steps for Board renewal so that IDs continue to make up a majority of the Board.

The NC is charged with the responsibility of re-nominating the Directors. The Company's Constitution requires one-third, or the number nearest to one-third of the Directors, to retire from office. The Directors to retire every year are those who have been longest in office since their last election. No Director stays in office for more than three years without being re-elected by shareholders. In addition, a newly appointed Director will hold office only until the next AGM at which he/she will be eligible for re-election.

Each NC member abstains from voting on any resolution, making any recommendation and/or participating in respect of matters in which he/she is the subject or interested in.

Directors who are subject to retirement by rotation in accordance with the Company's Constitution and who are seeking re-election at the forthcoming AGM scheduled on 26 April 2021, are named in the Notice of AGM on page 160 of this Annual Report.

### **Review of Directors' Independence**

The NC conducts an annual review of the independence of each Director, with full regard to the Listing Rules, the Code, the Practice Guidance and having considered the self-assessment of independence submitted by each Director to the NC, details of which were explained above. The NC provides its views on the independence of the Directors to the Board for consideration. The NC is also committed to reassessing the independence of each individual Director as and when warranted. Directors are required to notify the Board of any changes to their external appointments, interests in shares, and other relevant information which may affect their independence.

Based on the review for FY2020, the NC is satisfied that Ms Chua Kheng Yeng, Jennie, Mdm Ee Choo Lin Diana, Mr Ramlee Bin Buang and Mr Shailesh Anand Ganu are independent.

## CORPORATE GOVERNANCE

### **Multiple Board Representations**

When a Director has multiple board representations or principal commitments, the NC also considers whether or not the Director is able to and has adequately carried out his/her duties as a Director of the Company. The NC noted that Board and Board Committee meetings are scheduled in advance to facilitate the Directors' scheduling of their commitments.

The NC's view is that there is no current need to determine the maximum number of board representations nor principal commitments for each Director, as a number is not necessarily representative of a Director's commitment to perform his/ her duties to the Company. Instead of a hard number, the NC will consider factors such as attendance, degree of participation by a Director at meetings and in considering issues, and the quality of contributions made by a Director.

Throughout FY2020, three Directors held other directorships in unrelated listed companies. The NC reviewed each Director's other directorships, principal commitments, attendance, performance and contributions to the Board, and noted the full attendance of all Directors at the AGM and all scheduled Board and Board Committee Meetings. The NC is satisfied that all Directors have given sufficient time and attention to the Company's matters and have diligently discharged their duties for FY2020.

### **Appointment of Alternate Director**

The Company did not have any alternate director on its Board during FY2020. The Company discourages the appointment of alternate directors as it is an indication that the principal director is not able or prepared to commit the time required for the Company's affairs.

### **Nomination and Selection of Directors**

The NC will consider the Company's current Board in terms of its size, composition, collective skills and experience and diversity. Potential new directors are shortlisted after conducting external searches and/or tapping on internal resources and referrals from existing Directors. The potential candidates are required to provide their curriculum vitae and the following key information to the NC: (a) any relationships including immediate family relationships between the candidate and the Directors, the Company or its 5% shareholders; (b) a list of all current directorships in other listed companies; (c) details of other principal commitments; and (d) any shareholding (including immediate family's shareholding) in the Company and its related corporations.

In its search and selection process, the NC evaluates whether the potential candidates possess relevant experience and qualifications, whether they have the calibre to contribute to the Group and its businesses, whether they complement the skills, competencies and attributes of the existing Board, the requirements of the Group, and their independence status. The NC also meets with each shortlisted candidate personally to assess suitability and to ensure that the candidate is aware of the expectations and the level of commitment required. Thereafter, the NC makes a recommendation to the Board for approval.

### **Key Information of Directors**

Key information regarding the Directors including academic and professional qualifications, membership or chairmanship in the Group's Board Committees, date of first appointment and last re-appointment, directorships or chairmanships both present and those held over the preceding three years in other listed companies and other principal commitments is listed in the "Board of Directors and Management" section and "Notice of Annual General Meeting" section of this Annual Report. Information on the Directors is also available on [www.fareastorchard.com.sg](http://www.fareastorchard.com.sg).

## CORPORATE GOVERNANCE

### Board Performance

**Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.**

#### **Board Evaluation Process**

The responsibilities of the NC include evaluating the performance and effectiveness of the Board, the Board Committees and the contribution by the Chair and each Director, based on a set of criteria. The Board and each Board Committee carefully considered the sample evaluation forms in SID's NC Guidebook before preparing separate forms for evaluation of the Board, the ARC, the RC and the NC. These forms were specifically designed for each Director to focus on the specific roles and performance of the Board and each Board Committee.

The annual evaluation process involves each Director completing performance evaluation forms on the Board and each relevant Board Committee on which he/she is a member of, including the chair of such Board Committee. Each Director is also to complete a self-assessment performance evaluation form. Directors are encouraged to provide comments or suggestions for improvement in these forms.

The Company subscribes to a secure electronic board portal and utilises its survey tools to conduct the annual evaluation process. To ensure confidentiality, the completed performance evaluation forms are provided to the Company Secretary, who collates the results before presenting them on an anonymised basis to the NC for review. The NC considers the actions appropriate or beneficial to improve the corporate governance and effectiveness of the Board and Board Committees, before it presents the results of the evaluation exercise and its recommendations to the Board. The NC and the Board were satisfied with the overall results of the assessment for FY2020.

The NC agreed that there was no need to appoint any external facilitator to assist in the assessment for FY2020.

#### **Board and Board Committee Performance Criteria**

The Board and each Board Committee are evaluated on a range of criteria including competencies, attendance, guidance provided in relation to the Company's performance, degree of preparedness, participation and candour of Directors, contribution to effective risk management, timeliness in response to resolution of issues, adequacy and conduct of Board and Board Committee meetings, succession planning, and communication lines with Management and shareholders.

The Board is committed to guide the Company towards achieving its growth targets identified in the Company's 5-year business plan.

#### **Individual Director Evaluation**

Annually, each Director completes a self-assessment performance evaluation form of their prior year's performance, designed to remind each Director of his/her continued role and commitment to the Board. For FY2020, the NC took note of each Director's attendance at and preparation for Board Meetings and relevant Board Committee meetings, constructive participation in discussions, and application of skill-sets to the decision-making process.

The results of the performance evaluations are taken into consideration when the NC conducts its regular review in consultation with the Chair, on the appropriate composition for the Board and Board Committees and whether it would be appropriate or beneficial to propose changes to such composition.

## CORPORATE GOVERNANCE

### REMUNERATION MATTERS

#### **Procedures for Developing Remuneration Policies**

**Principle 6: 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.**

#### **RC Composition and Key Terms of Reference**

The RC comprises four Non-Executive Directors, the majority of whom, including the RC Chair, are independent.

The RC comprises:

Mdm Ee Choo Lin Diana as RC Chair (ID)

Ms Chua Kheng Yeng, Jennie (Lead ID)

Ms Koh Kah Sek (Non-Executive Director)

Mr Shailesh Anand Ganu (ID)

The principal functions of the RC under its terms of reference are to:

- a. review and recommend to the Board, a formal and transparent procedure for determining the remuneration of the Company's Directors, including Non-Executive Directors and the Executive Director(s).
- b. review and recommend to the Board, a remuneration framework for Directors' fees (covering all aspects of remuneration) and the appropriateness of remuneration awarded to attract, retain and motivate Directors, having regard to factors including but not limited to the effort, time spent and responsibilities of the Director.
- c. review and recommend to the Board, a remuneration framework for key management personnel (including the Group CEO), with remuneration packages designed to align interest with shareholders and the Company's long-term goals, promoting long-term corporate value creation.
- d. review and recommend to the Board, proposed performance measures and targets for any performance-related pay schemes operated by the Company, and specific remuneration packages for each key management personnel covering all aspects of remuneration, including but not limited to salaries, allowances, bonuses, options and benefits-in-kind.
- e. review the design of all short-term and long-term incentive plans for approval by the Board and shareholders, with consideration of the use of long-term incentives such as share schemes (if appropriate) for key management personnel.
- f. review the level and structure of pay and employment conditions for key management personnel relative to internal and external peers from companies in the same industry to ensure that key management personnel are appropriately remunerated.
- g. oversee any major changes in employee benefits or remuneration structures and review the ongoing appropriateness and relevance of the Company's remuneration policy.
- h. oversee the talent management and succession planning matters for key management personnel, with collaboration of the NC and the Executive Director(s).
- i. ensure that contractual terms and any termination payments for key management personnel are fair to the individuals and to the Company, and that poor performance will not be rewarded.

In FY2020, the RC held three meetings, during which, the RC carried out all its principal functions as listed above.



## CORPORATE GOVERNANCE

### **RC's Access to Advice on Remuneration Matters**

The RC has access to appropriate advice from the Head of Human Resources, who is invited to all RC meetings. The RC may also seek external expert advice on remuneration of Directors and employees as and when the need arises. In its deliberations, the RC takes into consideration industry practices and norms in compensation, the Group's relative performance to the industry and the performance of individual Directors.

### **Remuneration Framework**

The RC reviews and recommends to the Board a general framework of remuneration for the Board as well as the entire Group, with a goal to recruit, motivate and retain employees through competitive compensation. The RC annually reviews the overall annual increment and bonus framework for Group employees, before putting forth its recommendations to the Board for approval.

The RC reviews and recommends to the Board the specific remuneration packages for the Executive Director/ Group CEO and the other key management personnel upon recruitment. Subsequently, various aspects of their remuneration will be reviewed by the RC for recommendation to the Board from time to time.

The members of the RC do not participate in any decisions concerning their own remuneration.

The RC and the Board are satisfied that the remuneration framework for the Board (which was last updated in FY2019) is appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company.

In FY2020, the RC deliberated and recommended the Board to adopt, and the Board approved the adoption of, a 15% voluntary cut in Non-Executive Directors' fees for FY2020. Noting the escalating COVID-19 pandemic and the tough market conditions for the Company's businesses, the Board took the lead to adopt this voluntary cut in fees to stand in solidarity with the Company's broader stakeholders.

### **Service Contracts**

The RC has reviewed the Company's obligations arising in the event of termination of the Executive Director/ Group CEO and other key management personnel's service contracts and is of the view that such service contracts contain fair and reasonable termination clauses which are not overly generous nor reward poor performance.

### **Level and Mix of Remuneration**

**Principle 7: 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.**

### **Remuneration of Executive Director and Key Management Personnel**

The Company has one Executive Director who is the Group CEO. The RC and Board agreed that Executive Director Mr Alan Tang Yew Kuen (who joined the Group in January 2020) will not receive any additional Directors' fees, as his Executive Director role has been factored into his Group CEO remuneration package.

The identities of the top five key management personnel (who are not Directors or the Group CEO) are set out in Principle 8. Their service contracts with the Company comprise both fixed and variable components. The variable components are performance related and are linked to their individual performance as well as that of the Group. This is designed to align remuneration with the interest of shareholders and to promote the long-term success of the Group.

In structuring the remuneration packages of the Executive Director/ Group CEO and other key management personnel, the RC and Board take into account the performance of the Group and the individual, and risk policies of the Group so as to be symmetric with risk outcomes and sensitive to the time horizon of risks.

## CORPORATE GOVERNANCE

The RC and the Board have deliberated and are assured that the current level and structure of remuneration of the Executive Director/ Group CEO and other key management personnel are aligned with the long-term interests and risk management policies of the Company, and are appropriate to retain and motivate them to successfully manage the Group for the long term.

### **Variable Incentives**

In view of the impact of the COVID-19 pandemic on the Company's performance, the RC and the Board agreed there would be no variable bonus payout for FY2020 for the Group CEO and key management personnel. FY2020 was unprecedented, and the RC deliberated and recommended to the Board for a token payment of appreciation incentive to the key management personnel (please refer to Principle 8 on Disclosure of Remuneration) who had contributed in supporting the business and operations amid the pandemic.

### **Long-term Incentive Schemes ("LTI")**

The Group does not have any employee share option scheme or other LTI for Directors or employees. However, the Group rewards the employees with other benefits in cash and in kind. In FY2019, the Company engaged consultants from Aon Hewitt Singapore Pte Ltd to evaluate the impact of LTI on performance and deliberated over the consultants' recommendations. In view of the implications of the COVID-19 pandemic on the Company's businesses, the discussions to implement any LTI in FY2020 were deferred. The evaluation of the costs and benefits of implementation of a LTI by the RC and Board is on-going.

### **Remuneration of Non-Executive Directors**

The Non-Executive Directors are paid a base retainer fee that varies depending on whether he/ she serves as Chair, or as an independent Director or a non-independent Director. The Non-Executive Directors receive additional fees if they serve as the Lead ID or as a chair or member of the various Board Committees. The fee structure (before and after the voluntary 15% fee cut in Non-Executive Directors' fees in FY2020) is presented under Principle 8 of this Report.

At the AGM of each financial year, the Company will seek shareholders' approval for the aggregate of the fees that may be paid to the Board in such financial year ("**Directors' Fees**"). The Board will recommend the Directors' Fees payable for FY2021 for shareholders' approval at the forthcoming AGM. While the actual fees payable for FY2020 were much lower than this amount, consistent with prior years, a sum of up to S\$520,000 as total pool for Non-Executive Director fees for FY2021 will be recommended for shareholders' approval.

The Directors' fee framework is evaluated at least annually for appropriateness, taking into account the level of contribution, the responsibilities and obligations of the Directors, the prevailing market conditions, the most recent benchmarking report (if any) and referencing the Directors' fees against comparable and independent benchmarks.

The RC is of the view that the remuneration is appropriate to attract, retain and motivate the Non-Executive Directors and they are not over-compensated to the extent that their independence may be compromised.

### **Contractual Provisions for Executive Director and Key Management Personnel**

The Company currently does not have contractual provisions to reclaim any incentive components of remuneration from the Executive Director/ Group CEO and other key management personnel, and there are no excessively lengthy or onerous removal clauses in their service contracts.

## CORPORATE GOVERNANCE

### Disclosure on Remuneration

**Principle 8: 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.**

#### Annual Remuneration Report

For FY2020, there were no termination, retirement or post-employment benefits granted to any Director or key management personnel. The breakdown of the remuneration of Directors and key management personnel for FY2020 is reported below.

#### Disclosure of Directors and Group CEO's Remuneration

##### Breakdown of Level and Mix of Directors' Fees

Save for Directors' Fees, the Directors do not receive any other form of remuneration or payment from the Company. A breakdown showing the level and mix of the Directors' Fees for FY2020 is appended below:

	Fees Per Approved Framework (S\$)	Fees (S\$) (Post-15% Voluntary Cut)
<b>Base Retainer Fee:</b>		
Chair	70,000	59,500
Independent Non-Executive Board Member	40,000	34,000
Non-Independent Non-Executive Board Member	35,000	29,750
Non-Independent Executive Board Member	Nil	Nil
<b>Lead Independent Director</b>	17,000	14,450
<b>Board Committees:</b>		
<b>Audit &amp; Risk Committee</b>		
- Chair	38,500	32,725
- Member	19,000	16,150
<b>Remuneration Committee</b>		
- Chair	14,000	11,900
- Member	7,500	6,375
<b>Nominating Committee</b>		
- Chair	14,000	11,900
- Member	7,500	6,375

## CORPORATE GOVERNANCE

### Breakdown of Directors' Fees received by each Director

A further breakdown of the aggregate Directors' Fees received by each Director for FY2020 (after the 15% voluntary cut in Non-Executive Directors' Fees) is appended below:

Name of Director	Aggregate Director Fee (S\$)
Koh Boon Hwee	65,875
Chua Kheng Yeng, Jennie <sup>1</sup>	82,875
Alan Tang Yew Kuen	Nil
Ee Choo Lin Diana <sup>2</sup>	91,800
Koh Kah Sek	36,125
Ramlee Bin Buang	73,100
Shailesh Anand Ganu	40,375

#### Notes:

<sup>1</sup> The Directors' fees of Ms Chua Kheng Yeng, Jennie are paid to a consultancy company in which she is a member/director.

<sup>2</sup> The Directors' fees received by Mdm Ee Choo Lin Diana include fees for her directorships on the board of Far East Hospitality Holdings Pte. Ltd. (S\$8,500 post 15% voluntary cut) and Toga Hotel Holdings Pty Limited (director and member of the audit and risk committee of the trustee board) (S\$21,250 post 15% voluntary cut).

### Disclosure of Remuneration of the Group CEO

The remuneration of the Group CEO for FY2020 is disclosed below. The Board has assessed and decided that this is a key position, and the remuneration is disclosed in percentage terms for confidentiality. Disclosure of the exact details of the remuneration may invite comparison that subjects the Company to the risk of attrition of this position, which is not in the best interests of the Company or its shareholders. In addition, the remuneration of the Group CEO has been disclosed in bands such that the minimum and maximum range is apparent.

Group CEO	Base salary <sup>1</sup> (%)	Variable incentives or bonuses (%)	Benefits- in-kind (%)
<b>S\$750,000 to S\$999,999</b>			
Alan Tang Yew Kuen	77.3%	20.0%	2.7%

#### Notes:

<sup>1</sup> Inclusive of allowances and Central Provident Fund contributions.

## CORPORATE GOVERNANCE

### Disclosure of Key Management Personnel's Remuneration

Key management personnel's compensation consists of salary, allowances and bonuses. Bonuses are conditional upon the key management personnel and the Group meeting certain performance targets. A proportion of the key management personnel's remuneration is linked to the Group and individual performances.

The Group has determined that it has five key management personnel (who are not Directors or the Group CEO) in FY2020. The aggregate of the total remuneration paid to them is S\$1,978,385. Their remuneration is also disclosed in percentage terms and in bands of S\$250,000.

Key Management Personnel	Designation	Base salary <sup>1</sup> (%)	Variable incentives or bonuses (%)	Benefits- in-kind (%)			
<b>S\$500,000 to S\$749,999</b>							
Kiong Kim Hock Arthur	CEO, Far East Hospitality	94.7%	1.8%	3.5%			
<b>S\$250,000 to S\$499,999</b>							
Joanna Gok Yin Yin	Chief Financial Officer						
Audrey Chung Suet Cheng	Head of Global Sales & Marketing, Far East Hospitality						
Gill Ishwinder Singh <sup>2</sup>	Assistant Director of Operations, Far East Hospitality						
Brett Ronald Walker <sup>2</sup>	Assistant Director of Operations, Far East Hospitality						

#### Notes:

<sup>1</sup> Inclusive of allowances and Central Provident Fund contributions.

<sup>2</sup> Their remuneration is charged down by the Group to the hospitality properties they oversee, in accordance with contractual arrangements.

### No Employees with Relationships with a Director or the Group CEO or Substantial Shareholder of the Company

None of the Company's substantial shareholders are employees. There are no Company employees who are an immediate family member of a Director or the Group CEO or a substantial shareholder of the Company.

## CORPORATE GOVERNANCE

### Relationships between remuneration, performance and value creation

The Company considers the achievement of sustainable income and long-term capital growth, and the provision of consistent and sustainable ordinary dividend payments on an annual basis, to be value creation for its shareholders. The Group also views the continuous enhancement of its sustainability practice to be value creation for its stakeholders.

The variable component of the remuneration of the Executive Director/ Group CEO and other key management personnel is tied to certain performance conditions of the Group, including financial targets such as revenue and profit, and non-financial targets such as guest and customer satisfaction levels. These performance conditions align the Executive Director/ Group CEO and other key management personnel with the short-term and long-term interests of the Group. The variable component of their remuneration was paid in accordance with those performance conditions which were met.

## ACCOUNTABILITY AND AUDIT

### Risk Management and Internal Controls

**Principle 9: 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 interest of the company and its shareholders.**

#### Accountability of the Board and Management

The Board conducts itself in ways that deliver maximum sustainable value to the shareholders. The Board promotes best practices in providing timely and full disclosure of material information in compliance with the statutory reporting requirements. The Board is accountable to shareholders and is responsible for providing a balanced and understandable assessment of the Group's performance, position and prospects through SGXNet announcements on a half-year and full-year basis as well as timely announcements of other matters as prescribed by the relevant rules and regulations.

The half-year unaudited financial results and full-year results of the Group for FY2020 were announced within the deadlines prescribed by the Listing Rules.

#### Compliance with Legislative and Regulatory Requirements

In preparing the financial statements, the Board has selected suitable accounting policies and applied them consistently. The Board has made judgements and estimates that are reasonable and prudent and ensures that all applicable accounting standards have been followed. The financial statements were prepared on the basis that the Directors have reasonable expectations, having made enquiries, that the Group has adequate resources to continue operations for the foreseeable future.

The Board has taken adequate steps to ensure the Company's compliance with legislative and regulatory requirements, including requirements under the Companies Act and Listing Rules, for instance, by publishing its annual report, holding its AGM and making announcements of material corporate developments in a timely manner within required deadlines. Announcements are reviewed and approved by the Board before they are published. Relevant policies are also instituted, for example, the Company has a data protection policy and appointed data protection officers to oversee compliance with relevant data protection regulations in Singapore and overseas.

The Company confirms that undertakings under Rule 720(1) of the Listing Rules have been obtained from all its Directors and Executive Officers (as defined in the Listing Rules) in the format set out in Appendix 7.7 of the Listing Rules.

#### Management Accounts

Management provides the Board with management accounts on a quarterly basis and other information in connection with matters or transactions which require Board approval. In this way, the Board is kept abreast of the operations, financial performance, position and prospects of the Group.



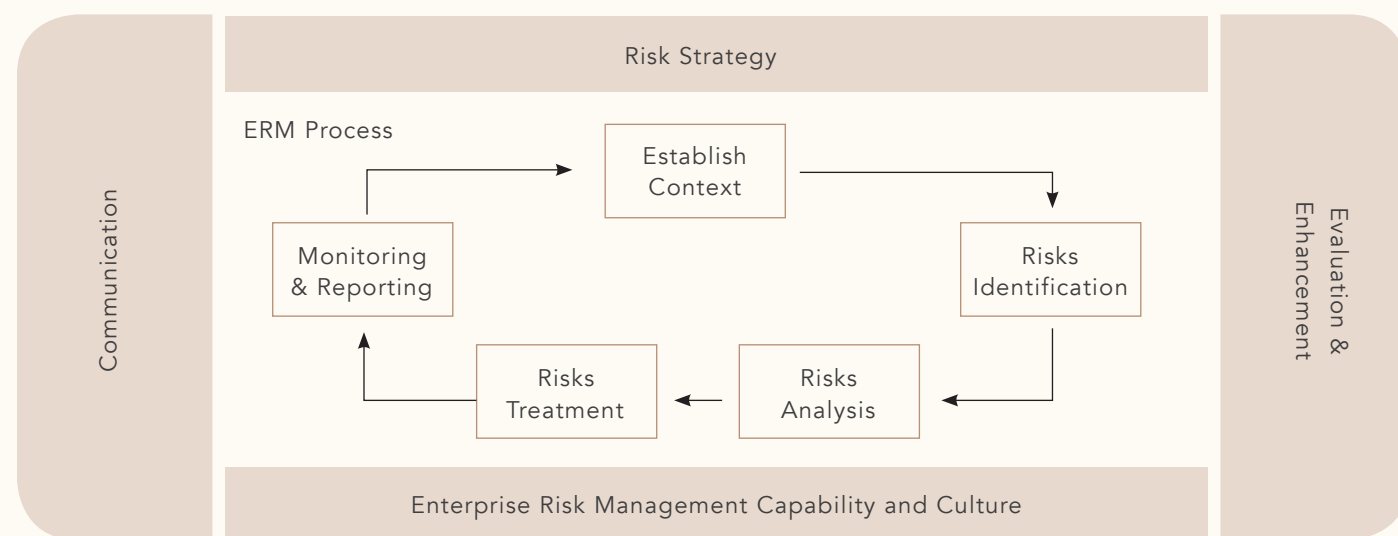
## CORPORATE GOVERNANCE

### Risk Management and Internal Control Systems

The Company has in place a sound system of risk management and internal controls, addressing material strategic, financial, operational, compliance and information technology (“IT”) risks, amongst other risks, to safeguard shareholders’ interests and the Group’s assets.

The Board determines the Company’s levels of risk tolerance and risk policies, and oversees the design, implementation and monitoring of the Company’s risk management and internal control systems. The Group refers all significant matters to the ARC and the Board.

The Group has in place an Enterprise Risk Management (“ERM”) framework that assures consistent and robust risk management practices across the Group. The ERM framework sets out the appropriate risk mitigation strategy for all aspects of business risk and prescribes a zero tolerance towards non-compliance with laws and regulations, disregard for health and safety requirements, corruption, bribery, graft and fraudulent activities. It provides Management with a formal framework and structure to identify risks and optimise available resources to mitigate the risks. The ERM framework encompasses an evaluation process to determine its adequacy and effectiveness; and accords appropriate improvements to the ERM framework and process. The framework is reviewed annually taking into considerations the changing business landscape and expansion of our operations. References were drawn from the Corporate Governance Council Risk Governance Guidance for Listed Boards and SS ISO 31000:2011 when conceptualising this framework.



The Group has established a risk matrix system where the various classes of risk is measured and ranked, having regard to the likelihood of occurrence and the impact to the Group. The ARC reviews the key risks of the Group quarterly. The key risks identified by the Group may be broadly categorised into the following:

#### Strategic Risks

The Group evaluate risks associated to business strategies and strategic positioning; for instance sustainability, reputation and crisis risks. The Group’s approach to sustainability risk and the material Economic, Environmental, Social and Governance factors are covered in the Sustainability Report.

#### Financial Risks

The Group’s activities are affected by various financial risks, including interest rate risk, exchange rate risk and liquidity risk. The details of each risk are set out in Note 34 to the financial statements of this Annual Report.

#### Operational Risks

The operational risks facing the Group include changes in external market conditions such as oversupply of properties, competitive pricing in the market and drop in visitor arrivals due to political instability, terrorism and health warnings. Other risks include increase in operating costs and the necessity for capital expenditure from time to time.

## CORPORATE GOVERNANCE

### Compliance Risks

The Group faces compliance risks such as changes to government policies, rules and regulations relating to the property and hospitality industries within the jurisdictions where the Group operates.

### IT Risks

Failure of critical IT systems can potentially disrupt the Group’s business. Confidential information, such as customers’ personal data, may be at risk of cyber-attacks. The Group continuously reviews its IT security and processes, and makes necessary enhancements to mitigate such risks.

Management undertakes periodic reviews of the Group’s past performances and conducts horizon scanning in order to identify and assess current and future risks related to the aforementioned risk categories – strategic, financial, operational, compliance and IT. Based on these reviews, Management employs reasonable endeavours in ensuring that these risks are within limits and strategies approved by the Board.

Although the Board acknowledges that it is responsible for the overall internal control framework, it also recognises that no cost-effective internal control system will preclude all errors and irregularities. A system is designed to mitigate and reduce rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatements or losses. The Board is satisfied that the system of risk management and internal controls that the Group has in place provides reasonable assurance against material financial misstatements or losses, safeguarding of assets, the maintenance of proper accounting records, reliability of financial information, compliance with legislation, regulations and best practices and the identification and management of business risks.

### Adequacy and Effectiveness of Risk Management and Internal Control Systems

The Board reviews quarterly the adequacy and effectiveness of the Group’s risk management and internal control systems.

The ARC assists the Board in determining the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives. The ARC considers the nature of the risks facing the Group and the extent to which these risks are acceptable, the likelihood of risks materialising and the Group’s ability to reduce their occurrence and impact on the business, and the cost versus the benefit of managing the risks. The ARC ensures that the internal auditors conduct reviews of the Group’s internal controls, addressing material strategic, financial, operational, compliance and IT controls. Risk management and financial management are also assessed.

The Group has established the Management Risk & Sustainability Committee (“MRSC”) that is headed by the Group CEO and comprises relevant key management personnel as committee members. The MRSC supports the Board and ARC in driving the risk management and sustainability efforts. The Group CEO and CFO will also assess the reports from the internal auditors and the MRSC before providing relevant assurance to the Board. In FY2020 amidst the COVID-19 pandemic, the Company updated its business continuity plans (“BCP”) across business units. The BCP involves systems of response and recovery to ensure business operations can continue to operate normally and disruptions are minimised when certain events occur. The Group also reviewed and continues to update its existing crisis management (“CM”) framework together with its response plans to address possible scenarios. Both the BCP and CM framework are part of the Group’s ERM, supported by the MRSC and overseen by the ARC and Board. In FY2020, the Company also actively engaged its internal auditors in its strategy review for holistic overview of the risks involved and mitigation measures. In FY2020, the Company also engaged an external vendor to conduct a cybersecurity maturity assessment with benchmarking, to identify any action steps that the Company can take to enhance its overall cybersecurity maturity.

In response to the changes in the Group’s business operations due to the COVID-19 pandemic, the Group has implemented further guidelines regarding workplace and customer health and safety, and prioritised compliance with nation-wide requirements on social distancing and adjusted operations accordingly with effective BCPs in place.

## CORPORATE GOVERNANCE

The following are some of policies instituted and activities conducted to ensure that the Company's risk management and internal control systems are adequate and effective. They include policies to ensure the health, safety and welfare of the Group's employees. The Group also arranged training in various areas for employees, including compliance training courses for personal data protection, competition law and operational risk management.

Strategic Risks	a) CG Policy Manual b) ERM manual c) BCPs d) Whistle-blowing policy
Financial Risks	a) Foreign currencies & control procedures, including forex monitoring & hedging b) Interest rate
Operational Risks	a) Emergency response plan and drills b) Service quality audits c) Workplace safety & health risk assessment procedures manual d) Employee safety handbook
Compliance Risks	a) Annual declaration of potential conflicts of interest b) Company's code of conduct and Employee Handbook covering: - Anti-bribery and anti-corruption - Compliance with Competition Act - Problem gambling - Usage of social media c) External and Internal audits
IT Risks	a) Information security management policy b) Personal data protection policy

### Assurance from CEO and relevant Key Management Personnel

The Board, with the concurrence of the ARC, is therefore of the opinion that the Group's system of risk management and internal controls is adequate and effective to address material strategic, financial, operational, compliance and IT risks of the Group in its current business environment.

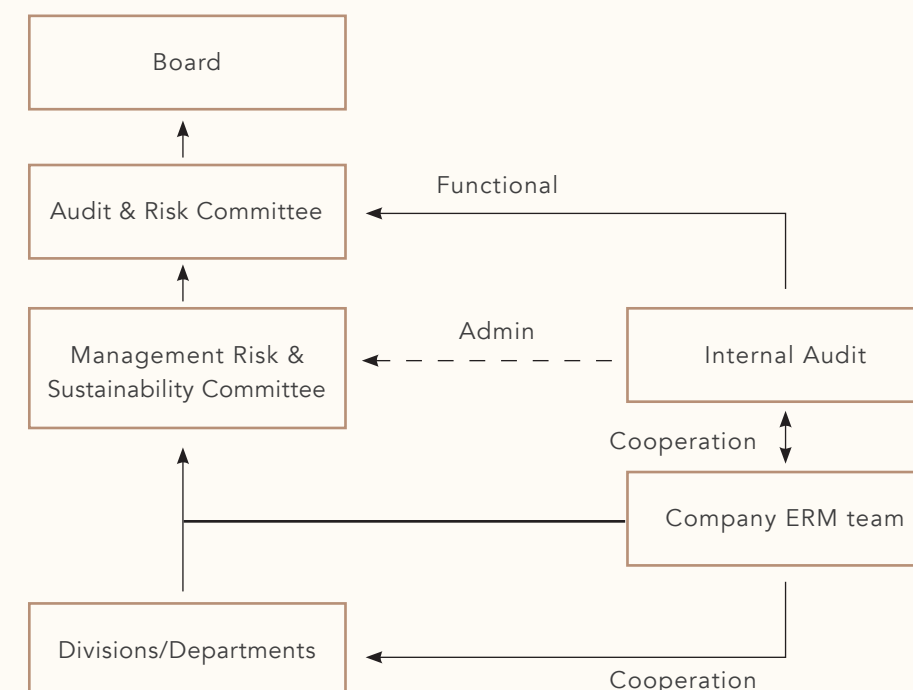
The Board has received assurance:

- from the Group CEO and the CFO that the financial records have been properly maintained and the audited financial statements give a true and fair view of the Group's operations and finances; and
- from the Group CEO and the MRSC (which comprises relevant key management personnel and other employees) who are responsible for the adequacy and effectiveness for the Group's risk management and internal control systems, that the Group's risk management and internal control systems are adequate and effective in addressing the material risks in the Group in its current business environment, including material strategic, financial, operational, compliance and IT risks.

## CORPORATE GOVERNANCE

### Risk Committee

The Company's structure to facilitate management of risks is set out below:



### AUDIT & RISK COMMITTEE

**Principle 10: The Board has an Audit Committee which discharges its duties objectively.**

#### ARC Composition and Key Terms of Reference

The ARC comprises three Non-Executive Directors, all of whom, including the ARC Chair, are independent.

The ARC comprises the following IDs:

Mr Ramlee Bin Buang as ARC Chair (ID)

Ms Chua Kheng Yeng, Jennie (Lead ID)

Mdm Ee Choo Lin Diana (ID)

The ARC assists the Board in discharging its responsibility to safeguard the Group's assets, maintain adequate accounting records, develop and maintain adequate and effective risk management and internal control systems.

#### Expertise of ARC Members

The Board is of the view that all members of the ARC have recent and relevant accounting and/or related financial management expertise and experience to discharge their responsibilities as members of the ARC.

#### Authority of ARC

The ARC has explicit authority to investigate any matter within its terms of reference. The ARC has full access to and the co-operation of the Management and in addition, has absolute discretion to invite any Director or Executive Officer (as defined in the Listing Rules) of the Group to attend its meetings, as it deems necessary. External expert advice is available to the ARC as and when the need arises, to enable it to discharge its functions properly.

## CORPORATE GOVERNANCE

### Role and Responsibilities of ARC

The principal roles and responsibilities of the ARC under its terms of reference are to:

- a. review the significant financial reporting issues and judgements to ensure the integrity of the financial statements of the Group and any announcements relating to the Company's financial performance.
- b. review annually the adequacy and effectiveness of the Group's risk management framework and material internal controls including strategic, financial, operational, compliance and IT controls.
- c. review the assurance from the Group CEO and the CFO on the financial records and financial statements.
- d. review the audit plans and reports by the internal auditors.
- e. review the external auditors' proposed audit scope and approach, and their final audit report.
- f. review all non-audit services provided by the external auditors to ensure that any provision of such services would not affect the independence and objectivity of the external auditors.
- g. review the performance and consider the independence of the external auditors.
- h. make recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and approve their remuneration and terms of engagement.
- i. review the adequacy, effectiveness, independence, scope and results of the external audit and the Group's internal audit function.
- j. identify, prevent and minimise business risks.
- k. review the financial statements of the Company and the Group before submitting them to the Board.
- l. review significant sustainability reporting issues and assess whether the annual sustainability information reflects the principles of the selected sustainability reporting framework.
- m. review interested person transactions, if any.
- n. review the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow-up actions (including disciplinary action) in respect of any fraudulent acts or non-compliance.
- o. review the whistle-blowing policy and ensure arrangements are in place to address any concerns.

The ARC has noted the amendments to voluntary Practice Guidance 10 (Audit Committees) effective from 7 February 2020, pertaining to:

- a. raising by external auditors of any significant issues which may have a material impact on the financial statements or financial updates previously announced, during the external auditors' review or audit of year-end financial statements; and
- b. assessment whether any changes are needed to improve the quality of future interim financial statements or financial updates.

In its review of the financial statements of the Group and the Company for FY2020, the ARC bore in mind the aforesaid amendments to voluntary Practice Guidance 10 as it discussed with Management regarding the identification of matters that could significantly affect the integrity of the financial statements ("**significant financial reporting matters**"). The discussion included an assessment of the accounting principles and critical judgements applied by Management and the clarity of the relevant disclosures in the financial statements. The significant financial reporting matters identified, which are consistent with the key audit matters identified by the external auditors, and the ARC's commentaries are set out as follows:

## CORPORATE GOVERNANCE

Key audit matters	How these issues were addressed by the ARC
Valuation of investment properties, and land and buildings classified under property, plant and equipment (" <b>PPE</b> ")	<p>The ARC reviewed the outcomes of the annual valuation process and discussed the details of the valuation with Management, focusing on investment properties and revalued land and buildings classified under PPE which registered higher fair value gains/losses during the period under review.</p> <p>The ARC considered the methodologies and key assumptions applied by the valuers in arriving at the valuation of the investment properties and PPE. The ARC also considered the findings of the external auditors, including their assessment of the appropriateness of valuation methodologies and the underlying key assumptions applied in the valuation.</p> <p>The ARC was satisfied with the valuation process, the methodologies used and the valuation outcomes adopted and disclosed in the financial statements.</p> <p>Refer to Notes to the Financial Statements ("<b>Note</b>") 20 and 21 for details of the relevant valuations.</p>
Impairment assessment of goodwill	<p>The ARC reviewed the outcomes of the annual goodwill impairment assessment process and discussed the details of the impairment assessment with Management, focusing on the key assumptions applied including the discount rates and cash flow projections.</p> <p>The ARC also considered the findings of the external auditors, including their assessment of the appropriateness of valuation methodologies and the underlying key assumptions applied.</p> <p>The ARC was satisfied with the valuation methodologies applied, the appropriateness of the key assumptions applied and the conclusion of the impairment assessment of goodwill.</p> <p>Refer to Note 23 for details of the goodwill impairment assessment.</p>
Valuation of investment in joint venture, Toga Hotel Holdings Unit Trust (" <b>Toga Trust</b> ")	<p>Through the Group's 50% representation on the board and audit and risk committee of Toga Trust, the ARC reviewed with Management the outcomes of the following processes performed by Toga Trust on a bi-annual basis:</p> <ul style="list-style-type: none"> <li>• Valuation of land and buildings classified under PPE held by Toga Trust; and</li> <li>• Impairment assessment of goodwill and brands with indefinite lives held by Toga Trust.</li> </ul> <p>The ARC discussed with Management in detail, focusing on:</p> <ul style="list-style-type: none"> <li>• Toga Trust's PPE assets which registered higher fair value gains/losses during the period under review; and</li> <li>• Key assumptions applied by Toga Trust in the impairment assessment, including the discount rate and cash flow projections.</li> </ul> <p>The ARC also considered the findings of the external auditors, including their assessment of the appropriateness of Toga Trust's valuation methodologies and the underlying key assumptions applied in the valuation of PPE and impairment assessment of goodwill and brands with indefinite lives.</p> <p>The ARC was satisfied with the valuation process, the methodologies used, the appropriateness of the key assumptions applied, the valuation of PPE and the conclusion of the impairment assessment of goodwill and brands with infinite useful lives.</p> <p>Refer to Note 18 for details relating to the Group's investment in Toga Trust.</p>



## CORPORATE GOVERNANCE

### **Meetings with External Auditors and Internal Auditors without Management**

In FY2020, the ARC met twice with the external auditors, PricewaterhouseCoopers LLP (“PwC”), and four times with the internal auditors, without the presence of the Management. These meetings enabled the external auditors and internal auditors to raise directly to the ARC issues, if any, encountered during their audits.

### **Independence of External Auditors**

The ARC conducted its annual review of non-audit services provided by PwC in FY2020, to satisfy itself that the nature and extent of such services will not prejudice PwC’s independence and objectivity, before nominating them for re-appointment. The aggregate amount of fees payable to PwC and its network of member firms for audit services provided to the Company and its subsidiaries for FY2020 amount to S\$742,000. The fees payable/paid to PwC and its network of member firms for non-audit services provided for FY2020 amount to S\$182,000 and were incurred for the provision of corporate tax compliance, tax advisory and certification services. The ARC also evaluated the quality of work carried out by PwC based on the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority (“ACRA”). The ARC was satisfied with the independence, objectivity and performance of PwC and nominated PwC for re-appointment as external auditor of the Company at the forthcoming AGM.

All local subsidiaries have appointed PwC as their external auditor. All except nine of the overseas subsidiaries have also appointed PwC and its network of member firms as their external auditor. The Board and the ARC had reviewed the appointment of a different auditor for its nine overseas subsidiaries and were satisfied that the appointment of one different auditor for the nine overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

The Company is in compliance with Rules 712, 715 and 716 of the Listing Rules in relation to its external auditors.

### **Whistle-blowing Policy**

The Company’s whistle-blowing policy provides employees and external parties (who have business relationships with the Group) with an avenue to raise concerns in good faith, on a confidential basis without fear of reprisals, about possible improprieties, whether collusion, conflict of interest, violation of business ethics, unsafe work practices or otherwise. The policy’s objective is to ensure that arrangements are in place for such concerns to be raised and independently investigated, and for appropriate follow-up action to be taken. The whistle-blowing policy is made available to all level of employees during orientation together with the employee handbook, and is also posted on the Group’s intranet system in three different languages, namely English, Mandarin and Malay.

The communication channels for whistle-blowing reports are published on the Company’s website and are managed by the Company’s internal auditors who will assist the ARC in the enforcement of the whistle-blowing policy.

No whistle-blowing incidents were reported during FY2020.

### **Disclosure on ARC’s activities**

In FY2020, the ARC held five meetings. In those meetings, the ARC reviewed, *inter alia*, the internal auditors’ report on processes relating to interested person transactions and various reports on other areas of the Group’s business, the internal auditors’ audit plan and fee for the current financial year, the external auditors’ final audit report, key audit matters, the performance and independence of the external auditors, the half-year and year-end announcements on financial statements, the Group’s half-year and year-end performance and corporate governance matters.

The ARC has been kept abreast on any changes to the accounting standards and issues which have direct impact on the Group’s consolidated financial statements by the CFO and the external auditors during FY2020.

### **ARC Member Restriction**

None of the ARC members is a former partner or director of or holds any financial interest in, the Company’s existing auditing firm or auditing corporation.

## CORPORATE GOVERNANCE

### **Internal Auditors**

The ARC approves the appointment, removal, evaluation and fees of the outsourced internal audit function. During FY2020, the Group outsourced its internal audit function to an independent professional firm, RSM Risk Advisory Pte Ltd, to provide internal audit services.

The internal auditors report directly to the ARC Chair on internal audit matters and to the Group CEO on administrative matters. The internal auditors have unfettered access to the ARC, the Company’s documents, records, properties and personnel.

### **Resource and Standing of Internal Audit Function**

The ARC ensures the adequacy of the internal audit function by examining the scope of the internal auditors’ work, the quality of their reports, their qualifications and training, their relationship with the external auditors and their independence of the areas reviewed.

### **Qualification and Experience of Internal Auditors**

RSM Risk Advisory Pte Ltd is a corporate member of the Institute of Internal Auditors Singapore and staffed with professionals with relevant qualifications and experience.

### **Professional Standards and Competency**

Having regard to the Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors and having reviewed the functions and organisational structure of the internal auditors, the ARC is satisfied that the internal auditors meet the requisite standards, are adequately resourced, and have appropriate standing within the Group.

### **Independence, Adequate Resourcing and Effectiveness of Internal Audit Function**

The ARC reviews, at least once a year, whether the internal audit function is independent, effective and adequately resourced. The ARC reviews and approves the internal audit plans and the resources required to adequately perform this function annually, to ensure the adequacy of the internal audit function.

During the internal audit process, the internal auditors endeavour to follow up on the identified inherent and operational risks of each business entity as well as the content of any management letter issued by the external auditors to ensure that the committed rectification measures have been implemented.

Following its review and assessment, the ARC was of the view that the internal audit function is independent, effective and adequately resourced.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### **Shareholder Rights and Conduct of General Meetings**

**Principle 11: 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, position and prospects.**

### **Effective Shareholder Participation**

Shareholders are informed of general meetings at least 14 days in advance through notices, which are delivered to shareholders, published in a local newspaper and on SGXNet. The procedures at general meetings facilitate opportunities for shareholders to participate and communicate with the Directors.

In line with the Company’s commitment towards environmental conservation, the Company makes available its annual reports by electronic communication, via publication on the Company’s website, in place of a CD-ROM. Annual reports are also available on SGXNet and shareholders may request for hard copies of annual reports if preferred.

## CORPORATE GOVERNANCE

### **Shareholder Opportunity to Participate in and Vote at General Meetings**

Shareholders are entitled to participate effectively in and vote at all general meetings. The Company encourages all shareholders to attend its general meetings to stay informed of the Company's goals and strategies and to ensure a high level of accountability.

Shareholders are informed of general meetings through notices which are sent to all shareholders, advertised in a local newspaper and also made available on SGXNet and the Company's website. General meetings are held at a central location, which is easily accessible by public transportation. All resolutions at general meetings are voted by way of electronic poll for greater transparency in the voting process. A polling agent and independent scrutineer are appointed to handle and brief the e-polling voting procedures and to count and validate the votes cast at the general meetings respectively, to ensure that the poll process is properly carried out. Votes cast for or against and the respective percentages on each resolution will be tallied and displayed 'live' on-screen to shareholders immediately after each poll is conducted. The total number of votes cast for or against the resolutions and the respective percentages will also be announced in a timely manner after the general meeting via SGXNet.

Due to the COVID-19 pandemic, the Company held its last AGM on 26 June 2020 (the "AGM 2020") by electronic means in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Order 2020 and the checklist / guidance to issuers on conduct of general meetings which was jointly issued by SGX RegCo, ACRA and the Monetary Authority of Singapore. The Company's AGM 2020 was broadcasted via a "live" audio-visual webcast and "live" audio-only stream. Shareholders were notified to pre-register to participate in the AGM 2020, and to appoint the Chairman of the AGM 2020 as their proxy to attend, speak and vote on their behalf. Shareholders were also invited to submit to the Company in advance, any questions related to the resolutions tabled for approval at the AGM 2020. As the COVID-19 pandemic is still ongoing, the Company will likewise be convening its forthcoming AGM by electronic means and the shareholders' participation and voting process will follow that of the AGM 2020.

### **Proxies**

The Company's Constitution allows shareholders to vote in person, by proxy or by attorney, at general meetings. Corporate shareholders can also appoint a representative to vote in their stead. A shareholder may appoint up to two proxies to attend and vote in his/her stead at a general meeting through a proxy form or certificate of corporate representative sent in advance. For shareholders who hold shares through nominees such as Central Provident Fund Board and custodian banks, they are able to attend and vote at general meetings under the multiple proxies regime. As the COVID-19 restriction orders meant that shareholders were unable to attend and vote physically at the AGM 2020, shareholders voted by appointing the Chairman of the AGM as their proxy and giving specific instructions as to voting or abstention from voting for each resolution.

### **Separate Resolutions at General Meetings**

To safeguard shareholder interests and rights, at general meetings, each distinct issue is the subject of a separate resolution. All resolutions put to every general meeting of the Company are voted separately unless the resolutions are inter-dependent and linked so as to form one significant proposal. Detailed information on each item in the agenda of general meeting is provided in the explanatory notes to the notice of general meeting.

## CORPORATE GOVERNANCE

### **Attendees at General Meetings**

The Company requests all its Directors, certain key management personnel, external auditors and external advisers to attend the Company's general meetings to address any questions raised by shareholders, whether the conduct of audit, the presentation and content of the auditors' report or otherwise. Shareholders are given the opportunity to communicate their views and discuss with the Board and key management personnel after the general meetings.

All Directors, together with the Company's CFO, Financial Controller, Company Secretary, external auditors, internal auditors and external corporate governance and legal advisers attended the Company's AGM 2020 held by electronic means. As to the questions on AGM resolutions submitted by shareholders, the Company published its responses on SGXNet and the Company's website before the AGM, and Group CEO Mr Alan Tang also addressed these questions during his AGM presentation. For the upcoming AGM, shareholders can likewise submit questions relating to the AGM resolutions in advance and the Company will publish its responses on SGXNet and Company's website before the AGM.

### **Absentia Voting**

The Company's Constitution provides that the Board may, at its sole discretion, approve and implement voting methods to allow shareholders an option to vote in absentia, such as online voting or voting by mail, electronic mail or facsimile. Having considered that shareholders who are unable to attend in person may vote by proxy or by attorney, or in the case of a corporation, by a representative, and considered carefully the security and cost concerns related to absentia voting (with careful study needed to ensure that integrity of information and authentication of the identity of shareholders through the web are not compromised), the Company has refrained from implementing absentia voting.

### **Minutes of General Meetings**

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and Management. The minutes of the AGM 2020 was published on SGXNet and the Company's website immediately after the AGM 2020.

### **Dividend Policy**

The Company's principle-based dividend policy is published on the Company's website. The Company is committed to achieving sustainable income and long-term capital growth for the benefit of shareholders and will strive to provide consistent and sustainable ordinary dividend payments to its shareholders on an annual basis. The Company has a scrip dividend scheme. If the scrip dividend scheme is applied to any dividend, payment will be made in compliance with the Listing Rules. The Board will review and refresh the dividend policy (which was established in FY2018) from time to time.

## CORPORATE GOVERNANCE

### ENGAGEMENT WITH SHAREHOLDERS

**Principle 12: 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.**

#### *Shareholder Rights*

The Company practises fair and equitable treatment to all shareholders and stakeholders. To facilitate the exercise of ownership rights, the Company provides all material information, which would materially affect the price or value of the Company's shares, in an accurate and timely manner via appropriate media, to enable shareholders to make informed decisions. Such channels include announcements through SGXNet, the Company's website and shareholders' meetings. Materials include annual reports, sustainability reports, shareholder circulars, news releases and presentations to investors and analysts.

#### *Communication with Shareholders and Soliciting and Understanding Views of Shareholders*

The Company recognises the importance of regular, effective and timely communication with its shareholders.

The Company's main forum for dialogue with shareholders takes place at its AGM. To solicit and understand shareholders' views, shareholders are given the opportunity at the AGM to express their views and ask questions regarding the Company. As the AGM 2020 was held via electronic means, shareholders were invited to submit questions relating to the AGM resolutions in advance, and the Company provided its responses both before and during the AGM. In FY2020, Management met virtually with analysts and potential investors, which provided the Company with feedback and insights on the views of the investment community, and the analyst presentation slides were published on SGXNet and the Company's website. The Company also participated in Singapore Exchange's "10 Questions in 10 Minutes with SGX-listed companies" and the Q&As were featured in publications being Singapore Exchange's MyGateway newsletter and The Edge Singapore.

#### *Investor Relations Policy and Contact*

The Company has in place an Investor Relations ("IR") policy outlining the principles and practices adopted in the course of its investor relations activities, including communication with shareholders and the investment community. The policy reflects avenues for communication between shareholders and the Company, including shareholders' meetings, the Company's annual report and sustainability report, the information available on the Company's website, half-year and full-year results and any other announcements, meetings with analysts and media, and describes how shareholders may contact the Company should they have questions. The policy thus allows for an ongoing exchange of views with shareholders, thereby promoting regular, effective and fair communication. The Company has a dedicated IR link on its website and its IR policy is available at [www.fareastorchard.com.sg/ir\\_policy.html](http://www.fareastorchard.com.sg/ir_policy.html).

The Company has an IR team that facilitates two-way communication with the investment community. Communication with investors has been, and may be made through email correspondences and telephone calls. The Company responds to queries based on publicly available information, upholding the principle of no selective disclosure. Shareholders may email their questions to the IR team at [ir@fareastorchard.com.sg](mailto:ir@fareastorchard.com.sg), and these contact details are also published on the Company's website.

## CORPORATE GOVERNANCE

### *Disclosure of Information on a Timely Basis*

The Company is committed to making timely, full and accurate disclosures in accordance with the Listing Rules and the Code. The Company noted the amendments to voluntary Practice Guidance 12 (Engagement with Shareholders) effective from 7 February 2020, pertaining to engagement of shareholders on voluntary announcements of interim updates or useful and relevant information, that could provide shareholders with a better understanding of a company's performance in the context of the current business environment. The Company keeps its shareholders informed of corporate developments on a timely basis. In addition to mandatory announcements, the Company also makes voluntary announcements on corporate transactions from time to time. In FY2020, the Company also voluntarily issued two updates on its business performance amidst the COVID-19 pandemic. The Company also issued a profit guidance on its unaudited half-year results, and its full-year results, for FY2020. These were published on SGXNet and the Company's website.

The Group has adopted half-yearly reporting from FY2020. Half-year results will be released no later than 45 days after the end of the half-year period. Full-year results will be released no later than 60 days from the financial year end. The investor calendar is available on the Company's website at [www.fareastorchard.com.sg/investor-calendar.html](http://www.fareastorchard.com.sg/investor-calendar.html).

Notices of general meetings are dispatched to shareholders, together with explanatory notes on a timely basis in accordance with the legal requirements.

For FY2020, a blackout period of one month before the announcement of the Company's half-year and full-year financial results was observed. During this period, the Company has limited interactions with investors and analysts and avoids commenting on financial results, operational performance and market outlook, except where required under the Listing Rules.

### MANAGING STAKEHOLDER RELATIONSHIPS

#### *Engagement with Stakeholders*

**Principle 13: 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.**

#### *Identification and Engagement of Material Stakeholders*

The Company's material stakeholders are listed in its Sustainability Report. They are the Company's shareholders, its Board, its employees, customers, and business partners. The Sustainability Report also outlines how relationships with these material stakeholders are managed.

The Group's policies including the Stakeholder Engagement Policy (adopted in FY2020), the Board Diversity Policy, the Dividend Policy and Scrip Dividend Scheme, the Investor Relations Policy, the Security Trading Policy and Whistle-blowing Policy facilitate the Group's engagement with its material stakeholders. Further details of the Group's engagement with its key stakeholders in FY2020 are described in the Sustainability Report 2020 which is available at the Company's corporate website at [www.fareastorchard.com.sg/sustainability.html](http://www.fareastorchard.com.sg/sustainability.html). The Sustainability Report outlines the Group's policies, practices, performance and targets in relation to its Economic and Environmental, Social and Governance activities. Developed in accordance with the Global Reporting Initiative Standards 2016 (Core option), the Group endeavours to communicate how sustainability is embedded in its business practices and value chain across its operations in the report.



## CORPORATE GOVERNANCE

### Corporate Website

The Company maintains a current corporate website to communicate and engage with its stakeholders. There is a dedicated investor relations section on its corporate website which serves as a repository for shareholders and the investment community, ensuring that they can easily access relevant and up-to-date information about the Company. It includes the Company's latest announcements, financial results, annual reports, sustainability reports, stock information, and investor relations contact. Members of the public may also subscribe to RSS feeds of all announcements and press releases issued by the Company through its corporate website.

## ADDITIONAL INFORMATION

### Business Conduct And Ethics

The Group is guided by its Code of Conduct and Employee Handbook which are published on the intranet. The Code of Conduct and Employee Handbook explains the Group's core values, encapsulated in BUILD, which stands for Business with Grace, Unity, Integrity, Love and Diligence. The Group seeks to build and maintain a strong ethical organisational culture through its core values.

The Code of Conduct and Employee Handbook outline the standards of ethics and behaviour in the way the employees are to conduct themselves in relationships with customers, suppliers, business partners and colleagues. It addresses several aspects including confidentiality, conflict of interest, the offering and receipt of gifts, entertainment, business dealings, intellectual property, workplace conduct, workplace health and safety, discipline, grievance handling and whistle-blowing.

The Group has a Competition Compliance Manual which forms part of the Employee Handbook. This Manual reminds Directors, employees and representatives of the Group's commitment to compliance with the Competition Act of Singapore and to maintain the highest level of ethics in the conduct of its business. It was developed to help these stakeholders to understand the basic principles of the Group's competition law compliance policy.

The Group's policies and work procedures incorporate internal controls to ensure adequate checks and balances are in place, and to help detect and prevent any form of fraud, bribery or dishonesty by employees.

### Dealings In Securities

The securities trading policy is an internal compliance code devised and adopted by the Company as a listed issuer, to provide guidance on dealings in its securities. The policy is guided by the Principles of Best Practice – Handling of Confidential Information and Dealings in Securities issued jointly by the SGX-ST with other associations in December 2017, the Corporate Disclosure Policy in the Listing Rules and prevailing provisions of the Securities and Futures Act. The policy reflects the Company's adoption of the best practices on dealings in securities set out in Rule 1207(19) of the Listing Rules.

The policy was reviewed and updated in FY2020 following the Company's adoption of half-yearly reporting.

On an annual basis, the Company issues its securities trading policy addressed to its officers (including the Company's Directors, persons employed in an executive capacity and the Company Secretary) and any persons who come into possession of material information of the Group before its public release, where they are reminded to refrain from dealing in the securities of the Company:

- (i) during one month before and up to the date of announcement of the half-year and full-year results; and
- (ii) on short term considerations.

The Company has been complying and will continue to comply with Rule 1207(19) of the Listing Rules, in observing the aforesaid blackout period for any dealing in its securities.

The Company also issues a quarterly circular to its officers reminding them of the prohibited period from dealing in the Company's securities before the release of the results and at any time if they are in possession of unpublished material price-sensitive information.

## CORPORATE GOVERNANCE

### Material Contracts

Save for the transactions set out in the Company's circular to shareholders dated 24 June 2013 and the related parties transactions as disclosed in the Financial Statements and this Annual Report, no material contract involving the interests of any Director or controlling shareholder of the Group has been entered into by the Company or any of its subsidiaries during the financial year and no such material contract is subsisting as at 31 December 2020.

### Interested Person Transactions

The Company has a policy on how proposed interested person transactions ("IPTs") are to be reviewed and approved, to ensure IPTs are conducted fairly and on an arm's length basis. The IPT policy is detailed in the IPT general mandate ("IPT Mandate") which was approved by shareholders at an Extraordinary General Meeting of the Company held on 9 July 2013. The IPT Mandate is submitted annually to shareholders for approval at each AGM, and for the upcoming AGM, is set out in the Letter to Shareholders. IPTs carried out during FY2020 which fall under Chapter 9 of the Listing Rules are as follows.

Name of interested person	Nature of Relationship	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than \$100,000)	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)
		12 months ended 31 December 2020 S\$'000	12 months ended 31 December 2020 S\$'000
<b>Agape Services Pte. Ltd.</b> Supply of goods and services	Associate of controlling shareholder	(468)	-
<b>Ariake Hospitality Kabushiki Kaisha</b> Principal and interest accrued on shareholders' loan <sup>(1)</sup>	Associate of controlling shareholder	-	4,436
<b>Ariake Properties (Singapore) Pte Ltd</b> Subscription of preferred shares <sup>(2)</sup>	Associate of controlling shareholder	-	15,210
<b>Ariake Properties Tokutei Mokuteki Kaisha</b> Subscription of preferred shares <sup>(2)</sup>	Associate of controlling shareholder	-	15,520
<b>Boo Han Holdings Pte. Ltd.</b> Hospitality management income Principal and interest accrued on shareholders' loan <sup>(1)</sup>	Associate of controlling shareholder	488 -	- 4,441

(1) As set out in the Group's announcement dated 7 October 2019, Ariake Hospitality Kabushiki Kaisha ("AHKK") is a 50-50 joint venture entity by Far East Hospitality Holdings Pte. Ltd. ("FEHH") (a 70% held subsidiary of the Company) with Boo Han Holdings Pte. Ltd. ("BHH") (a member of Far East Organization). These amounts relate to the aggregate amount (inclusive of principal and interest) as at 31 December 2020 owing by AHKK to its shareholders, FEHH and BHH, relating to the purchase of a hotel project located in Ariake, Tokyo.

(2) As set out in the Group's announcement dated 6 August 2020, 49% of the preferred equity shares in Ariake Properties Tokutei Mokuteki Kaisha ("TMK") was issued to Ariake Properties (Singapore) Pte. Ltd. (a 50-50 joint venture company held by FEHH and BHH, which was incorporated and announced on 27 September 2019), 25.5% of the preferred equity shares in the TMK was issued to the Japan branch of Far East Hospitality Properties (Japan) Pte. Ltd. (a wholly owned subsidiary of FEHH, which was incorporated and announced on 15 July 2019), with the remaining 25.5% of the preferred equity shares in the TMK issued to the Japan branch of Far East Land (Japan) Pte. Ltd. (a wholly owned subsidiary of BHH).

## CORPORATE GOVERNANCE

Name of interested person	Nature of Relationship	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than \$100,000)	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)
		12 months ended 31 December 2020 S\$'000	12 months ended 31 December 2020 S\$'000
<b>Dollar Land Singapore Private Limited</b> Hospitality management income	Associate of controlling shareholder	239	-
<b>Far East Hospitality Real Estate Investment Trust</b> Management income <sup>(3)</sup> Hospitality services income Rental expense on operating leases - offices - hotels and serviced residences	Associate of controlling shareholder	3,139 270 (1,083) (17,441)	- - - -
<b>Far East Land (Japan) Pte. Ltd.</b> Subscription of preferred shares <sup>(2)</sup>	Associate of controlling shareholder	-	7,915
<b>Far East Management (Private) Limited</b> Management service fees Hospitality services Project management service fees	Associate of controlling shareholder	(2,007) (2,340) (428)	- - -
<b>Far East Organization Centre Pte Ltd</b> Hospitality management income	Associate of controlling shareholder	1,207	-
<b>Far East Real Estate Agency Pte. Ltd.</b> Property management services	Associate of controlling shareholder	(333)	-

(2) As set out in the Group's announcement dated 6 August 2020, 49% of the preferred equity shares in Ariake Properties Tokutei Mokuteki Kaisha ("TMK") was issued to Ariake Properties (Singapore) Pte. Ltd. (a 50-50 joint venture company held by FEHH and BHH, which was incorporated and announced on 27 September 2019), 25.5% of the preferred equity shares in the TMK was issued to the Japan branch of Far East Hospitality Properties (Japan) Pte. Ltd. (a wholly owned subsidiary of FEHH, which was incorporated and announced on 15 July 2019), with the remaining 25.5% of the preferred equity shares in the TMK issued to the Japan branch of Far East Land (Japan) Pte. Ltd. (a wholly owned subsidiary of BHH).

(3) Pursuant to the trust deed constituting Far East Hospitality Real Estate Investment Trust ("FEH-REIT") dated 1 August 2012 (as amended, varied or supplemented from time to time) (the "Trust Deed") and entered into between FEO Hospitality Asset Management Pte. Ltd. ("FEOHAM") (in its capacity as the manager of FEH-REIT) and DBS Trustee Limited (in its capacity as the trustee of FEH-REIT), FEOHAM is entitled to a management fee comprising a base fee of 0.3% per annum of the value of the Deposited Property (as defined in the Trust Deed) and a performance fee of 4.0% per annum of net property income (as defined in the Trust Deed). During the financial year ended 31 December 2019, the Company was a 33% shareholder of FEOHAM and this amount represents 33% of the management fees received during the financial year, being the value at risk to the Group.

## CORPORATE GOVERNANCE

Name of interested person	Nature of Relationship	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than \$100,000)	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)
		12 months ended 31 December 2020 S\$'000	12 months ended 31 December 2020 S\$'000
<b>Far East Rocks Pty Ltd</b> Rental expense on operating leases - hotel	Associate of controlling shareholder	(266)	-
<b>Far East Soho Pte. Ltd.</b> Hospitality management income	Associate of controlling shareholder	496	-
<b>Fontaine Investment Pte Ltd</b> Hospitality management income	Associate of controlling shareholder	1,412	-
<b>Golden Development Private Limited</b> Hospitality management income	Associate of controlling shareholder	1,598	-
<b>Golden Landmark Pte. Ltd.</b> Hospitality management income	Associate of controlling shareholder	594	-
<b>Orchard Mall Pte. Ltd.</b> Hospitality management income	Associate of controlling shareholder	386	-
<b>Orchard Parksuites Pte Ltd</b> Hospitality management income	Associate of controlling shareholder	884	-
<b>Oxley Hill Properties Pte Ltd</b> Hospitality management income	Associate of controlling shareholder	364	-
<b>Riverland Pte Ltd</b> Hospitality management income	Associate of controlling shareholder	300	-
<b>Serene Land Pte Ltd</b> Hospitality management income	Associate of controlling shareholder	853	-
<b>Transurban Properties Pte. Ltd.</b> Hospitality management income	Associate of controlling shareholder	667	-

## SUSTAINABILITY

Far East Orchard's 2020 Sustainability Report builds on the Group's progress in its sustainability journey. The report was prepared in accordance with the Global Reporting Initiative Standards: Core option and Singapore Exchange Securities Trading Limited Listing Manual (Rules 711A and 711B).

Additionally, for FY2020 the Group began aligning with the internationally recognised United Nations Sustainable Development Goals (UN SDGs). The UN SDGs are a set of 17 goals which aim to enhance global progress towards the 2030 Agenda for Sustainable Development. Recognising the importance of this agenda, the Group has identified five key UN SDGs to integrate into its sustainability reporting by taking them into consideration in daily operations. The five goals are **Quality Education, Gender Equality, Decent Work and Economic Growth, Industry, Innovation and Infrastructure, and Peace, Justice and Strong Institutions.**

The Group's reporting scope for FY2020 expanded to include a hotel owned by the Group in Malaysia, Oasia Suites Kuala Lumpur, and three additional PBSA properties which were acquired by the Group in November 2019. As the Group matures in its sustainability reporting journey, the reporting scope may be further expanded to include more overseas operations in future.

In the face of a global pandemic, the Group sought to maintain the continuity of its operations while taking steps to enhance long term business sustainability. Health and safety were at the top of the agenda in FY2020, and the Group acted promptly to implement guidelines to social distancing and hygiene in accordance with national guidelines and requirements. The Group's Singapore hospitalities were all certified with the SG Clean quality mark, and the operator of its UK PBSA properties received an accreditation from the British Safety Council in recognition of its COVID-19 control measures and protocols.

The Group maintained its track record of zero incidents of workplace fatalities and occupational disease at its hospitality properties in FY2020, for the third consecutive year. The Group also saw a decrease in its accident frequency rate to 0.8 per million man-hours, compared to 1.7 in FY2019; and a decrease in accident severity rate from 19.1 to 6.1 per million man-hours year-on-year.

In the area of corporate governance, the Group was ranked in the top 8% of SGX-listed companies in the annual Singapore Governance and Transparency Index 2020, placing at number 41 out of 577 companies. The Group was also ranked 19th in Singapore for the Asean Corporate Governance Scorecard Awards 2020.

A number of programmes covered under the Group's sustainability reporting were disrupted by the pandemic and associated social distancing measures. These include the Group's annual Customer Engagement Index survey, as well as staff volunteering and community engagement activities. The Group looks forward to reinstating these activities when it is safe to do so.

The Group adapted its training programmes to the conditions presented by the pandemic. Training sessions shifted to the virtual world where possible, and the Group exceeded its target of 80 training hours per employee, clocking an average of 91.7 hours in FY2020. The Group is continuing to place greater emphasis on topics such as hygiene, safety, and mental wellness. With an eye toward the eventual business recovery, the Group is also looking into 3 key development areas to focus on for its 2021 training programme – Productivity (Job Redesign), Data and Digital Skills, and Service Experience (Incorporating Safety Measures).

Looking ahead, the Group is committed to its sustainability mission of delivering long-term value to its stakeholders by upholding high standards of corporate governance and ethical behaviour. It will continue adopting responsible business practices, taking into consideration its impact on the environment and society.

In line with the Group's efforts towards greater environmental conversation, no copies of the Sustainability Report were printed. An electronic version of the report may be viewed or downloaded at <https://www.fareastorchard.com.sg/sustainability.html>





## FINANCIAL REPORT

67	DIRECTORS' STATEMENT
69	INDEPENDENT AUDITOR'S REPORT
76	CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
77	BALANCE SHEET - GROUP
78	BALANCE SHEET - COMPANY
79	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
81	CONSOLIDATED STATEMENT OF CASH FLOWS
83	NOTES TO THE FINANCIAL STATEMENTS

## DIRECTORS' STATEMENT

For the financial year ended 31 December 2020

The directors present their statement to the members together with the audited financial statements of Far East Orchard Limited (the "Company") and its subsidiaries (the "Group") for the financial year ended 31 December 2020 and the balance sheet of the Company as at 31 December 2020.

In the opinion of the directors,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 76 to 157 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 December 2020 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

### DIRECTORS

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

Mr Koh Boon Hwee

Mr Alan Tang Yew Kuen

Ms Chua Kheng Yeng, Jennie

Mdm Ee Choo Lin Diana

Ms Koh Kah Sek

Mr Ramlee Bin Buang

Mr Shailesh Anand Ganu

### ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

- (a) According to the register of directors' shareholdings, none of the directors of the Company holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations.
- (b) The directors' interests in the ordinary shares of the Company as at 21 January 2021 were the same as those as at 31 December 2020.

### SHARE OPTIONS

No options were granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares were issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

**AUDIT & RISK COMMITTEE**

The members of the Audit & Risk Committee at the end of the financial year were as follows:

Mr Ramlee Bin Buang (Chairman)

Ms Chua Kheng Yeng, Jennie

Mdm Ee Choo Lin Diana

All members of the Audit & Risk Committee were independent non-executive directors.

The Audit & Risk Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act. In performing those functions, the Committee reviewed:

- the scope and the results of internal audit procedures with the internal auditor;
- the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- the assistance given by the Company's management to the independent auditor; and
- the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 December 2020 before their submission to the Board of Directors.

The Audit & Risk Committee has recommended to the Board that the independent auditor, PricewaterhouseCoopers LLP, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

**INDEPENDENT AUDITOR**

The independent auditor, PricewaterhouseCoopers LLP, has expressed its willingness to accept re-appointment.

On behalf of the directors

Mr Alan Tang Yew Kuen  
Director

Mr Ramlee Bin Buang  
Director

16 March 2021

**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

**Our Opinion**

In our opinion, the accompanying consolidated financial statements of Far East Orchard Limited (the "Company") and its subsidiaries (the "Group") and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

*What we have audited*

The financial statements of the Company and the Group comprise:

- the consolidated statement of comprehensive income of the Group for the financial year ended 31 December 2020;
- the balance sheet of the Group as at 31 December 2020;
- the balance sheet of the Company as at 31 December 2020;
- the consolidated statement of changes in equity of the Group for the financial year then ended;
- the consolidated statement of cash flows of the Group for the financial year then ended; and
- the notes to the financial statements, including a summary of significant accounting policies.

**Basis for Opinion**

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Independence*

We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

**Our Audit Approach**

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the accompanying financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
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**Valuation of investment properties and land and buildings classified under property, plant and equipment**

As at 31 December 2020, the Group's investment properties of \$878,837,000 and land and buildings classified under property, plant and equipment of \$504,418,000, representing 53% of total assets, are carried at fair value based on independent external valuations.

The valuation of the investment properties and land and buildings classified under property, plant and equipment is a key audit matter due to the significant judgements in the key inputs used in the valuation techniques.

The key inputs include:

- comparable sales price for the sales comparison method;
- discount rate and terminal yield for the discounted cash flow method; and
- capitalisation rate for the income capitalisation method.

Independent valuation reports for selected properties have highlighted that with the heightened uncertainty of the Coronavirus Disease 2019 ("COVID-19") outbreak, a higher degree of caution should be exercised when relying upon the valuation. The valuations are based on the information available as at the date of valuation. Values and incomes may change more rapidly and significantly than during normal market conditions.

The key inputs and sensitivities are disclosed in Note 3.1, Note 20 and Note 21 to the accompanying financial statements respectively.

Our audit procedures focused on the valuation process and include the following:

- assessed the competency, independence and objectivity of the professional valuers engaged by the Group;
- discussed with the professional valuers the significant judgemental areas and understood the respective valuation techniques used in determining each valuation;
- assessed the appropriateness of the underlying comparable transactions used to derive the comparable sales price, taking into account the nature, location and tenure of the property;
- tested, on a sample basis, the accuracy of underlying lease and financial information provided to the external valuers;
- assessed the reasonableness of the discount rates, terminal yields and capitalisation rates by benchmarking these against those of comparable properties and prior year inputs; and
- discussed the COVID-19 implications on the critical assumptions used by the external valuers.

Based on the procedures performed, we found that the valuers are competent and are members of recognised professional bodies for external valuers, the valuation techniques used were in line with generally accepted market practices and the key inputs used were within the range of market data.

We have also assessed the adequacy of the disclosures relating to the key inputs and sensitivities, as we consider them as likely to be significant to the users of the financial statements given the estimation uncertainty and sensitivity of the valuations. We found the disclosures in the financial statements to be appropriate.

Key Audit Matters (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
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**Impairment assessment of goodwill**

As at 31 December 2020, the Group's goodwill balance of \$42,927,000 arising from past acquisitions is allocated to two cash generating units ("CGU") within its hospitality business, namely the 'Management services - Singapore' CGU (\$37,257,000) and 'Property ownership - Australia' CGU (\$5,670,000).

Based on the goodwill impairment assessment performed by the Group, no impairment was identified for 'Management services - Singapore' CGU and an impairment of \$8,838,000 was identified for the 'Property ownership - Australia' CGU.

The recoverable amount of

- 'Management services - Singapore' CGU was determined based on Fair Value Less Cost To Sell using a combination of the discounted cash flow method and Guideline Public Company method; and
- 'Property ownership - Australia' CGU was determined based on Value-In-Use calculations using the discounted cash flow method.

The impairment assessment is a key audit matter due to the assumptions and judgements involved in computing the recoverable amounts of each CGU. The assumptions and judgements were used to estimate cash flows from each CGU, the terminal growth rates and the discount rates applied in the discounted cash flow method and the comparability of underlying companies applied in the Guideline Public Company method.

The key assumptions and sensitivities are disclosed in Note 3.2 and Note 23(a) to the accompanying financial statements respectively.

Our audit procedures focused on the reasonableness of the assumptions and judgements applied in the respective methods. The audit procedures were performed with the support from our valuation specialists.

In respect of the discounted cash flow methods, we performed the following audit procedures:

- assessed the reasonableness of the estimated cash flows by taking into account the relevant CGU's expected future operating performance (including revenue growth rates and profit margins), as well as historical actual performance, accuracy of management forecast in prior years and the general industry outlook; and
- assessed the reasonableness of the terminal growth rates and discount rates applied using commonly accepted methodologies and benchmarks.

For the Guideline Public Company method, we performed the following audit procedures:

- compared the normalised earnings used to historical actual performance and obtained explanations from management regarding the nature and appropriateness of adjustments identified for one-off or exceptional items; and
- assessed the appropriateness of the underlying comparable companies used to derive the earnings multiples, taking into account factors such as their principal business activity, size and financial performance.

Based on the procedures performed, we found the underlying estimates and assumptions applied to be reasonable.

We have also assessed the adequacy of the disclosures relating to the key assumptions and sensitivities and found the disclosures in the financial statements to be appropriate.



Key Audit Matters (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Valuation of investment in joint venture, Toga Hotel Holdings Unit Trust ("Toga Trust")</b></p> <p>As at 31 December 2020, the carrying value of the Group's material equity accounted joint venture, Toga Trust, amounted to \$193,524,000.</p> <p>The valuation of the Group's investment in Toga Trust is a key audit matter because of the significant assumptions and judgements applied by Toga Trust in determining:</p> <ul style="list-style-type: none"> <li>Valuation of land and buildings classified under property, plant and equipment held at fair value; and</li> <li>Impairment assessment of goodwill and brands with indefinite lives.</li> </ul> <p>The summarised financial information of Toga Trust, and sensitivities of the valuation of land and buildings and impairment assessment of goodwill and brands with indefinite lives are disclosed in Note 3.3 and Note 18 to the accompanying financial statements respectively.</p>	<p>We have audited the Toga Trust's financial information used by the Group in determining the valuation of the investment in joint venture, Toga Trust.</p> <p>The audit focused on the valuation of land and buildings and impairment assessment of goodwill and brands with indefinite lives. Audit procedures similar to those set out in key audit matters "Valuation of investment properties and land and buildings classified under property, plant and equipment" and "Impairment assessment of goodwill" above were performed.</p> <p>In the context of determining the valuation of the investment in Toga Trust, we found that for:</p> <ul style="list-style-type: none"> <li>the valuation of land and buildings classified under property, plant and equipment held at fair value, the valuers are members of recognised professional bodies, the valuation techniques used are in line with generally accepted market practices and key inputs used in the valuation to be within the range of market data; and</li> <li>the impairment assessment of goodwill and brands with indefinite lives, the underlying estimates and assumptions applied to be reasonable.</li> </ul> <p>We have also assessed the adequacy of the disclosures relating to the summarised financial information of investment in a material joint venture, Toga Trust, and the sensitivities of the valuation of land and buildings and impairment assessment of goodwill and brands with indefinite lives. We found the disclosures in the financial statements to be appropriate.</p>

**Other Information**

Management is responsible for the other information. The other information comprises all the sections of the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Directors for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act 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.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr Yeow Chee Keong.

PricewaterhouseCoopers LLP  
Public Accountants and Chartered Accountants Singapore  
16 March 2021

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2020

	Note	2020 \$'000	2019 \$'000
Revenue	4	112,215	156,063
Cost of sales	5	(67,753)	(88,249)
Gross profit		44,462	67,814
Other income	7	11,590	4,500
Other gains and impairment losses – net	8	2,737	13,141
Expenses			
– Distribution and marketing	5	(6,862)	(11,550)
– Administrative	5	(32,709)	(33,488)
– Finance	9	(17,106)	(16,865)
Share of (loss)/profit of			
– joint ventures	18	(7,613)	3,169
– associated companies	17	2,142	3,211
(Loss)/Profit before income tax		(3,359)	29,932
Income tax expense	10(a)	(5,550)	(4,152)
<b>(Loss)/Profit after income tax</b>		<b>(8,909)</b>	25,780
<b>Other comprehensive income/(loss):</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive loss of joint ventures		(2,664)	(2,382)
Cash flow hedges - Fair value losses	26	(1,796)	–
Currency translation differences arising from consolidation		15,051	(4,561)
		10,591	(6,943)
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive income/(loss) of:			
– joint ventures	18	6,125	5,756
– associated companies	17	(2,612)	2,958
Revaluation (losses)/gains on property, plant and equipment – net		(13,766)	8,878
Currency translation differences arising from consolidation		5,815	(2,432)
<b>Other comprehensive income, net of tax</b>	10(c)	<b>6,153</b>	8,217
<b>Total comprehensive (loss)/income</b>		<b>(2,756)</b>	33,997
<b>(Loss)/Profit attributable to:</b>			
Equity holders of the Company		1,538	26,031
Non-controlling interest		(10,447)	(251)
		(8,909)	25,780
<b>Total comprehensive (loss)/income attributable to:</b>			
Equity holders of the Company		811	35,363
Non-controlling interest		(3,567)	(1,366)
		(2,756)	33,997
<b>Basic and diluted earnings per share for profit attributable to equity holders of the Company (cents per share)</b>	11	<b>0.35</b>	5.95

The accompanying notes form an integral part of these financial statements.

## BALANCE SHEET - GROUP

As at 31 December 2020

	Note	2020 \$'000	2019 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	12	278,382	257,430
Trade and other receivables	13	22,080	26,688
Inventories		267	323
Development properties	15	61,235	50,781
Properties held for sale	16	117,036	123,959
		479,000	459,181
<b>Non-current assets</b>			
Other non-current assets	14	6,668	20,903
Investments in associated companies	17	21,620	22,090
Investments in joint ventures	18	478,282	444,009
Investment properties	20	878,837	793,841
Property, plant and equipment	21	635,378	660,934
Intangible assets	23	114,318	125,368
Deferred income tax assets	28	4,511	4,505
		2,139,614	2,071,650
<b>Total assets</b>		<b>2,618,614</b>	2,530,831
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	24	105,485	113,692
Current income tax liabilities	10(b)	5,423	6,021
Lease liabilities	22	11,908	11,257
Borrowings	25	283,325	336,208
Deferred income	27	8,423	11,056
		414,564	478,234
<b>Non-current liabilities</b>			
Other payables	24	98,635	98,257
Lease liabilities	22	136,077	145,368
Borrowings	25	399,756	225,419
Derivative financial instruments	26	1,796	–
Deferred income	27	276,311	283,108
Deferred income tax liabilities	28	32,003	29,143
		944,578	781,295
<b>Total liabilities</b>		<b>1,359,142</b>	1,259,529
<b>NET ASSETS</b>		<b>1,259,472</b>	1,271,302
<b>EQUITY</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>			
Share capital	29	515,234	498,006
Revaluation and other reserves	30	340,548	341,185
Retained profits		385,101	409,955
		1,240,883	1,249,146
<b>Non-controlling interest</b>	19	<b>18,589</b>	22,156
<b>TOTAL EQUITY</b>		<b>1,259,472</b>	1,271,302

The accompanying notes form an integral part of these financial statements.



**BALANCE SHEET - COMPANY**

As at 31 December 2020

	Note	2020 \$'000	2019 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	12	151,178	159,832
Trade and other receivables	13	176,403	172,892
Inventories		17	14
		<b>327,598</b>	332,738
<b>Non-current assets</b>			
Other non-current assets	14	350,471	349,535
Investments in associated companies	17	696	696
Investment in a joint venture	18	300	300
Investments in subsidiaries	19	873,415	883,529
Investment properties	20	136,524	139,175
Property, plant and equipment	21	391,155	409,666
Deferred income tax assets	28	2,461	2,292
		<b>1,755,022</b>	1,785,193
		<b>2,082,620</b>	2,117,931
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	24	13,738	13,267
Current income tax liabilities	10(b)	-	129
Lease liabilities	22	5,811	5,531
Borrowings	25	157,800	251,372
Deferred income	27	6,817	6,817
		<b>184,166</b>	277,116
<b>Non-current liabilities</b>			
Other payables	24	362,018	363,630
Lease liabilities	22	80,385	84,920
Borrowings	25	180,309	89,230
Derivative financial instruments	26	336	-
Deferred income	27	276,311	283,108
		<b>899,359</b>	820,888
		<b>1,083,525</b>	1,098,004
<b>Total liabilities</b>		<b>999,095</b>	1,019,927
<b>NET ASSETS</b>			
<b>EQUITY</b>			
<b>Capital and reserves attributable to equity holders of the Company</b>			
Share capital	29	515,234	498,006
Revaluation and other reserves	30	288,452	301,647
Retained profits	31	195,409	220,274
<b>TOTAL EQUITY</b>		<b>999,095</b>	1,019,927

The accompanying notes form an integral part of these financial statements.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the financial year ended 31 December 2020

	Note	Attributable to equity holders of the Company						Non-controlling interest \$'000	Total equity \$'000		
		Share capital \$'000	Capital reserve \$'000	Asset Revaluation reserve \$'000	Currency Translation reserve \$'000	Fair Value reserve \$'000	Hedging reserve \$'000			Retained profits \$'000	Total \$'000
<b>2020</b>		<b>498,006</b>	<b>13,977</b>	<b>371,151</b>	<b>(43,412)</b>	<b>861</b>	<b>(1,392)</b>	<b>409,955</b>	<b>1,249,146</b>	<b>22,156</b>	<b>1,271,302</b>
Profit/(Loss) for the year		-	-	-	-	-	-	1,538	1,538	(10,447)	(8,909)
Other comprehensive income/(loss) for the year		-	-	(9,500)	15,034	(2,612)	(3,649)	-	(727)	6,880	6,153
<b>Total comprehensive income/(loss) for the year</b>		-	-	(9,500)	15,034	(2,612)	(3,649)	1,538	811	(3,567)	(2,756)
Dividend paid in cash relating to 2019	32	-	-	-	-	-	-	(9,074)	(9,074)	-	(9,074)
Shares issued in-lieu of cash for dividend relating to 2019	29	17,228	-	-	-	-	-	(17,228)	-	-	-
Transfer of share of associated company's fair value reserve upon disposal	30(iii)	-	-	-	-	90	-	(90)	-	-	-
<b>Total transactions with owners, recognised directly in equity</b>		17,228	-	-	-	90	-	(26,392)	(9,074)	-	(9,074)
<b>Balance at 31 December 2020</b>		<b>515,234</b>	<b>13,977</b>	<b>361,651</b>	<b>(28,378)</b>	<b>(1,661)</b>	<b>(5,041)</b>	<b>385,101</b>	<b>1,240,883</b>	<b>18,589</b>	<b>1,259,472</b>

The accompanying notes form an integral part of these financial statements.

2019	Attributable to equity holders of the Company							Total equity \$'000		
	Share capital \$'000	Capital reserve \$'000	Asset Revaluation reserve \$'000	Currency Translation reserve \$'000	Fair Value reserve \$'000	Hedging reserve \$'000	Retained profits \$'000		Total \$'000	Non-controlling interest \$'000
Balance at 1 January 2019	496,604	10,557	358,304	(38,034)	(2,186)	(297)	410,240	1,235,188	26,942	1,262,130
Profit/(Loss) for the year	-	-	-	-	-	-	26,031	26,031	(251)	25,780
Other comprehensive income/(loss) for the year	-	-	12,847	(5,378)	2,958	(1,095)	-	9,332	(1,115)	8,217
Total comprehensive income/(loss) for the year	-	-	12,847	(5,378)	2,958	(1,095)	26,031	35,363	(1,366)	33,997
Dividend paid in cash relating to 2018	-	-	-	-	-	-	(24,825)	(24,825)	-	(24,825)
Shares issued in-lieu of cash for dividend relating to 2018	1,402	-	-	-	-	-	(1,402)	-	-	-
Capital reorganisation	-	3,420	-	-	-	-	-	3,420	(3,420)	-
Transfer of share of associated company's fair value reserve upon disposal	-	-	-	-	89	-	(89)	-	-	-
Total transactions with owners, recognised directly in equity	1,402	3,420	-	-	89	-	(26,316)	(21,405)	(3,420)	(24,825)
Balance at 31 December 2019	498,006	13,977	371,151	(43,412)	861	(1,392)	409,955	1,249,146	22,156	1,271,302

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 December 2020

	Note	2020 \$'000	2019 \$'000
<b>Cash flows from operating activities</b>			
(Loss)/Profit after income tax		(8,909)	25,780
Adjustments for:			
- Income tax expense	10(a)	5,550	4,152
- Depreciation of property, plant and equipment	5	20,932	21,866
- Amortisation of intangible assets	5	2,705	2,820
- (Gain)/Loss on disposal of property, plant and equipment	8	(5)	27
- Loss on disposal of investment properties	8	-	1,704
- Fair value gains on investment properties	8	(4,521)	(18,825)
- Revaluation losses on property, plant and equipment	8	2,340	2,033
- Write-off of property, plant and equipment	21	18	38
- Impairment of goodwill	8	8,838	-
- Impairment of a right-of-use asset	8	1,140	-
- Impairment of properties held for sale	8	1,024	-
- Interest income	7	(2,562)	(4,340)
- Finance expense	9	17,106	16,865
- Share of loss/(profit) of joint ventures		7,613	(3,169)
- Share of profit of associated companies		(2,142)	(3,211)
- Unrealised currency translation (gains)/losses		(10,093)	1,903
		<b>39,034</b>	47,643
Changes in working capital:			
- Trade and other receivables		4,348	4,985
- Inventories		78	24
- Development properties and properties held for sale		(3,301)	(8,174)
- Trade and other payables		(18,578)	(9,465)
Cash generated from operations		<b>21,581</b>	35,013
Interest paid		(136)	(180)
Income tax paid - net		(2,126)	(3,012)
<b>Net cash provided by operating activities</b>		<b>19,319</b>	31,821
<b>Cash flows from investing activities</b>			
Acquisition of companies, net of cash acquired	12	-	(219,613)
Additions to property, plant and equipment		(1,640)	(862)
Proceeds from disposal of property, plant and equipment		12	7
Additions to investment properties		(71,729)	(22,714)
Proceeds from disposal of investment properties		-	2,865
Dividends received from joint ventures		1,387	6,685
Investment in joint ventures		(23,398)	-
Repayment of advances from joint ventures		(42)	(3,561)
Advances from joint ventures		15,508	2,400
Advance payment for a joint venture		-	(1,201)
Interest received		3,666	3,501
Income tax paid - net		(78)	(1,093)
<b>Net cash used in investing activities</b>		<b>(76,314)</b>	(233,586)

The accompanying notes form an integral part of these financial statements.

	Note	2020 \$'000	2019 \$'000
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		<b>220,258</b>	324,280
Repayment of borrowings		<b>(111,358)</b>	(64,881)
Repayment of principal portion of lease liabilities		<b>(10,937)</b>	(10,845)
Interest paid on lease liabilities		<b>(8,958)</b>	(9,509)
Interest paid on borrowings		<b>(8,277)</b>	(8,180)
Dividend paid to equity holders of the Company	32	<b>(9,074)</b>	(24,825)
Repayment of advances from non-controlling interest		-	(544)
<b>Net cash provided by financing activities</b>		<b>71,654</b>	205,496
<b>Net increase in cash and cash equivalents</b>		<b>14,659</b>	3,731
<b>Cash and cash equivalents</b>			
Beginning of financial year		<b>257,430</b>	256,287
Less: Bank deposits pledged		<b>(31,235)</b>	(24,952)
Effects of currency translation on cash and cash equivalents		<b>6,293</b>	(2,588)
<b>End of financial year</b>	12	<b>247,147</b>	232,478

**Reconciliation of liabilities arising from financing activities**

	Beginning of financial year \$'000	Principal and interest receipts/ (payments) \$'000	Non-cash changes				End of financial year \$'000
			Interest expenses \$'000	Additions \$'000	Lease modification \$'000	Foreign exchange movement \$'000	
<b>2020</b>							
Bank borrowings	561,627	108,900	30	-	-	12,524	683,081
Lease liabilities	156,625	(19,895)	8,958	805	1,419	73	147,985
Interest payable	40	(7,127)	7,161	-	-	31	105
Advances from non-controlling interests	138,417	(1,286)	1,331	-	-	-	138,462
<b>2019</b>							
Bank borrowings	295,178	259,399	263	-	-	6,787	561,627
Lease liabilities	167,543	(20,354)	9,509	-	-	(73)	156,625
Interest payable	31	(6,988)	7,011	-	-	(14)	40
Advances from non-controlling interests	138,973	(1,916)	1,327	-	-	33	138,417

The accompanying notes form an integral part of these financial statements

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

**1. GENERAL INFORMATION**

Far East Orchard Limited (the "Company") is listed on the Singapore Exchange and incorporated and domiciled in Singapore. The address of its registered office is 1 Tanglin Road #05-01, Orchard Rendezvous Hotel, Singapore 247905.

The principal activities of the Company are investment holding, hotel operations and property investment. The principal activities of its significant subsidiaries are included in Note 38.

**2. SIGNIFICANT ACCOUNTING POLICIES**
**2.1 Basis of preparation**

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)") under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

**Interpretations and amendments to published standards effective in 2020**

On 1 January 2020, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years, except as follows:

*Interest Rate Benchmark Reform (Amendments to SFRS(I) 9 and SFRS(I) 7)*

In accordance with the transition provisions, the Group has adopted the amendments to SFRS(I) 9 and SFRS(I) 7 effective 1 January 2020 retrospectively to hedging relationships that existed at the start of the reporting period or were designated thereafter, and to the amount accumulated in the cash flow hedge reserve at that date.

The amendments provide temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by inter-bank offered rate ("IBOR") reform. The reliefs have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness, if any, continues to be recorded in the income statement. The reliefs will cease to apply when the uncertainties arising from interest rate benchmark reform are no longer present.

The Group treasury function is managing the Group's IBOR transition plan. The greatest change will be amendments to the contractual terms of the variable rate borrowings and the associated interest rate swaps and the corresponding update of the hedge designation.

No changes were required to any of the amounts recognised in the current or prior period as a result of these amendments. Note 26 and Note 34(a)(i) provide information on the uncertainty arising from IBOR reform for hedging relationships for which the Group has applied the reliefs.



**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.2 Revenue**

Sales comprise the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the Group's activities. Sales are presented, net of value-added tax, rebates and discounts, and after eliminating sales within the Group.

The Group assesses its role as an agent or principal for each transaction and in an agency arrangement the amounts collected on behalf of the principal are excluded from revenue. The Group recognises revenue when the amount of revenue and related cost can be reliably measured, it is probable that the collectability of the related receivables is reasonably assured and the specific criteria for each of the Group's activities are met as follows:

## (a) Hospitality operations

Revenue from operation of hotels and serviced residences is recognised over time as the accommodation and related services are provided and based on the daily room rates over the duration of the stay stated in the contract.

No element of financing is deemed present as the sales are made with a credit term of Nil to 30 days.

## (b) Hospitality management and other related fees

## (i) Hospitality management fees

Management fees earned from hospitality properties managed by the Group are recognised over time in the accounting period when services are rendered under the terms of the contract. The fees include a base fee, which is generally a percentage of the hospitality property's revenue, and/or an incentive fee, which is generally based on the hospitality property's profitability. No element of financing is deemed present as the sales are made with a credit term of Nil to 30 days.

## (ii) Other related fees

Other related fees include centralised services fees, technical services fees and other incidental fees.

The Group assesses whether the Group transfers the services over time or at a point in time by determining if:

- i) the customer simultaneously receives and consumes the benefits provided by the Group as the Group performs the services;
- ii) its performance does not create an asset with an alternative use to the Group; and
- iii) the Group has an enforceable right to payment for performance completed to date.

The fees are recognised when the control of the service has been transferred to the customer or performance obligations have been satisfied under the terms of the contract.

For centralised service fees, revenue is recognised based on agreed and fixed rate over the number of hotel keys stated in the contract. For other fees, revenue is recognised based on agreed rate and completion of service milestone stated in the contract.

No element of financing is deemed present as the sales are made with a credit term of Nil to 30 days.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.2 Revenue** (continued)

## (c) Sale of development properties

Revenue from sale of development properties under construction is recognised when the control over the properties are transferred to the buyers. At contract inception, the Group assesses whether the Group transfers control of the properties over time or at a point in time by determining if:

- i) its performance does not create an asset with an alternative use to the Group; and
- ii) the Group has an enforceable right to payment for performance completed to date.

The properties generally have no alternative use for the Group due to contractual restriction, and the Group generally has enforceable rights to payment arising from the contractual terms. For these contracts, revenue is recognised over time by reference to the Group's progress towards completing the construction of the properties. The measure of progress is determined based on the proportion of contract costs incurred to date to the estimated total contract costs, as certified by the architects or quantity surveyors, to the estimated total construction costs for the project. When it is probable that the total development costs will exceed the total revenue, the expected loss is recognised as an expense immediately. 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.

For costs incurred in acquiring the contract, these are capitalised and including within "Other current assets". For costs incurred in fulfilling the contract which are within the scope of another SFRS(I) (eg. SFRS(I) 1-2 *Inventories*), these have been accounted for in accordance with those other SFRS(I). If these are not within the scope of another SFRS(I), the Group will capitalise these as contract costs assets only if:

- i) these costs relate directly to a contract or an anticipated contract which the Group can specifically identify;
- ii) these costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- iii) these costs are expected to be recovered. Otherwise, such costs are recognised as an expense immediately.

For certain contracts where the Group does not have enforceable right to payment, revenue is recognised only when:

- i) the completed properties are delivered to the customers; and
- ii) the customers have accepted it in accordance with the sales contract.

In certain cases, in addition to the above criteria, revenue is recognised only when payment is settled.

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 the profit or loss in the period in which the circumstances that give rise to the revision become known by management.

The customer is invoiced on a milestone payment schedule. If the value of the properties transferred by the Group exceed the payments, a contract asset is recognised. If the payments exceed the value of the properties transferred, a contract liability is recognised.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.2 Revenue** (continued)

## (c) Sale of development properties (continued)

No element of financing is deemed present as:

- i) for deposit of the contract, payment is due immediately when the customer enters into the contract; and
- ii) for milestone invoice, a credit term of 14 days is granted to the customer.

Capitalised contract costs are subsequently amortised on a systematic basis as the Group recognises the related revenue over time or at a point in time. An impairment loss is recognised in the profit or loss to the extent that the carrying amount of capitalised contract costs exceeds the expected remaining consideration less any directly related costs not yet recognised as expenses.

## (d) Sale of properties held for sale

Revenue from sale of properties held for sale is recognised at a point in time when the control of the properties are transferred to the customers and the customers have accepted it in accordance with the sales contract.

Payment of the contract price is due immediately when the customer enters into the contract.

## (e) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term.

## (f) Interest income

Interest income is recognised using the effective interest rate method.

## (g) Dividend income

Dividend income is recognised when the right to receive payment is established, it is probable that the economic benefit associated with the dividend will flow to the Group, and the amount of dividends can be reliably measured.

**2.3 Government grants**

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants that compensate the Group for expenses incurred are shown separately as "other income".

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.4 Group accounting**

## (a) Subsidiaries

## (i) Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date when control is transferred to the Group. They are deconsolidated from the date that control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interest comprises the portion of a subsidiary's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet. Total comprehensive income is attributed to the non-controlling interest based on their respective interests in a subsidiary, even if this results in the non-controlling interest having a deficit balance.

## (ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair value of the identifiable net assets is recorded as goodwill. Refer to Note 2.8(a) "Intangible assets – Goodwill on acquisitions" for the subsequent accounting policy on goodwill.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.4 Group accounting** (continued)

## (a) Subsidiaries (continued)

## (iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained profits if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Refer to Note 2.11 "Investments in subsidiaries, joint ventures and associated companies" for the accounting policy on investments in subsidiaries in the separate financial statements of the Company.

## (b) Transactions with non-controlling interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

## (c) Joint operations

The Group's joint operations are joint arrangements whereby the parties (the joint operators) that have joint control of the arrangement have rights to the assets, and obligations to the liabilities, relating to the arrangement.

The Group recognises, in relation to its interest in the joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

When the Group sells or contributes assets to a joint operation, the Group recognises gains or losses on the sale or contribution of assets that is attributable to the interest of the other joint operators. The Group recognises the full amount of any loss when the sale or contribution of assets provides evidence of a reduction in the net realisable value, or an impairment loss, of those assets.

When the Group purchases assets from a joint operation, it does not recognise its share of the gains and losses until it resells the assets to a third party. However, a loss on the transaction is recognised immediately if the loss provides evidence of a reduction in the net realisable value of the assets to be purchased or an impairment loss.

The accounting policies of the assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

The Company applies the same accounting policy on joint operations in its separate financial statements.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.4 Group accounting** (continued)

## (d) Associated companies and joint ventures

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above.

Joint ventures are entities over which the Group has joint control as a result of contractual arrangements, and rights to the net assets of the entities.

Investments in associated companies and joint ventures are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

## (i) Acquisitions

Investments in associated companies and joint ventures are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Goodwill on associated companies and joint ventures represents the excess of the cost of acquisition of the associated company or joint venture over the Group's share of the fair value of the identifiable net assets of the associated company or joint venture and is included in the carrying amount of the investments.

## (ii) Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' or joint ventures' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income. Dividends received or receivable from the associated companies or joint ventures are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in an associated company or joint venture equals to or exceeds its interest in the associated company or joint venture, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated company or joint venture. If the associated company or joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in an associate or joint venture includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies or joint ventures are eliminated to the extent of the Group's interest in the associated companies or joint ventures. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies or joint ventures are changed where necessary to ensure consistency with the accounting policies adopted by the Group.



**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**2.4 Group accounting** (continued)

(d) Associated companies and joint ventures (continued)

(iii) Disposals

Investments in associated companies or joint ventures are derecognised when the Group loses significant influence or joint control. If the retained equity interest in the former associated company or joint venture is a financial asset, the retained equity interest is remeasured at fair value. The difference between the carrying amount of the retained equity interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Refer to Note 2.11 “Investments in subsidiaries, joint ventures and associated companies” for the accounting policy on investments in associated companies and joint ventures in the separate financial statements of the Company.

**2.5 Property, plant and equipment**

(a) Measurement

(i) Land and buildings

Land and buildings are initially recognised at cost. Freehold land is subsequently carried at the revalued amount less accumulated impairment losses. Buildings and leasehold land are subsequently carried at the revalued amounts less accumulated depreciation and accumulated impairment losses.

Land and buildings are revalued by independent professional valuers on an annual basis or whenever their carrying amounts are likely to differ materially from their revalued amounts. When an asset is revalued, any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset. The net amount is then restated to the revalued amount of the asset.

Increases in carrying amounts arising from revaluation, including currency translation differences, are recognised in other comprehensive income and accumulated in equity, unless they reverse a revaluation decrease of the same asset previously recognised in profit or loss. In this case, the increase is recognised in profit or loss. Decreases in carrying amounts that offset previous increases of the same asset are first recognised in other comprehensive income to the extent of any credit balance existing in the equity in respect of that asset and reduces the amount accumulated in equity. All other decreases in carrying amounts are recognised in profit or loss.

(ii) Other property, plant and equipment

Construction-in-progress are initially carried at cost and subsequently transferred to the respective classes of property, plant and equipment upon completion.

All other items of property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(iii) Components of costs

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs. Refer to Note 2.9 “Borrowing costs” for the accounting policy on borrowing costs.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**2.5 Property, plant and equipment** (continued)

(b) Depreciation

Freehold land and construction-in-progress are not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Buildings and offices	50 years or remaining lease term
Plant, equipment, furniture and fittings	3 – 10 years
Motor vehicles	5 – 10 years
Other assets	5 – 10 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) Disposal

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within “Other gains and impairment losses – net”. Any amount in revaluation reserve relating to that item is transferred to retained profits directly.

**2.6 Development properties**

Development properties refer to properties developed for sale.

Development properties that are unsold are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and applicable variable selling expenses.

For revenue recognition on sale of development properties, see Note 2.2(c).

**2.7 Properties held for sale**

Properties held for sale refer to completed properties that are held for sale. They are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.8 Intangible assets**

## (a) Goodwill on acquisitions

Goodwill on acquisitions of subsidiaries and businesses represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on acquisitions of subsidiaries and businesses is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Goodwill on acquisitions of associated companies and joint ventures represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated companies and joint ventures is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiaries, joint operations, associated companies and joint ventures include the carrying amount of goodwill relating to the entity sold.

## (b) Acquired hospitality lease agreements and hospitality management agreements

Hospitality lease agreements and hospitality management agreements acquired in a business combination are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses, if any. These costs are amortised to profit or loss using the straight-line method over the term of the agreements of 5 to 40 years.

**2.9 Borrowing costs**

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction.

The actual borrowing costs incurred during the period up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the asset under construction or property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings.

**2.10 Investment properties**

Investment properties include those portions of land and buildings that are held for long-term rental yields and/or for capital appreciation and land under operating leases that is held for long-term capital appreciation or for a currently indeterminate use. Investment properties include properties that are being constructed or developed for future use as investment properties.

Investment properties are initially recognised at cost and subsequently carried at fair value, determined annually by independent professional valuers on the highest-and-best-use basis. Changes in fair values are recognised in profit or loss.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.10 Investment properties** (continued)

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

**2.11 Investments in subsidiaries, joint ventures and associated companies**

Investments in subsidiaries, joint ventures and associated companies are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

**2.12 Impairment of non-financial assets**

## (a) Goodwill and intangible assets (including brands) with indefinite lives

Goodwill and intangible assets (including brands) with indefinite lives are tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating-units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and the value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

The Group, through its joint venture, hold brands with indefinite lives.

## (b) Other intangible assets

Property, plant and equipment

Right-of-use assets

Investments in subsidiaries, joint ventures and associated companies

Other intangible assets, property, plant and equipment, right-of-use assets and investments in subsidiaries, joint ventures and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the CGU to which the asset belongs.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.12 Impairment of non-financial assets** (continued)

- (b) Other intangible assets  
 Property, plant and equipment  
 Right-of-use assets  
 Investments in subsidiaries, joint ventures and associated companies (continued)

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease. Refer to Note 2.5(a)(i) "Property, plant and equipment" for the treatment of a revaluation decrease.

An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense, a reversal of that impairment is also recognised in profit or loss.

**2.13 Investments and other financial assets**

- (a) Classification and measurement

The Group classifies its financial assets in the following measurement categories:

- Amortised cost;
- Fair value through other comprehensive income ("FVOCI"); and
- Fair value through profit or loss ("FVPL").

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

At subsequent measurement

- (i) Debt instruments

Debt instruments mainly comprise of cash and cash equivalents and trade and other receivables.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.13 Investments and other financial assets** (continued)

- (a) Classification and measurement (continued)

At subsequent measurement (continued)

- (i) Debt instruments (continued)

There are three subsequent measurement categories, depending on the Group's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income ("OCI") and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "Other gains and impairment losses – net". Interest income from these financial assets is recognised using the effective interest rate method and presented in "Other income".
- FVPL: Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income that is not part of a hedging relationship is recognised in profit or loss in the period in which it arises and presented in "Other gains and impairment losses – net".

- (ii) Equity instruments

The Group subsequently measures all its equity investments at their fair values. Equity instruments are classified as FVPL with movements in their fair values recognised in profit or loss in the period in which the changes arise and presented in "Other gains and impairment losses – net", except where the Group has elected to classify the investments as FVOCI. Movements in fair values of investments classified as FVOCI are presented as "Fair value gains and losses" in Other Comprehensive Income. Dividends from equity investments are recognised in profit or loss as "Dividend income".



**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.13 Investments and other financial assets** (continued)

## (b) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 34(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

## (c) Recognition and derecognition

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.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sales proceed is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

On disposal of an equity investment, the difference between the carrying amount and sales proceed is recognised in profit or loss if there was no election made to recognise fair value changes in other comprehensive income. If there was an election made, any difference between the carrying amount and sales proceed amount would be recognised in other comprehensive income and transferred to retained profits along with the amount previously recognised in other comprehensive income relating to that asset.

**2.14 Derivative financial instruments and hedging activities**

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates each hedge as either: (a) cash flow hedge; or (b) net investment hedge.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

The Group documents at the inception of the transaction the relationship between the hedging instruments and hedged items, as well as its risk management objective and strategies for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis on whether the hedging relationship meets the hedge effectiveness requirements under SFRS(I) 9.

The fair value of various derivative financial instruments used for hedging purposes are disclosed in Note 26. The carrying amount of a derivative designated as a hedge is presented as a non-current asset or liability if the remaining expected life of the hedged item is more than 12 months, and as a current asset or liability if the remaining expected life of the hedged item is less than 12 months. The fair value of a trading derivative is presented as a current asset or liability.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.14 Derivative financial instruments and hedging activities** (continued)

The following hedges in place qualified respectively as cash flow and net investment hedges under SFRS(I) 9.

## (a) Cash flow hedge – Interest rate swaps

The Group has entered into interest rate swaps that are cash flow hedges for the Group's exposure to interest rate risk on its borrowings. These contracts entitle the Group to receive interest at floating rates on notional principal amounts and oblige the Group to pay interest at fixed rates on the same notional principal amounts, thus allowing the Group to raise borrowings at floating rates and swap them into fixed rates.

The fair value changes on the effective portion of interest rate swaps designated as cash flow hedges are recognised in other comprehensive income, accumulated in the hedging reserve and reclassified to profit or loss when the hedged interest expense on the borrowings is recognised in profit or loss and presented separately in "Finance expense". The fair value changes on the ineffective portion of interest rate swaps are recognised immediately in profit or loss.

## (b) Net investment hedge

The Group has foreign currency borrowings that qualify as net investment hedges of foreign operations. These hedging instruments are accounted for similarly to cash flow hedges. The currency translation differences on the borrowings relating to the effective portion of the hedge are recognised in other comprehensive income in the consolidated financial statements, accumulated in the currency translation reserve and reclassified to profit or loss as part of the gain or loss on disposal of the foreign operation. The currency translation differences relating to the ineffective portion of the hedge are recognised immediately in profit or loss.

**2.15 Financial guarantees**

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiaries. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

- (a) premium received on initial recognition less amortisation over the period of the subsidiaries' borrowings; and
- (b) at the amount of loss allowance computed using the impairment methodology under SFRS(I) 9.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.16 Borrowings**

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

**2.17 Trade and other payables**

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less. Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest rate method.

**2.18 Fair value estimation of financial assets and liabilities**

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.19 Leases**

(a) When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

- Right-of-use assets

The Group recognises a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

Right-of-use assets (except for those which meet the definition of an investment property) are presented within "Property, plant and equipment".

There were no right-of-use assets which meet the definition of an investment property.

- Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments), less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if it is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and accounts these as one single lease component.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.19 Leases** (continued)

(a) When the Group is the lessee (continued):

- Lease liabilities (continued)

Lease liabilities are measured at amortised cost using the effective interest method. Lease liabilities shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is a modification in the scope or the consideration of the lease that was not part of the original term.

Lease liabilities are remeasured with a corresponding adjustment to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

- Short term and low value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value, except for sublease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

- Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments. Details of the variable lease payments are disclosed in Note 22.

(b) When the Group is the lessor

- Lessor – Operating leases

Leases where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

Contingent rents are recognised as income in profit or loss when earned.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.20 Income taxes**

Current income tax for current and prior periods 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 substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a tax authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, associated companies and joint ventures, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and
- based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities, except for investment properties. Investment property measured at fair value is presumed to be recovered entirely through sale.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits (for example, productivity and innovation credit) similar to accounting for other tax credits where deferred tax asset is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

**2.21 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.



**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.21 Provisions** (continued)

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised in the statement of comprehensive income as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

**2.22 Employee compensation**

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

**2.23 Currency translation**

## (a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Singapore Dollars, which is the functional currency of the Company.

## (b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings and all other foreign exchange gains and losses impacting profit or loss are presented in the income statement within "Other gains and impairment losses – net".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**2.23 Currency translation** (continued)

## (c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

**2.24 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's executive director and management who are responsible for allocating resources and assessing performance of the operating segments.

**2.25 Cash and cash equivalents**

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits with financial institutions which are subject to an insignificant risk of change in value, net of bank overdrafts, if any. Bank overdrafts, if any, are presented as current borrowings on the balance sheet. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

**2.26 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

**2.27 Dividends to equity holders of the Company**

Dividends to equity holders of the Company are recognised when the dividends are approved for payment.

**3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS**

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and various other factors, including expectations of future events that are believed to be reasonable under the current circumstances.

**3.1 Valuation of investment properties and land and buildings classified under property, plant and equipment**

As at 31 December 2020, the Group's investment properties of \$878,837,000 (2019: \$793,841,000) (Note 20) and land and buildings of \$504,418,000 (2019: \$517,023,000) (Note 21) classified under property, plant and equipment, are stated at their estimated fair values determined by independent professional valuers. These estimated fair values may differ significantly from the prices at which these properties can be sold due to the actual negotiations between willing buyers and sellers as well as changes in assumptions and conditions arising from unforeseen events. Consequently, the actual results and the realisation of these properties could differ significantly from the estimates set forth in these financial statements.

If the actual fair values of investment properties increase or decrease by 1% (2019: 1%) from the estimates, the loss after tax will decrease or increase by \$7,634,000 and net assets of the Group will increase or decrease by the same amount (2019: the profit after tax and net assets of the Group will increase or decrease by \$6,969,000).

If the actual fair values of land and buildings classified under property, plant and equipment increase or decrease by 1% (2019: 1%) from the estimates, the total comprehensive loss will decrease or increase by \$4,584,000 and the net assets of the Group will increase or decrease by the same amount (2019: the total comprehensive profit and the net assets of the Group will increase or decrease by \$4,722,000).

**3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS** (continued)**3.2 Impairment assessment of goodwill**

Based on the Group's impairment assessment, no impairment is required for goodwill allocated to CGUs within the hospitality business for 'Management Services – Singapore' CGU of \$37,257,000 (2019: \$37,257,000) (Note 23(a)). Goodwill allocated to 'Property ownership – Australia' CGU is impaired, with recoverable amount of \$5,670,000 (2019: \$14,015,000) (Note 23(a)). The recoverable amounts of the CGUs are determined on the following basis:

- (a) 'Management services – Singapore' CGU: Fair value less costs to sell ("FVLCTS"); and
- (b) 'Property ownership – Australia' CGU: Value-in-use

Judgements are used to estimate the key assumptions applied (Note 23(a)) in computing the recoverable amounts of the CGUs.

- (i) Management services – Singapore

A reasonably possible change of the following magnitude on the key assumptions will not result in a reduction of the carrying amount of the goodwill as at 31 December 2020:

	<u>Higher/(lower)</u>
<u>Discounted Cash Flow method</u>	
EBITDA* margin	(4.0%)
Terminal growth rate	(0.5%)
Post-tax discount rate	<u>0.5%</u>
* EBITDA is defined as earnings before interest, taxes, depreciation and amortisation	
<u>Guideline Public Company method</u>	
Multiples	(5.0%)
Normalised earnings	<u>(5.0%)</u>

- (ii) Property ownership – Australia

A reasonably possible change of the following magnitude on the key assumptions will result in an impairment charge on the remaining goodwill as at 31 December 2020 as follows:

	<u>Higher/(lower)</u>	<u>Impairment charge</u>
		\$'000
Average EBITDA margin from 2021 to 2030	(1.0%)	5,670
Pre-tax discount rate	0.5%	5,670
Terminal growth rate	<u>(0.5%)</u>	<u>5,670</u>

**3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS** (continued)**3.3 Valuation of investment in joint venture, Toga Hotel Holdings Unit Trust ("Toga Trust")**

As at 31 December 2020, the carrying value of the Group's investment in Toga Trust accounted for using the equity method of accounting amounted to \$193,524,000 (2019: \$199,868,000) (Note 18). The Group's share of Toga Trust's results recognised in the profit or loss and other comprehensive income are affected by the significant estimates and assumptions applied by Toga Trust in the:

- (a) Determination of the fair value of its land and buildings classified under property, plant and equipment with a carrying amount of \$375,671,000 (2019: \$310,506,000); and
- (b) Impairment assessment of its goodwill and brands with indefinite lives with a carrying amount of \$194,800,000 (2019: \$183,204,000).

The carrying amounts above reflect the amounts presented in the financial statements of Toga Trust and not the Group's share of those amounts.

If the actual fair values of these land and buildings increase or decrease by 1% (2019: 1%), the net assets of the Group will increase or decrease by \$774,000 (2019: \$802,000).

If the recoverable amount of the CGU (which the goodwill and brands with indefinite lives are allocated to) decreases by 5% (2019: 5%), there will be an impairment of \$1,263,000 (2019: no reduction) in the carrying value of the Group's investment in Toga Trust.

**4. REVENUE**

	Group	
	2020	2019
	\$'000	\$'000
Revenue from contracts with customers	72,702	124,285
Rental income (Note 20(b))	39,513	31,778
	<b>112,215</b>	<b>156,063</b>

- (a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major revenue streams and geographical regions. Revenue is attributed to countries by location of customers.

	Group	
	2020	2019
	\$'000	\$'000
Hospitality operations		
– Singapore	24,823	44,141
– Australia	22,096	48,536
– New Zealand	3,766	8,160
– Other countries	1,363	4,620
	<b>52,048</b>	<b>105,457</b>
Hospitality management and other related fees received/receivable from other related parties		
– Singapore	14,093	18,828
Sale of property held for sale – Singapore	6,561	-
Total revenue from contracts with customers	<b>72,702</b>	<b>124,285</b>

All the sales are recognised over time, except for revenue from sale of property held for sale – Singapore which is recognised at a point in time.

**4. REVENUE** (continued)

- (b) Contract liabilities

	Group		
	31 December	2019	1 January
	2020	2019	2019
	\$'000	\$'000	\$'000
Hospitality operations	263	950	1,050
Hospitality management and other related fees	116	296	317
Total contract liabilities	<b>379</b>	<b>1,246</b>	<b>1,367</b>

Contract liabilities have decreased due to the impact of COVID-19 on the hospitality business of the Group.

Revenue recognised in relation to contract liabilities

	Group	
	2020	2019
	\$'000	\$'000
Revenue recognised in current period that was included in the contract liability balance at the beginning of the period		
Hospitality operations	950	1,050
Hospitality management and other related fees	296	317
	<b>1,246</b>	<b>1,367</b>

- (c) Trade receivables from contracts with customers

	Group			Company		
	31 December	1 January		31 December	1 January	
	2020	2019	2019	2020	2019	2019
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Current assets</b>						
Trade receivables from contracts with customers	5,163	8,460	10,643	592	1,443	1,806
Less: Allowance for impairment of receivables	(181)	(191)	(261)	(82)	(83)	(93)
	<b>4,982</b>	<b>8,269</b>	<b>10,382</b>	<b>510</b>	<b>1,360</b>	<b>1,713</b>

## 5. EXPENSES BY NATURE

	Group	
	2020 \$'000	2019 \$'000
Cost of medical suite sold	6,060	-
Depreciation of property, plant and equipment (Note 21)	20,932	21,866
Amortisation of intangible assets (Note 23(b))	2,705	2,820
Advertising, promotion and marketing	4,319	7,207
Hospitality supplies and services	12,105	22,240
Hospitality management fees – joint venture	1,300	2,397
Directors' fees and benefits	418	591
Employee compensation (Note 6)	30,937	39,697
Property tax and upkeep of properties	12,790	11,102
Rental expense on operating leases – other related parties	886	6,843
Support services paid/payable to:		
– joint venture	1,920	4,270
– other related parties	4,266	4,559
Fees on audit services paid/payable to:		
– auditor of the Company	495	473
– other auditors*	247	493
Fees on non-audit services paid/payable to:		
– auditor of the Company	159	128
– other auditors*	23	44
Professional fees	4,433	5,678
Insurance	1,163	1,158
Allowance for/(write-back) of impairment losses on trade receivables (Note 34(b))	790	(13)
Other expenses	1,376	1,734
Total cost of sales, distribution and marketing, administrative and other expenses	107,324	133,287

\* Includes the network of member firms of PricewaterhouseCoopers ("PwC") International Limited (PwCIL) and auditors not within the network of member firms of PwC.

Included in the Group's other expenses is amortisation of deferred income (Note 27) amounting to \$5,166,000 (2019: \$5,166,000).

## 6. EMPLOYEE COMPENSATION

	Group	
	2020 \$'000	2019 \$'000
Wages and salaries	28,280	36,449
Employer's contribution to defined contribution plans, including Central Provident Fund	2,657	3,248
	30,937	39,697

## 7. OTHER INCOME

	Group	
	2020 \$'000	2019 \$'000
Interest income from:		
- bank deposits	2,474	4,340
- advances to joint venture	88	-
Government grant income		
- wage subsidies (a)	5,894	-
- property tax rebates and cash grant (b)	3,946	-
Government grant expense – rent concessions (c)	(1,003)	-
Other miscellaneous income	191	160
	11,590	4,500

(a) Government grant income included the amounts of \$2,252,000 and \$2,769,000 recognised during the financial year under the Jobs Support Scheme (the "JSS") and the JobKeeper Payment Scheme (the "JKP") respectively. The JSS is a temporary scheme introduced in the Singapore Budget 2020 to help enterprises retain local employees. Under the JSS, employers will receive cash grants in relation to the gross monthly wages of eligible employees. The JKP is a temporary scheme introduced by the Australian government in 2020 to help keep Australians employed through providing wage subsidies to employers. Wage subsidies received from New Zealand and Malaysian governments were also recognised.

(b) Property tax rebates and cash grant were received from the Singapore Government to help businesses deal with the impact from COVID-19. For the property tax rebates received where the Group is the landlord, the Group is obliged to pass on the benefits to its tenants and has transferred these to the tenants in form of rent rebates during the current financial year. For the cash grant, the Group is obliged to waive up to two months of rent to eligible tenants.

(c) Government grant expense relates to the property tax rebates received from the Singapore Government that were transferred to tenants in the form of rent rebates during the year and rental waivers provided to eligible tenants as part of the qualifying conditions of the cash grant.

## 8. OTHER GAINS AND IMPAIRMENT LOSSES – NET

	Group	
	2020 \$'000	2019 \$'000
Impairment of:		
- properties held for sale (Note 16)	(1,024)	-
- right-of-use asset (Note 21)	(1,140)	-
- goodwill (Note 23)	(8,838)	-
Fair value gains on investment properties - net (Note 20)	4,521	18,825
Revaluation losses on property, plant and equipment (Note 21)	(2,340)	(2,033)
Currency exchange gains/(losses) - net	11,553	(1,920)
Gain/(Loss) on disposal of:		
- property, plant and equipment	5	(27)
- investment properties	-	(1,704)
	2,737	13,141



**9. FINANCE EXPENSES**

	Group	
	2020	2019
	\$'000	\$'000
Interest expense for:		
– bank borrowings	7,050	7,274
– advances from non-controlling interests	1,331	1,327
– lease liabilities (Note 22)	8,958	9,509
	<b>17,339</b>	18,110
Cash flow hedges, reclassified from hedging reserves (Note 30(iv))	141	-
Less: Borrowing costs capitalised in development properties and investment properties	(374)	(1,245)
Finance expenses recognised in profit or loss	<b>17,106</b>	16,865

Borrowing costs on general financing were capitalised at a rate of 0.9% (2019: 1.5%) per annum.

**10. INCOME TAXES**

## (a) Income tax expense

	Group	
	2020	2019
	\$'000	\$'000
Tax expense attributable to (loss)/profit is made up of:		
(Loss)/Profit for the financial year:		
Current income tax		
– Singapore	717	1,600
– Foreign	2,515	3,532
	<b>3,232</b>	5,132
Deferred income tax (Note 28)	3,052	2,552
	<b>6,284</b>	7,684
(Over)/Under provision in prior financial years:		
Current income tax		
– Singapore	65	(315)
– Foreign	(1,822)	(600)
	<b>(1,757)</b>	(915)
Deferred income tax (Note 28)	1,023	(2,617)
	<b>(734)</b>	(3,532)
	<b>5,550</b>	4,152

**10. INCOME TAXES** (continued)

## (a) Income tax expense (continued)

The tax on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the Singapore standard rate of income tax as follows:

	Group	
	2020	2019
	\$'000	\$'000
(Loss)/Profit before income tax	<b>(3,359)</b>	29,932
Share of loss/(profit) of:		
– joint ventures, net of tax	7,613	(3,169)
– associated companies, net of tax	<b>(2,142)</b>	(3,211)
	<b>5,471</b>	(6,380)
Profit before income tax and share of (loss)/profit of joint ventures and associated companies	<b>2,112</b>	23,552
Tax calculated at tax rate of 17% (2019: 17%)	<b>359</b>	4,004
Effects of:		
– different tax rates in other countries	342	745
– tax incentives	-	(17)
– expenses not deductible for tax purposes	7,843	5,741
– income not subject to tax	<b>(4,333)</b>	(4,007)
– statutory stepped income exemption	(52)	(47)
– deferred tax asset not recognised	2,128	491
– recognition of previously unrecognised tax losses and capital allowances	(3)	(334)
– profit of a joint venture subject to tax on remittance	-	1,108
– over provision of tax in prior financial years	<b>(734)</b>	(3,532)
Tax charge	<b>5,550</b>	4,152

**10. INCOME TAXES** (continued)

(b) Movement in current income tax liabilities

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Beginning of financial year	6,021	4,723	129	485
Currency translation differences	131	(8)	-	-
Income tax paid – net	(2,204)	(4,105)	(129)	-
Acquisition of companies	-	1,194	-	-
Tax expense	3,232	5,132	-	-
Overprovision in prior financial years	(1,757)	(915)	-	(356)
End of financial year	5,423	6,021	-	129

(c) Tax effects – other comprehensive income/(loss)

	2020			2019		
	Before Tax \$'000	Tax credit/ (charge) \$'000	After Tax \$'000	Before Tax \$'000	Tax credit/ (charge) \$'000	After Tax \$'000
<i>Items that may be reclassified subsequently to profit or loss:</i>						
Share of other comprehensive loss of joint ventures	(2,664)	-	(2,664)	(2,382)	-	(2,382)
Fair value losses and reclassification adjustments on cash flow hedges	(1,796)	-	(1,796)	-	-	-
Currency translation differences arising from consolidation	15,051	-	15,051	(4,561)	-	(4,561)
<i>Items that will not be reclassified subsequently to profit or loss:</i>						
Share of other comprehensive income/(loss) of:						
– joint ventures	9,189	(3,064)	6,125	7,632	(1,876)	5,756
– associated companies	(2,612)	-	(2,612)	2,958	-	2,958
Revaluation (losses)/gains on property, plant and equipment-net	(15,972)	2,206	(13,766)	6,924	1,954	8,878
Currency translation differences arising from consolidation	5,815	-	5,815	(2,432)	-	(2,432)
	7,011	(858)	6,153	8,139	78	8,217

**11. EARNINGS PER SHARE**

Basic earnings per share ("EPS") is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2020	2019
Net profit attributable to equity holders of the Company (\$'000)	1,538	26,031
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)	443,928	437,780
Basic EPS (cents per share)	0.35	5.95

Diluted EPS was the same as basic EPS as there are no dilutive potential ordinary shares.

**12. CASH AND CASH EQUIVALENTS**

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Cash at bank and on hand	100,419	63,732	6,079	6,510
Short-term bank deposits	177,963	193,698	145,099	153,322
	278,382	257,430	151,178	159,832

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

	Group	
	2020 \$'000	2019 \$'000
Cash and cash equivalents (as above)	278,382	257,430
Less: Bank deposits pledged	(31,235)	(24,952)
Cash and cash equivalents per consolidated statement of cash flows	247,147	232,478

Bank deposits are pledged in relation to the security granted for certain borrowings (Note 25).

In the prior financial year, on 15 March 2019, the Group acquired a group of companies, which were owners of the freehold interests of three purpose-built student accommodation ("PBSA") properties located in Bristol and Liverpool ("Bristol and Liverpool") in the United Kingdom ("UK"). On 8 November 2019, the Group acquired a group of companies, which were owners of the freehold interests of two PBSA properties located in Leeds and Sheffield ("Leeds and Sheffield") in the UK. Details of the consideration paid, the assets acquired and liabilities assumed and the effects on the cash flows of the Group, at each acquisition date, were as follows:

	Bristol and Liverpool	Leeds and Sheffield	Total
	2019 \$'000	\$'000	\$'000
Carrying amounts of assets and liabilities as at the date of acquisition:			
Trade and other receivables	319	-	319
Investment properties	102,781	124,671	227,452
Total assets	103,100	124,671	227,771
Trade and other payables	2,669	7,550	10,219
Income tax liabilities	423	771	1,194
Total liabilities	3,092	8,321	11,413
Net assets acquired	100,008	116,350	216,358
Transaction costs paid	953	2,302	3,255
Consideration paid - Cash	100,961	118,652	219,613

**13. TRADE AND OTHER RECEIVABLES**

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Trade receivables:				
– a joint venture	32	-	32	-
– other related parties	2,474	2,532	-	2
– non-related parties	6,940	10,207	586	1,460
	<b>9,446</b>	12,739	<b>618</b>	1,462
Less: Allowance for impairment of receivables (Note 34(b))				
– non-related parties	(1,021)	(282)	(82)	(83)
	<b>8,425</b>	12,457	<b>536</b>	1,379
Advances to subsidiaries	-	-	168,341	164,290
Deposits:				
– other related parties	5,365	5,367	5,238	5,239
– non-related parties	216	187	11	10
Prepayments	2,473	2,813	173	233
Other receivables:				
– other related parties	926	1,167	163	70
– non-related parties	2,018	4,697	634	1,671
Government grant receivable	2,657	-	1,307	-
	<b>13,655</b>	14,231	<b>175,867</b>	171,513
	<b>22,080</b>	26,688	<b>176,403</b>	172,892

The advances to subsidiaries by the Company and the other receivables from other related parties of the Group and the Company, if any, are unsecured, repayable on demand and interest-free, except that the advances to a subsidiary by the Company of \$154,812,000 (2019: \$154,812,000) is interest-bearing at a weighted average effective rate of 2.0% (2019: 2.0%) per annum.

**14. OTHER NON-CURRENT ASSETS**

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Prepayments	276	375	169	185
Advance payment	-	20,528	-	-
Advances to:				
– subsidiaries	-	-	350,302	349,350
– associated company	864	862	-	-
– a joint venture	6,392	-	-	-
	<b>7,532</b>	21,765	<b>350,471</b>	349,535
Less: Allowance for impairment of advances to an associated company	(864)	(862)	-	-
	<b>6,668</b>	20,903	<b>350,471</b>	349,535

In the prior financial year, advance payment of \$20,528,000 related to an investment in a joint venture hotel development project in Ariake in Tokyo, Japan (the "Hotel Project"). The Hotel Project is a joint venture between Far East Hospitality Holdings Pte. Ltd. ("FEHH"), a 70%-held subsidiary of the Company, and Boo Han Holdings Pte. Ltd., a related party, entered on 28 May 2018. During the current financial year, the advance payment made on behalf of the joint venture was repaid to the Group. Thereafter, the Group increased its investment in joint venture and provided an advance to the joint venture.

**14. OTHER NON-CURRENT ASSETS (continued)**

The non-current advances to subsidiaries and an associated company by the Company and the Group, if any, are unsecured, not expected to be repayable in the next twelve months and interest-free except for advances to subsidiaries by the Company of \$350,302,000 (2019: \$349,350,000), which is interest-bearing at a weighted average effective rate of 0.9% (2019: 1.5%) per annum. The advances to a joint venture are interest bearing at an effective rate of 2.0% per annum and are repayable on 30 April 2025.

**15. DEVELOPMENT PROPERTIES**

	Group	
	2020 \$'000	2019 \$'000
Freehold land	17,150	17,150
Development costs	44,085	33,631
	<b>61,235</b>	50,781

The amounts relate to unsold properties under development in the United Kingdom.

**16. PROPERTIES HELD FOR SALE**

	Group	
	2020 \$'000	2019 \$'000
Medical suites	117,036	123,959

At the balance sheet date, the details of the Group's properties held for sale are as follows:

Location	Description/existing use	Gross floor area (sm)	Group's effective interest
<b>2020</b>			
Novena Medical Center, 10 Sinaran Drive Singapore	7 units of medical suites	515	100%
Novena Specialist Center, 8 Sinaran Drive Singapore	29 units of medical suites	2,115	100%
<b>2019</b>			
Novena Medical Center, 10 Sinaran Drive Singapore	7 units of medical suites	515	100%
Novena Specialist Center, 8 Sinaran Drive Singapore	30 units of medical suites	2,249	100%

The cost of a unit of medical suite sold during the financial year amounting to \$6,060,000 (2019: Nil) was recognised in "cost of sales" (Note 5).

Impairment of medical suites of \$1,024,000 (2019: Nil) (Note 8) was recognised based on the net realisable value derived from an independent external valuation.

## 17. INVESTMENTS IN ASSOCIATED COMPANIES

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Equity investment at cost			<b>696</b>	696
Beginning of financial year	<b>22,090</b>	15,921		
Share of:				
– profit	<b>2,142</b>	3,211		
– movement in fair value reserve (Note 30(iii))	<b>(2,612)</b>	2,958		
End of financial year	<b>21,620</b>	22,090		

The details of the Group's associated company, FEO Hospitality Asset Management Pte. Ltd. ("FEOHAM"), which, in the opinion of the directors is material to the Group are set out in Note 38. Set out below are the summarised financial information for FEOHAM.

## Summarised balance sheet

	2020 \$'000	2019 \$'000
Current assets	<b>6,760</b>	10,791
Current liabilities	<b>(4,787)</b>	(5,388)
Non-current assets	<b>62,504</b>	61,194
Non-current liabilities	-	(696)

## Summarised statement of comprehensive income

	For the financial year ended	
	2020 \$'000	2019 \$'000
Sales	<b>9,436</b>	12,257
Profit before income tax	<b>7,776</b>	11,620
Net profit	<b>6,492</b>	9,729
Other comprehensive (loss)/income, net of tax	<b>(7,916)</b>	8,965
Total comprehensive (loss)/income	<b>(1,424)</b>	18,694

The information above reflects the amounts presented in the financial statements of FEOHAM and not the Group's share of those amounts.

There are no contingent liabilities relating to the Group's interest in FEOHAM.

## 17. INVESTMENTS IN ASSOCIATED COMPANIES (continued)

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in the associated companies, is as follows:

	2020 \$'000	2019 \$'000
<b>Net assets at beginning of financial year</b>	<b>65,901</b>	47,207
Profit for the year	<b>6,492</b>	9,729
Other comprehensive (loss)/income	<b>(7,916)</b>	8,965
<b>Net assets at end of financial year</b>	<b>64,477</b>	65,901
Interest in FEOHAM (2020 and 2019: 33%)	<b>21,277</b>	21,747
Goodwill	<b>343</b>	343
<b>Carrying value</b>	<b>21,620</b>	22,090

## 18. INVESTMENTS IN JOINT VENTURES

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Equity investment at cost			<b>300</b>	300
Beginning of financial year	<b>444,009</b>	479,268		
Adoption of SFRS(I) 16	-	(14,651)		
Addition	<b>23,398</b>	-		
Shares buy-back	-	(3,785)		
Share of (loss)/profit	<b>(7,613)</b>	3,169		
Share of movements in:				
– asset revaluation reserve (Note 30(i))	<b>6,125</b>	5,756		
– currency translation reserve (Note 30(ii))	<b>(17)</b>	(1,166)		
– hedging reserve (Note 30(iv))	<b>(2,647)</b>	(1,565)		
Dividends received	<b>(1,387)</b>	(17,007)		
Foreign exchange differences	<b>16,414</b>	(6,010)		
End of financial year	<b>478,282</b>	444,009		

## Significant non-cash transactions

In the prior financial year, dividends from joint ventures amounting to \$10,322,000 were received by way of set off against advances from joint ventures.

## Summarised financial information for material joint ventures

The details of the Group's joint ventures, Toga Trust and Woodlands Square Pte. Ltd. ("WSPL"), which, in the opinion of the directors, are material to the Group are set out in Note 38.



**18. INVESTMENTS IN JOINT VENTURES** (continued)

Summarised financial information for material joint ventures (continued)

Set out below are the summarised financial information for Toga Trust and WSPL.

**Summarised consolidated balance sheet**

	Toga Trust		WSPL	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<b>Current assets</b>	<b>71,672</b>	99,461	<b>464,306</b>	691,076
Includes:				
– Cash and cash equivalents	<b>43,281</b>	58,272	<b>13,586</b>	3,541
– Trade and other receivables	<b>28,391</b>	37,004	<b>2,896</b>	3,771
– Development properties	-	-	-	683,764
– Properties held for sale	-	-	<b>447,824</b>	-
<b>Current liabilities</b>	<b>(128,959)</b>	(98,795)	<b>(33,889)</b>	(247,008)
Includes:				
– Financial liabilities (excluding trade payables)	<b>(71,469)</b>	(39,380)	<b>(11,911)</b>	(78,640)
– Other current liabilities (including trade payables)	<b>(57,490)</b>	(59,415)	<b>(21,978)</b>	(168,368)
<b>Non-current assets</b>	<b>1,279,877</b>	1,063,067	<b>323,890</b>	270,517
Includes:				
– Trade and other receivables	-	-	<b>31,585</b>	-
– Property, plant and equipment <sup>(1)</sup>	<b>847,153</b>	673,143	<b>405</b>	-
– Investment property	-	-	<b>291,900</b>	270,517
– Intangible assets <sup>(2)</sup>	<b>258,660</b>	241,655	-	-
<b>Non-current liabilities</b>	<b>(847,170)</b>	(675,626)	<b>(283,713)</b>	(281,429)
Includes:				
– Financial liabilities	<b>(672,998)</b>	(531,788)	<b>(283,713)</b>	(281,429)
– Other liabilities	<b>(174,172)</b>	(143,838)	-	-
<b>Net assets</b>	<b>375,420</b>	388,107	<b>470,594</b>	433,156

<sup>(1)</sup> Includes land and buildings held at fair value amounting to \$375,671,000 (2019: \$310,506,000) for Toga Trust.<sup>(2)</sup> Includes goodwill and brand with indefinite lives amounting to \$194,800,000 (2019: \$183,204,000).**18. INVESTMENTS IN JOINT VENTURES** (continued)

Summarised financial information for material joint ventures (continued)

**Summarised consolidated statement of comprehensive income**

	Toga Trust		WSPL	
	For the financial year ended 2020 \$'000	2019 \$'000	For the financial year ended 2020 \$'000	2019 \$'000
Revenue	<b>191,888</b>	386,685	<b>297,646</b>	-
Interest income	<b>270</b>	870	<b>18</b>	-
Expenses				
Includes:				
– Depreciation and amortisation	<b>(37,658)</b>	(38,508)	<b>(307)</b>	-
– Interest expense	<b>(22,895)</b>	(24,331)	<b>(3,568)</b>	-
<b>(Loss)/Profit before income tax</b>	<b>(41,628)</b>	2,978	<b>37,438</b>	1,788
Income tax credit/(expense)	<b>12,934</b>	(3,278)	-	-
<b>(Loss)/Profit after income tax</b>	<b>(28,694)</b>	(300)	<b>37,438</b>	1,788
<b>Other comprehensive loss, net of tax</b>	<b>(10,254)</b>	(7,220)	-	-
<b>Total comprehensive (loss)/income</b>	<b>(38,948)</b>	(7,520)	<b>37,438</b>	1,788
<b>Dividend received from joint venture</b>	-	656	-	-

The information above reflects the amounts presented in the financial statements of the joint ventures, and not the Group's share of those amounts, adjusted for differences in accounting policies between the Group and the joint ventures.

There are no contingent liabilities relating to the Group's interest in Toga Trust and WSPL.

*Reconciliation of the summarised financial information*

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in the joint ventures are as follows:

	Toga Trust		WSPL	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Net assets at beginning of financial year	<b>388,107</b>	433,133	<b>433,156</b>	431,368
Adoption of SFRS(I) 16	-	(29,302)	-	-
(Loss)/Profit for the year	<b>(28,694)</b>	(300)	<b>37,438</b>	1,788
Other comprehensive loss	<b>(10,254)</b>	(7,220)	-	-
Dividends paid	-	(1,312)	-	-
Foreign exchange differences	<b>26,261</b>	(6,892)	-	-
<b>Net assets at end of financial year</b>	<b>375,420</b>	388,107	<b>470,594</b>	433,156
Group's equity interest in Toga Trust and WSPL	<b>50%</b>	50%	<b>33%</b>	33%
Group's share of net assets	<b>187,710</b>	194,054	<b>156,865</b>	144,385
Goodwill	<b>5,814</b>	5,814	-	-
<b>Carrying value</b>	<b>193,524</b>	199,868	<b>156,865</b>	144,385

**18. INVESTMENTS IN JOINT VENTURES** (continued)*Information about immaterial joint ventures*

The following table summarises, in aggregate, the Group's carrying amount, share of net profit and other comprehensive income of the individually immaterial joint ventures accounted for using the equity method:

	2020 \$'000	2019 \$'000
<u>Carrying value</u>		
Total carrying amount of investments in joint ventures	478,282	444,009
Less: carrying amount of investments in material joint ventures disclosed separately	(350,389)	(344,253)
<b>Carrying amount of investments in individually immaterial joint ventures</b>	<b>127,893</b>	<b>99,756</b>
<u>Share of net (loss)/profit and other comprehensive income</u>		
(Loss)/Profit from continuing operations	(5,745)	2,723
Other comprehensive income	8,588	6,635
Total comprehensive income	2,843	9,358

The immaterial joint ventures individually account for less than 10% of the Group's total assets.

**19. INVESTMENTS IN SUBSIDIARIES**

	Company	
	2020 \$'000	2019 \$'000
Equity investments at cost	521,354	521,354
Advances to subsidiaries	361,724	371,838
Less: Allowance for impairment of equity investments	(9,663)	(9,663)
	<b>873,415</b>	<b>883,529</b>

There were no changes during the financial year in the Group's ownership interest in its significant subsidiaries as set out in Note 38.

The details of the subsidiary with material non-controlling interest, Far East Hospitality Holdings Pte. Ltd., are set out in Note 38.

**19. INVESTMENTS IN SUBSIDIARIES** (continued)

The summarised consolidated financial information for Far East Hospitality Holdings Pte. Ltd. and its subsidiaries, before inter-company eliminations with other subsidiaries within the Group, is set out below.

**Summarised consolidated balance sheet**

	2020 \$'000	2019 \$'000
<b>Assets</b>		
Current assets	113,385	80,867
Non-current assets	590,372	596,559
	<b>703,757</b>	<b>677,426</b>
<b>Liabilities</b>		
Current liabilities	(371,760)	(332,942)
Non-current liabilities	(270,035)	(270,632)
	<b>(641,795)</b>	<b>(603,574)</b>
<b>Net assets</b>	<b>61,962</b>	<b>73,852</b>
<b>Carrying value of non-controlling interest at 30% (2019: 30%)</b>	<b>18,589</b>	<b>22,156</b>

**Summarised consolidated statement of comprehensive income**

	For the financial year ended	
	2020 \$'000	2019 \$'000
Sales	45,014	82,060
<b>Loss before income tax</b>	<b>(33,271)</b>	<b>(336)</b>
Income tax expense	(1,551)	(500)
<b>Net loss</b>	<b>(34,822)</b>	<b>(836)</b>
<b>Other comprehensive income/(loss), net of tax</b>	<b>22,932</b>	<b>(3,718)</b>
<b>Total comprehensive loss</b>	<b>(11,890)</b>	<b>(4,554)</b>
<b>Total comprehensive loss allocated to non-controlling interest</b>	<b>(3,567)</b>	<b>(1,366)</b>

**Summarised consolidated statement of cash flows**

	For the financial year ended	
	2020 \$'000	2019 \$'000
Net cash generated from operating activities	5,172	17,421
Net cash (used in)/generated from investing activities	(7,079)	2,419
Net cash generated from/(used in) financing activities	27,228	(7,230)
Total cash inflows – net	<b>25,321</b>	<b>12,610</b>

## 20. INVESTMENT PROPERTIES

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Beginning of financial year	793,841	517,398	139,175	137,245
Fair value gains – net (Note 8)	4,521	18,825	(2,651)	1,930
Additions				
– Acquisition	72,176	230,707	-	-
– Subsequent expenditure and adjustment to costs	(447)	23,246	-	-
Disposals	-	(4,569)	-	-
Foreign exchange differences	8,746	8,234	-	-
End of financial year	878,837	793,841	136,524	139,175
Comprising:				
– Completed properties	878,837	793,841	136,524	139,175

(a) Investment properties of the Group with carrying amounts of \$423,765,000 (2019: \$276,385,000) are provided as security for bank borrowings (Note 25).

(b) Completed properties are leased to non-related parties under operating leases. The following amounts are recognised in profit or loss:

	Group	
	2020 \$'000	2019 \$'000
Rental income (Note 4)	39,513	31,778
Direct operating expenses arising from investment properties that generate rental income	(12,984)	(10,059)

## 20. INVESTMENT PROPERTIES (continued)

(c) At the balance sheet date, the details of the Group's investment properties are as follows:

Location	Description/existing use	No. of units/rooms/beds	Tenure
<b>Singapore</b>			
Orchard Rendezvous Hotel, Singapore, 1 Tanglin Road	Shops and offices (land only)	-	Freehold and leasehold with 99 years lease expiring on 31 March 2064
Tanglin Shopping Centre, 19 Tanglin Road	Offices	4	Freehold
Novena Medical Center, 10 Sinaran Drive	Medical suites	37	Leasehold with 99 years lease expiring on 27 August 2101
Novena Specialist Center, 8 Sinaran Drive	Medical suites	10	Leasehold with 99 years lease expiring on 22 April 2106
<b>Australia</b>			
Rendezvous Hotel Perth Scarborough	Shops	13	Freehold
Adina Apartment Hotel Brisbane Anzac Square	Apartment	1	Freehold
<b>United Kingdom</b>			
Turner Court, Newcastle upon Tyne	PBSA	274	Freehold
Rosedale Court, Newcastle upon Tyne	PBSA	338	Freehold
Marshall Court, Newcastle upon Tyne	PBSA	196	Freehold
Bryson Court, Newcastle upon Tyne	PBSA	366	Freehold
Newton Court, Newcastle upon Tyne	PBSA	295	Freehold
Land sites at Newcastle upon Tyne	PBSA	-	Freehold
Hollingbury House, Brighton	PBSA	195	Freehold
Harbour Court, Bristol	PBSA	133	Freehold
St Lawrence House, Bristol	PBSA	166	Freehold
The Glassworks, Liverpool	PBSA	323	Freehold
The Foundry, Leeds	PBSA	239	Freehold
The Elements, Sheffield	PBSA	735	Freehold
King Square Studios, Bristol	PBSA	301	Freehold

(d) Valuation processes, techniques and inputs used in Level 3 fair value measurements

The Group engages external, independent and qualified valuers to determine the fair value of the Group's properties at the end of every financial year for financial reporting purposes based on the properties' highest and best use.

At each financial year, the management verifies all major inputs to the independent valuation reports, assesses property valuation movements compared to the prior year valuations and holds discussions with the independent valuers.

The Group's investment properties are measured and carried at fair value using inputs that are not based on observable market data (unobservable inputs), i.e. Level 3 fair values.

**20. INVESTMENT PROPERTIES** (continued)

(d) Valuation processes, techniques and inputs used in Level 3 fair value measurements (continued)

Level 3 fair values of the Group's investment properties and land and buildings classified under property, plant and equipment (Note 21) have generally been derived using one or more of the following valuation techniques:

- sales comparison method, where the properties are valued using transacted prices for comparable properties with necessary adjustments made for the differences in location, tenure and condition of the property as well as prevailing market conditions relative to the date of the comparable transaction. The most significant unobservable input to the valuation is the pre-adjusted comparable sales price.
- discounted cash flow method, where the future net cash flows over a period are discounted to arrive at a present value. The most significant unobservable inputs to the valuation are the estimated net profit margin (for land and buildings classified under property, plant and equipment only), discount rate and terminal yield applied.
- income capitalisation method, where the net income is capitalised at a rate which reflects the yield expected from the property. The most significant unobservable input to the valuation is the capitalisation rate applied.

The following table presents the valuation techniques and key unobservable inputs that were used to determine the fair value which is categorised under Level 3 of the fair value hierarchy.

Description	Fair value as at		Valuation technique(s)	Significant unobservable input(s) and range	Relationship of unobservable inputs to fair value
	2020 \$'000	2019 \$'000			
Freehold and leasehold land – Singapore	<b>123,434</b>	125,775	Income capitalisation	Capitalisation rate – 3.5% to 4.3% (2019: 3.5% to 4.3%)	The lower the capitalisation rate, the higher the fair value
Office units – Singapore	<b>13,090</b>	13,400	Sales comparison	Pre-adjusted comparable sales price – \$1,850 to \$2,920 (2019: \$2,200 to \$3,073) psf	The higher the comparable sales price, the higher the fair value
Medical suites – Singapore	<b>152,336</b>	160,051	Sales comparison	Pre-adjusted comparable sales price – \$3,030 to \$7,516 (2019: \$3,687 to \$8,093) psf	The higher the comparable sales price, the higher the fair value
Shops, restaurant and apartment – Australia <sup>(1)</sup>	<b>30,313</b>	27,244	Discounted cash flow	Discount rate – 7.0% (2019: 7.0%) Terminal yield – 7.0% (2019: 7.0%)	The lower the discount rate or terminal yield, the higher the fair value
			Income capitalisation	Capitalisation rate – 6.8% (2019: 6.8%)	The lower the capitalisation rate, the higher the fair value
PBSA – United Kingdom	<b>559,664</b>	467,371	Discounted cash flow	Discount rate – 7.6% to 9.2% (2019: 8.0% to 9.2%) Terminal yield – 5.0% to 6.1% (2019: 5.0% to 6.3%)	The lower the discount rate or terminal yield, the higher the fair value
	<b>878,837</b>	793,841			

<sup>(1)</sup> Valuation determined using the average of discounted cash flow and income capitalisation

**21. PROPERTY, PLANT AND EQUIPMENT**

As at 31 December 2020, the Group's and Company's carrying value of property, plant and equipment included right-of-use assets amounting to \$118,476,000 (2019: \$130,056,000) and \$69,926,000 (2019: \$75,177,000) respectively (Note 22).

	Freehold and leasehold land \$'000	Buildings and offices \$'000	Plant, equipment, furniture and fittings \$'000	Construction -in-progress \$'000	Motor vehicles \$'000	Other assets \$'000	Total \$'000
<b>Group – 2020</b>							
<i>Cost or valuation</i>							
Beginning of financial year							
Cost	-	206,629	68,070	984	628	4,643	280,954
Valuation	391,783	125,240	-	-	-	-	517,023
	391,783	331,869	68,070	984	628	4,643	797,977
<i>Currency translation differences</i>							
	3,711	7,268	1,179	73	-	149	12,380
Additions	-	798	727	421	442	56	2,444
Lease modifications	-	1,419	-	-	-	-	1,419
Disposals	-	(666)	(134)	-	-	-	(800)
Transfers	-	-	479	(479)	-	-	-
Write-off	-	-	(18)	-	-	-	(18)
<i>Revaluation adjustments:</i>							
- profit or loss (Note 8)	-	(3,243)	-	-	-	-	(3,243)
- other comprehensive loss (Note 30(i))	(17,392)	(2,687)	-	-	-	-	(20,079)
End of financial year	378,102	334,758	70,303	999	1,070	4,848	790,080
<i>Representing:</i>							
Cost	-	208,442	70,303	999	1,070	4,848	285,662
Valuation	378,102	126,316	-	-	-	-	504,418
	378,102	334,758	70,303	999	1,070	4,848	790,080
<i>Accumulated depreciation and impairment losses</i>							
Beginning of financial year	-	76,578	56,591	-	237	3,637	137,043
Currency translation differences	-	311	991	-	-	90	1,392
Depreciation charge	-	17,624	3,015	-	149	144	20,932
Disposals	-	(666)	(129)	-	-	-	(795)
Impairment charge (Note 8)	-	1,140	-	-	-	-	1,140
<i>Revaluation adjustments:</i>							
- profit or loss (Note 8)	-	(903)	-	-	-	-	(903)
- other comprehensive loss (Note 30(i))	-	(4,107)	-	-	-	-	(4,107)
End of financial year	-	89,977	60,468	-	386	3,871	154,702
<b>Net book value</b>							
End of financial year	<b>378,102</b>	<b>244,781</b>	<b>9,835</b>	<b>999</b>	<b>684</b>	<b>977</b>	<b>635,378</b>



## 21. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold and leasehold land \$'000	Buildings and offices \$'000	Plant, equipment, furniture and fittings \$'000	Construction -in-progress \$'000	Motor vehicles \$'000	Other assets \$'000	Total \$'000
<b>Group – 2019</b>							
<i>Cost or valuation</i>							
Beginning of financial year							
Cost	-	206,663	66,979	1,880	628	4,310	280,460
Valuation	385,606	134,699	-	-	-	-	520,305
	385,606	341,362	66,979	1,880	628	4,310	800,765
Currency translation differences	(1,014)	(2,167)	(131)	(32)	-	(30)	(3,374)
Additions	-	-	433	199	-	230	862
Disposals	-	-	(103)	-	-	-	(103)
Transfers	-	-	930	(1,063)	-	133	-
Write-off	-	-	(38)	-	-	-	(38)
Revaluation adjustments: - profit or loss (Note 8) - other comprehensive income (Note 30(ii))	-	(3,011)	-	-	-	-	(3,011)
	7,191	(4,315)	-	-	-	-	2,876
End of financial year	391,783	331,869	68,070	984	628	4,643	797,977
Representing:							
Cost	-	206,629	68,070	984	628	4,643	280,954
Valuation	391,783	125,240	-	-	-	-	517,023
	391,783	331,869	68,070	984	628	4,643	797,977
<i>Accumulated depreciation and impairment losses</i>							
Beginning of financial year	-	63,883	53,076	-	126	3,491	120,576
Currency translation differences	-	(86)	(186)	-	-	(32)	(304)
Depreciation charge	-	17,807	3,770	-	111	178	21,866
Disposals	-	-	(69)	-	-	-	(69)
Revaluation adjustments: - profit or loss (Note 8) - other comprehensive income (Note 30(ii))	-	(978)	-	-	-	-	(978)
	-	(4,048)	-	-	-	-	(4,048)
End of financial year	-	76,578	56,591	-	237	3,637	137,043
<i>Net book value</i>							
End of financial year	391,783	255,291	11,479	984	391	1,006	660,934

## 21. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold and leasehold land \$'000	Buildings and offices \$'000	Plant, equipment, furniture and fittings \$'000	Motor vehicles \$'000	Other assets \$'000	Total \$'000
<b>Company – 2020</b>						
<i>Cost or valuation</i>						
Beginning of financial year						
Cost	-	118,726	33,910	-	1,789	154,425
Valuation	329,224	-	-	-	-	329,224
	329,224	118,726	33,910	-	1,789	483,649
Additions	-	-	136	442	-	578
Lease modifications	-	1,270	-	-	-	1,270
Disposals	-	(29)	-	-	-	(29)
Revaluation adjustments – other comprehensive income (Note 30(ii))	(12,859)	-	-	-	-	(12,859)
End of financial year	316,365	119,967	34,046	442	1,789	472,609
Representing:						
Cost	-	119,967	34,046	442	1,789	156,244
Valuation	316,365	-	-	-	-	316,365
	316,365	119,967	34,046	442	1,789	472,609
<i>Accumulated depreciation</i>						
Beginning of financial year	-	43,554	28,643	-	1,786	73,983
Depreciation charge	-	6,527	927	44	2	7,500
Disposals	-	(29)	-	-	-	(29)
End of financial year	-	50,052	29,570	44	1,788	81,454
<b>Net book value</b>						
<b>End of financial year</b>	<b>316,365</b>	<b>69,915</b>	<b>4,476</b>	<b>398</b>	<b>1</b>	<b>391,155</b>
<b>Company – 2019</b>						
<i>Cost or valuation</i>						
Beginning of financial year						
Cost	-	118,726	33,862	-	1,789	154,377
Valuation	320,544	-	-	-	-	320,544
	320,544	118,726	33,862	-	1,789	474,921
Additions	-	-	81	-	-	81
Disposals	-	-	(33)	-	-	(33)
Revaluation adjustments – other comprehensive income (Note 30(ii))	8,680	-	-	-	-	8,680
End of financial year	329,224	118,726	33,910	-	1,789	483,649
Representing:						
Cost	-	118,726	33,910	-	1,789	154,425
Valuation	329,224	-	-	-	-	329,224
	329,224	118,726	33,910	-	1,789	483,649
<i>Accumulated depreciation</i>						
Beginning of financial year	-	37,022	27,677	-	1,784	66,483
Depreciation charge	-	6,532	996	-	2	7,530
Disposals	-	-	(30)	-	-	(30)
End of financial year	-	43,554	28,643	-	1,786	73,983
<i>Net book value</i>						
End of financial year	329,224	75,172	5,267	-	3	409,666

**21. PROPERTY, PLANT AND EQUIPMENT** (continued)

Right-of-use of assets acquired under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 22.

Property, plant and equipment of the Group with carrying amounts of \$158,605,000 (2019: \$155,062,000) are provided as security for bank borrowings (Note 25).

The freehold and leasehold land and buildings of the Group and the Company with carrying values of \$504,418,000 (2019: \$517,023,000) and \$316,365,000 (2019: \$329,224,000) respectively are carried at the revalued amounts in accordance with the Group's accounting policy as described in Note 2.5. If these land and buildings of the Group and Company were included in the financial statements at cost less accumulated depreciation and impairment losses, their net book values would have been \$145,300,000 (2019: \$143,920,000) and \$2,183,000 (2019: \$2,183,000) respectively.

**Valuation processes, techniques and inputs for Level 3 fair value measurements**

The Group engages external, independent and qualified valuers to determine the fair value of the Group's property, plant and equipment, on an annual basis and whenever their carrying amounts are likely to differ materially from their revalued amounts, based on the properties' highest and best use. The following table presents the valuation techniques and key inputs (as described in Note 20) that were used to determine the fair value which is categorised under Level 3 of the fair value hierarchy.

Description	Fair value as at		Valuation technique(s)	Significant unobservable input(s) and range	Relationship of unobservable inputs to fair value
	2020 \$'000	2019 \$'000			
Freehold and leasehold land – Singapore	<b>316,365</b>	329,224	Income capitalisation	Capitalisation rate – 4.5% (2019: 4.5%)	The lower the capitalisation rate, the higher the fair value
Freehold land and building – Malaysia	<b>34,674</b>	38,398	Discounted cash flow	Discount rate – 7.8% (2019: 8.0%) Terminal yield – 5.8% (2019: 6.0%)	The lower the discount rate or terminal yield, the higher the fair value
Freehold land and buildings – Australia <sup>(1)</sup>	<b>153,379</b>	149,401	Discounted cash flow	Discount rate – 7.5% to 8.0% (2019: 7.5% to 8.0%) Terminal yield – 6.0% to 6.5% (2019: 6.0% to 6.5%)	The lower the discount rate or terminal yield, the higher the fair value
			Income capitalisation	Capitalisation rate – 5.5% to 6.0% (2019: 5.5% to 6.0%)	The lower the capitalisation rate, the higher the fair value
	<b>504,418</b>	517,023			

<sup>(1)</sup> Valuation determined using the average of discounted cash flow and income capitalisation.

**22. LEASES****Leases – The Group as a lessee**Nature of the Group's leasing activities – Group as a lessee

The Group leases hospitality properties which are used in the Group's hospitality operations, and offices for the purpose of back office operations from non-related parties and related parties. These are recognised within Property, plant and equipment (Note 21).

As at balance sheet date, the Group and the Company's lease liabilities amounted to \$147,985,000 and \$86,196,000 respectively (2019: \$156,625,000 and \$90,451,000).

There are no external imposed covenants on these lease arrangements.

## (a) Carrying amounts

## ROU assets classified within Property, plant and equipment

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Buildings and offices	<b>118,465</b>	130,051	<b>69,915</b>	75,172
Equipment	<b>11</b>	5	<b>11</b>	5
	<b>118,476</b>	130,056	<b>69,926</b>	75,177

(b) Depreciation expense for the financial year was \$12,667,000 (2019: \$12,674,000).

(c) Interest expense on lease liabilities recognised to profit or loss for the financial year was \$8,958,000 (2019: \$9,509,000) (Note 9).

(d) Lease expense not capitalised in lease liabilities for the financial years ended 31 December 2020 and 31 December 2019:

	Group \$'000	Company \$'000
<b>2020</b>		
Short-term leases	<b>64</b>	-
Variable lease payments which do not depend on an index or rate	<b>822</b>	-
Total (Note 5)	<b>886</b>	-
<b>2019</b>		
Variable lease payments which do not depend on an index or rate (Note 5)	6,843	3,067

(e) Total cash outflow for all the leases was \$20,781,000 (2019: \$27,197,000), of which \$19,106,000 (2019: \$25,139,000) was paid to other related parties.

(f) Addition of ROU assets during the financial year was \$2,223,000 (2019: Nil).

**22. LEASES** (continued)**Leases – The Group as a lessee** (continued)

(g) Future cash outflow which are not capitalised in lease liabilities

(i) Variable lease payments

The leases for certain hotels contain variable lease payments that are based on a percentage of gross operating revenue and gross operating profit of these properties. Such variable lease payments are recognised to profit or loss when incurred and amounted to \$822,000 (2019: \$6,843,000) (Note 22(d)).

(ii) Extension options

The leases for certain hotels contain extension options, for which the related lease payments had not been included in lease liabilities as the Group is not reasonably certain to exercise these extension options. The Group negotiates extension options to optimise operational flexibility in terms of managing the assets used in the Group's operations. The majority of the extension options are exercisable by the Group and not by the lessor.

**Leases – The Group as a lessor**Nature of the Group's leasing activities

The Group and the Company lease out investment properties to non-related parties for monthly lease payments. These leases are classified as operating leases because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from investment properties are disclosed in Note 20.

Undiscounted lease payments from the operating leases to be received after the reporting date are as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Not later than one year	32,598	31,721	170	333
One to two years	6,087	5,243	-	52
Two to three years	3,378	3,271	-	-
Three to four years	1,683	2,252	-	-
Four to five years	1,236	1,312	-	-
More than five years	7,481	6,784	-	-
Total undiscounted lease payments	52,463	50,583	170	385

**23. INTANGIBLE ASSETS**

	Group	
	2020 \$'000	2019 \$'000
Goodwill arising from acquisition of hospitality businesses (Note (a))	42,927	51,272
Hospitality lease and management agreements (Note (b))	71,391	74,096
	<b>114,318</b>	<b>125,368</b>

**23. INTANGIBLE ASSETS** (continued)

(a) Goodwill arising from acquisition of hospitality businesses

	Group	
	2020 \$'000	2019 \$'000
Cost		
Beginning of financial year	56,170	56,418
Currency translation differences	1,074	(248)
End of financial year	57,244	56,170
Accumulated impairment		
Beginning of financial year	4,898	4,898
Currency translation differences	581	-
Impairment (Note 8)	8,838	-
End of financial year	14,317	4,898
<b>Net book value</b>	<b>42,927</b>	<b>51,272</b>

**Impairment assessment of goodwill**

Goodwill is allocated to the CGUs within the Group's hospitality business as follows:

	Group	
	2020 \$'000	2019 \$'000
Management services – Singapore (Note (i))	37,257	37,257
Property ownership – Australia (Note (ii))	5,670	14,015
	<b>42,927</b>	<b>51,272</b>

(i) Management services – Singapore

The recoverable amount of the "Management services – Singapore" CGU was determined based on fair value less cost to sell ("FVLCTS").

The FVLCTS adopted by the Group was computed using the average of the values derived from the following two Level 3 valuation techniques based on management's estimates:

- Discounted Cash Flow ("DCF") method; and
- Guideline Public Company ("GPC") method

DCF method

The assumptions used in the future net cash flows takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use.

Cash flow projections used in the DCF were based on financial projections approved by management covering a five-year (2019: four-year) period. Key assumptions used for the analysis of the CGU included a gradual three years recovery period from COVID-19 pandemic, with 2024 cash flows returning to pre COVID-19 level. In the prior year, the annual revenue growth rates for the period from 2020 to 2023 were benchmarked to industry reports. Cash flows beyond the five-year period were extrapolated using the estimated growth rate stated below. The growth rate did not exceed the historical long-term average growth rate for the hospitality management services business in which the CGU operates. A discount rate which reflects a market participant's required return on the CGU was used for the impairment analysis of the CGU.

**23. INTANGIBLE ASSETS** (continued)

(a) Goodwill arising from acquisition of hospitality businesses (continued)

**Impairment assessment of goodwill** (continued)

(i) Management services – Singapore (continued)

DCF method (continued)

	2020	2019
Terminal growth rate	1.9%	1.9%
Post-tax discount rate	<u>8.5%</u>	8.5%

GPC method

The GPC method entails applying multiples to the normalised earnings of the CGU and adjusted for the risk and size of the CGU. The key assumptions are the GPC multiples and normalised earnings. Normalised earnings are based on 2024 projections, in line with the expectation of the recovery period from COVID-19 and cash flows used under the DCF method.

The GPC multiples are determined based on published data regarding traded price and earnings of public companies that are engaged in the same or similar line of business as the CGU. The CGU's normalised earnings is determined by management based on past performance and its expectations of market developments.

Based on the FVLCTS adopted by the Group, the recoverable amount of the CGU exceeds the carrying value and the allocated goodwill is not impaired.

(ii) Property ownership – Australia

The recoverable amount determined was based on value-in-use calculations. Cash flow projections used in the value-in-use calculations were based on financial projections approved by management covering a ten-year period as the CGU is only expected to achieve a steady growth rate of cash flows after ten years. Cash flows beyond the ten-year period were extrapolated using the estimated growth rate stated below. The growth rate did not exceed the long-term average growth rate for the hospitality operations business in which the CGU operates. Key assumptions used for the analysis of the CGU also include the budgeted EBITDA margin for the period 2021 to 2030 (2019: 2020 to 2029) determined by management based on past performance and its expectations of market developments and a discount rate which was pre-tax and reflected specific risks relating to the CGU.

	2020	2019
Terminal growth rate	0% to 1.5%	0% to 1.5%
Pre-tax discount rate	<u>7.8% to 8.8%</u>	7.0% to 8.0%

An impairment charge of \$8,838,000 (2019: Nil) was included within "Other gains and impairment losses – net" in the statement of comprehensive income. The impairment charge in the year has arisen due to the reduction in cashflows for the period of 2021-2023 arising from the Group's hospitality ownership business in Australia, impacted by COVID-19.

**23. INTANGIBLE ASSETS** (continued)

(b) Hospitality lease and management agreements

	Group	
	2020	2019
	\$'000	\$'000
Cost		
Beginning of financial year	98,873	98,971
Currency translation differences	419	(98)
End of financial year	<u>99,292</u>	98,873
Accumulated amortisation and impairment		
Beginning of financial year	24,777	22,056
Currency translation differences	419	(99)
Amortisation charge included within "Cost of sales" in profit or loss (Note 5)	2,705	2,820
End of financial year	<u>27,901</u>	24,777
<b>Net book value</b>	<b><u>71,391</u></b>	<b>74,096</b>

**24. TRADE AND OTHER PAYABLES**

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
<b>Current</b>				
Trade payables:				
– other related parties	561	1,004	389	308
– non-related parties	4,732	5,662	683	727
– joint ventures	1,866	2,263	-	-
	<u>7,159</u>	8,929	<u>1,072</u>	1,035
Other payables:				
– other related parties	197	-	-	-
– non-related parties	12,850	10,323	-	-
Advances from:				
– a subsidiary	-	-	9,051	8,414
– joint ventures	2,358	2,400	-	-
– non-controlling interest	66,552	66,507	-	-
Accrual for operating expenses	12,722	20,593	3,045	3,331
Deferred grant income	930	-	364	-
Deposits	2,233	3,654	141	322
Interest payable	105	40	-	-
Contract liabilities (Note 4(b))	379	1,246	65	165
	<u>98,326</u>	104,763	<u>12,666</u>	12,232
	<b>105,485</b>	113,692	<b>13,738</b>	13,267

Advances from joint ventures of the Group are unsecured, repayable on demand and interest-free. Advances from a non-controlling interest of \$66,552,000 (2019: \$66,507,000) bear interest at a weighted average effective interest rate of 2.0% (2019: 2.0%) per annum.



## 24. TRADE AND OTHER PAYABLES (continued)

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<b>Non-current</b>				
Deposits	1,384	1,006	-	-
Advances from:				
– subsidiaries	-	-	362,018	363,630
– joint ventures	25,341	25,341	-	-
– non-controlling interest	71,910	71,910	-	-
	<b>98,635</b>	<b>98,257</b>	<b>362,018</b>	<b>363,630</b>

The non-current advances from subsidiaries to the Company and the advances from joint ventures and non-controlling interest of the Group are unsecured, interest-free and not repayable in the next 12 months.

Advances from a non-controlling interest of \$71,910,000 (2019: \$71,910,000) are repayable at its nominal value, or convertible to shares of the subsidiary in whole or in part and in the same proportion as a similar loan from the Company to the same subsidiary, such that the Company's share of equity interest in the subsidiary does not change, at the rate of one share per \$1 nominal value of the loan, upon the unanimous approval of the Company and the non-controlling interest. The advances have no fixed term of repayment and the non-controlling interest has no intention to demand repayment in the next 12 months.

The fair values of non-current trade and other payables of the Group and the Company approximate their carrying amounts.

## 25. BORROWINGS

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<b>Bank borrowings</b>				
– current (secured)	105,525	84,836	-	-
– current (unsecured)	177,800	251,372	157,800	251,372
	<b>283,325</b>	<b>336,208</b>	<b>157,800</b>	<b>251,372</b>
<b>Bank borrowings</b>				
– non-current (secured)	219,447	136,189	-	-
– non-current (unsecured)	180,309	89,230	180,309	89,230
	<b>399,756</b>	<b>225,419</b>	<b>180,309</b>	<b>89,230</b>
	<b>683,081</b>	<b>561,627</b>	<b>338,109</b>	<b>340,602</b>

The Group and the Company's bank borrowings are:

- at variable interest rates referenced to inter-bank offered rates ("IBOR") with contractual repricing dates less than 6 months from balance sheet date (2019: Less than 6 months);
- secured over certain bank deposits (Note 12); and
- secured over certain investment properties (Note 20) and certain property, plant and equipment (Note 21).

The fair values of non-current borrowings of the Group approximate their carrying amounts.

## 26. DERIVATIVE FINANCIAL INSTRUMENTS

	Group		Company	
	Contract notional amount \$'000	Fair value - Liability \$'000	Contract notional amount \$'000	Fair value - Liability \$'000
<b>31 December 2020</b>				
<b>Non-current</b>				
– Derivatives held for hedging:				
Cash-flow hedges - Interest rate swaps	<b>171,901</b>	<b>(1,796)</b>	<b>90,345</b>	<b>(336)</b>

Hedging instruments used in the Group's hedging strategy in 2020:

	Contract notional amount \$'000	Carrying amount Liabilities \$'000	Financial statement line item	Changes in fair value used for calculating hedge ineffectiveness		Hedge ineffectiveness recognised in P&L* \$'000	Weighted average hedged rate	Maturity date
				Hedging instrument \$'000	Hedged item \$'000			
<b>Cash flow hedge</b>								
Interest rate risk - Interest rate swap to hedge floating rate borrowings (a)	171,901	(1,796)	Derivative financial instruments	(1,796)	1,796	-	1.5%	December 2024 - March 2025
<b>Net investment hedge</b>								
Foreign exchange risk – Borrowings to hedge net investments in foreign operations	-	(10,451)	Borrowings	301	(301)	-	JPY76.0: \$1	-

\* All hedge ineffectiveness, if any, is recognised in profit and loss within "Other gains and impairment losses– net" (Note 8). The hedges were fully effective during the financial year.

(a) The contractual notional amount of interest rate swaps held for hedging which is based on LIBOR is \$171,901,000 (2019: Nil).

Hedging instruments used in the Company's hedging strategy in 2020:

	Contract notional amount \$'000	Carrying amount Liabilities \$'000	Financial statement line item	Changes in fair value used for calculating hedge ineffectiveness		Hedge ineffectiveness recognised in P&L* \$'000	Weighted average hedged rate	Maturity date
				Hedging instrument \$'000	Hedged item \$'000			
<b>Cash flow hedge</b>								
Interest rate risk - Interest rate swap to hedge floating rate borrowings (b)	90,345	(336)	Derivative financial instruments	(336)	336	-	1.2%	December 2024

(b) The contractual notional amount of interest rate swaps held for hedging which is based on LIBOR is \$90,345,000 (2019: Nil).

## 27. DEFERRED INCOME

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<b>Current</b>				
– other related parties	6,797	6,797	6,797	6,797
– non-related parties	1,626	4,259	20	20
	<b>8,423</b>	11,056	<b>6,817</b>	6,817
<b>Non-current</b>				
– other related parties	276,311	283,108	276,311	283,108
	<b>284,734</b>	294,164	<b>283,128</b>	289,925

Deferred income from other related parties refers to the unamortised portion of the proceeds from Far East Hospitality Trust for the Company's grant of a 50-year leasehold interest (from August 2012) in the freehold and leasehold land of Orchard Rendezvous Hotel to Far East Hospitality Trust.

## 28. DEFERRED INCOME TAXES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the balance sheet as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Deferred income tax assets	4,511	4,505	2,461	2,292
Deferred income tax liabilities	(32,003)	(29,143)	-	-
<b>Net deferred tax (liabilities)/assets</b>	<b>(27,492)</b>	(24,638)	<b>2,461</b>	2,292

Deferred income tax assets are recognised for tax losses and capital allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses and capital allowances of approximately \$82,029,000 (2019: \$73,323,000) which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. These tax losses have no expiry date.

## 28. DEFERRED INCOME TAXES (continued)

The movements in deferred income tax liabilities and assets (prior to offsetting of balances within the same tax jurisdiction) are as follows:

## Deferred income tax liabilities – Group

	Accelerated tax depreciation \$'000	Revaluation gains – net \$'000	Other \$'000	Total \$'000
<b>Group – 2020</b>				
Beginning of financial year	13,313	17,751	1,196	32,260
(Credited)/Charged to:				
– profit or loss	(472)	3,065	-	2,593
– other comprehensive income (Note 30(i))	-	(2,206)	-	(2,206)
Over provision in prior financial years				
– profit or loss	(361)	-	-	(361)
Currency translation differences	(3)	1,000	91	1,088
End of financial year	<b>12,477</b>	<b>19,610</b>	<b>1,287</b>	<b>33,374</b>

## Group – 2019

Beginning of financial year	13,798	17,267	2,943	34,008
(Credited)/Charged to:				
– profit or loss	(485)	2,706	907	3,128
– other comprehensive income (Note 30(i))	-	(1,954)	-	(1,954)
Over provision in prior financial years				
– profit or loss	-	-	(2,617)	(2,617)
Currency translation differences	-	(268)	(37)	(305)
End of financial year	13,313	17,751	1,196	32,260

## Deferred income tax assets – Group

	Tax losses \$'000	Lease liabilities \$'000	Other \$'000	Total \$'000
<b>Group – 2020</b>				
Beginning of financial year	(3,119)	(4,413)	(90)	(7,622)
Charged/(Credited) to profit or loss	850	(391)	-	459
Over provision in prior financial years				
– profit or loss	1,300	-	84	1,384
Currency translation differences	(97)	(12)	6	(103)
End of financial year	<b>(1,066)</b>	<b>(4,816)</b>	-	<b>(5,882)</b>
<b>Group – 2019</b>				
Beginning of financial year	(2,960)	(4,049)	(91)	(7,100)
Credited to profit or loss	(212)	(364)	-	(576)
Currency translation differences	53	-	1	54
End of financial year	(3,119)	(4,413)	(90)	(7,622)

**28. DEFERRED INCOME TAXES** (continued)

The movements in deferred income tax liabilities and assets (prior to offsetting of balances within the same tax jurisdiction) are as follows (continued):

**Deferred income tax assets – Company**

	2020	2019
	\$'000	\$'000
<i>Lease liabilities</i>		
Beginning of financial year	2,597	2,380
Credited to profit or loss	169	217
End of financial year	<u>2,766</u>	<u>2,597</u>

**Deferred income tax liabilities – Company**

	2020	2019
	\$'000	\$'000
<i>Accelerated tax depreciation</i>		
Beginning and end of financial year	<u>305</u>	<u>305</u>

**29. SHARE CAPITAL**

	Group and Company			
	Number of shares		Amount	
	2020	2019	2020	2019
	'000	'000	\$'000	\$'000
Beginning of financial year	438,360	437,204	498,006	496,604
Shares issued in-lieu of dividend	17,125	1,156	17,228	1,402
End of financial year	<u>455,485</u>	<u>438,360</u>	<u>515,234</u>	<u>498,006</u>

All issued ordinary shares are fully paid and there is no par value for these ordinary shares.

**30. REVALUATION AND OTHER RESERVES**

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Capital reserve	13,977	13,977	-	-
Asset revaluation reserve	361,651	371,151	288,788	301,647
Currency translation reserve	(28,378)	(43,412)	-	-
Fair value reserve	(1,661)	861	-	-
Hedging reserve	(5,041)	(1,392)	(336)	-
	<u>340,548</u>	<u>341,185</u>	<u>288,452</u>	<u>301,647</u>

In the prior financial year, the Group through Jelco Properties Pte Ltd ("JPPL"), a 100% owned subsidiary (Note 38), delivered a hospitality management agreement to Far East Hospitality Management (S) Pte. Ltd. ("FEHMS"), which is wholly owned subsidiary of Far East Hospitality Holdings Pte. Ltd. ("FEHH") (Note 19). The hospitality management agreement was previously a deferred pipeline agreement when the Group transferred its hospitality management business from JPPL to FEHMS on 1 November 2013 (the "Business Transfer"). Capital reserve of the Group represents the difference between a non-controlling interest's share of the carrying amount of the business and the fair value of the consideration received by the Group when it transferred 30% out of the 100% held interest in the subsidiary, FEHH to the non-controlling interest. A capital reserve of \$3,420,000 was recognised during the period, being the non-controlling interest's consideration for the hospitality management agreements delivered by JPPL to FEHMS.

The movements for the other categories of reserves are as follows:

## (i) Asset revaluation reserve

	Group		Company	
	2020	2019	2020	2019
	\$'000	\$'000	\$'000	\$'000
Beginning of financial year	371,151	358,304	301,647	292,967
Revaluation (losses)/gains – net (Note 21)	(15,972)	6,924	(12,859)	8,680
Share of joint venture's asset revaluation reserve movement	6,125	5,756	-	-
Tax credit relating to:				
- revaluation losses	1,498	1,639	-	-
- share of joint venture's asset revaluation reserve movement	708	315	-	-
Less: Non-controlling interest	(1,859)	(1,787)	-	-
End of financial year	<u>361,651</u>	<u>371,151</u>	<u>288,788</u>	<u>301,647</u>

**30. REVALUATION AND OTHER RESERVES** (continued)

The movements for the other categories of reserves are as follows: (continued)

## (ii) Currency translation reserve

	Group	
	2020 \$'000	2019 \$'000
Beginning of financial year	(43,412)	(38,034)
Net currency translation differences of financial statements of foreign subsidiaries and joint ventures	4,432	(1,056)
Net currency translation differences of advances designated as net investments in subsidiaries	16,133	(5,588)
Net currency translation difference on borrowings designated as net investment hedge of foreign operations	301	-
Share of joint venture's currency translation reserve movement	(17)	(1,166)
Less: Non-controlling interest	(5,815)	2,432
End of financial year	(28,378)	(43,412)

## (iii) Fair value reserve

	Group	
	2020 \$'000	2019 \$'000
Beginning of financial year	861	(2,186)
Share of associated company's fair value reserve movement	(2,612)	2,958
Transfer of share of associated company's fair value reserve upon disposal	90	89
End of financial year	(1,661)	861

## (iv) Hedging reserve

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Beginning of financial year	(1,392)	(297)	-	-
Fair value losses	(1,937)	-	(336)	-
Reclassification to profit or loss, as hedged item has affected profit or loss - Finance expense (Note 9)	141	-	-	-
	(1,796)	-	(336)	-
Share of joint venture's hedging reserve movement	(2,647)	(1,565)	-	-
Less: Non-controlling interest	794	470	-	-
End of financial year	(5,041)	(1,392)	(336)	-

Revaluation and other reserves are non-distributable.

**31. RETAINED PROFITS**

Retained profits of the Group are distributable except for the accumulated retained profits from the share of results of joint ventures and associated companies amounting to \$17,904,000 (2019: \$28,478,000).

The movements for the retained profits of the Company are as follows:

	Company	
	2020 \$'000	2019 \$'000
Beginning of financial year	220,274	238,997
Shares issued in-lieu of dividend (Note 29)	(17,228)	(1,402)
Dividend paid to equity holders of the Company in cash (Note 32)	(9,074)	(24,825)
Net profit for the financial year	1,437	7,504
End of financial year	195,409	220,274

**32. DIVIDEND****Ordinary dividend paid**

Final dividend paid in respect of the previous financial year of 6 cents (2019: 6 cents) using

- new shares issued
- cash

	17,228	1,402
	9,074	24,825
	26,302	26,227

At the upcoming Annual General Meeting, a final dividend of 3 cents per share amounting to a total of \$13,665,000 will be recommended. These financial statements do not reflect this dividend, which will be accounted for in equity attributable to equity holders of the Company as an appropriation of retained profits in the financial year ending 31 December 2020.

**33. COMMITMENTS**Capital commitments

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Development properties	12,307	14,004	-	-
Investment in a joint venture	-	33,151	-	-
Property, plant and equipment	11,448	1,908	-	24
	23,755	49,063	-	24



**34. FINANCIAL RISK MANAGEMENT**

The Group's activities expose it to market risk (including interest rate risk and currency risk), credit risk and liquidity risk. The Group's overall risk management objective is to effectively manage these risks and minimise potential adverse effects on the financial performance of the Group. Financial risk management is carried out by a team within the management of the Group.

## (a) Market risk

## (i) Interest rate risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets other than fixed deposits with banks, the Group's income is substantially independent of changes in market interest rates.

The Group's exposure to cash flow interest rate risks arises mainly from variable-rate borrowings (Note 25). The Company's exposure to cash flow interest rate risks arises mainly from variable-rate borrowings and advances from/to subsidiaries at variable rates. The Group's policy is to obtain the most favourable interest rates available without increasing its foreign currency exposure and manages cash flow interest rate risks using floating-to-fixed interest rate swaps.

The Group enters into interest rate swaps with the same critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. The Group does not hedge 100% of its loans, therefore the hedged item is identified as a proportion of the outstanding amount of the borrowings. As all critical terms matched during the year, the economic relationship was 100% effective.

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedging relationship, and through periodic prospective effective assessments to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item, and so a qualitative assessment of effectiveness is performed. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness. The hedges were 100% effective during the financial year.

The borrowings of the Group at variable rates on which effective hedges have not been entered into are mainly denominated in British Pound ("GBP"), Australian Dollar ("AUD") and Japanese Yen ("JPY"). The loss after tax (2019: profit after tax) of the Group would have been higher/lower (2019: lower/higher) by \$3,177,000 (2019: \$3,499,000), \$536,000 (2019: \$448,000) and \$289,000 (2019: \$208,000) respectively as a result of higher/lower interest expense on these borrowings if the interest rates had increased/decreased by 1% (2019: 1%) with all other variables including tax rate being held constant. Other comprehensive income would have been higher/lower by \$7,080,000 (2019: Nil) mainly as a result of higher/lower fair value of interest rate swaps designated as cash flow hedges of variable rate borrowings.

**34. FINANCIAL RISK MANAGEMENT (continued)**

## (a) Market risk (continued)

## (ii) Currency risk

The Group operates in Singapore, Australia, New Zealand, the United Kingdom ("UK") and Malaysia. The entities within the Group transact in currencies other than their respective functional currencies ("foreign currencies"). Significant currency risk arises within entities in the Group when transactions are denominated in foreign currencies such as the Singapore Dollar ("SGD"), Australian Dollar ("AUD"), New Zealand Dollar ("NZD") and British Pound ("GBP"). Where such currency risk becomes significant, the Group considers the use of currency swaps and forwards to manage the risk.

The Group's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	AUD \$'000	NZD \$'000	GBP \$'000
<b>At 31 December 2020</b>				
<i>Financial assets</i>				
Cash and cash equivalents	155,470	94,444	2,379	23,033
Trade and other receivables	13,450	4,360	226	1,474
Intra-group receivables	75,313	82,126	5,402	350,265
	<u>244,233</u>	<u>180,930</u>	<u>8,007</u>	<u>374,772</u>
<i>Financial liabilities</i>				
Borrowings	(20,000)	(76,603)	-	(557,556)
Lease liabilities	(145,786)	-	(2,199)	-
Trade and other payables	(179,317)	(6,385)	(1,356)	(16,106)
Intra-group payables	(75,313)	(82,126)	(5,402)	(350,265)
	<u>(420,416)</u>	<u>(165,114)</u>	<u>(8,957)</u>	<u>(923,927)</u>
<b>Net financial (liabilities)/assets</b>	(176,183)	15,816	(950)	(549,155)
Add: Net financial assets denominated in the respective entities' functional currencies	101,554	49,972	6,352	561,311
<b>Net currency exposure</b>	<b>(74,629)</b>	<b>65,788</b>	<b>5,402</b>	<b>12,156</b>
<b>At 31 December 2019</b>				
<i>Financial assets</i>				
Cash and cash equivalents	148,722	78,567	4,294	20,603
Trade and other receivables	13,459	5,877	646	3,621
Intra-group receivables	70,231	75,676	5,156	349,324
	<u>232,412</u>	<u>160,120</u>	<u>10,096</u>	<u>373,548</u>
<i>Financial liabilities</i>				
Borrowings	-	(64,070)	-	(476,791)
Lease liabilities	(152,934)	-	(3,691)	-
Trade and other payables	(181,334)	(7,992)	(1,719)	(19,021)
Intra-group payables	(70,231)	(75,676)	(5,156)	(349,324)
	<u>(404,499)</u>	<u>(147,738)</u>	<u>(10,566)</u>	<u>(845,136)</u>
<b>Net financial (liabilities)/assets</b>	(172,087)	12,382	(470)	(471,588)
Add: Net financial assets denominated in the respective entities' functional currencies	101,808	37,932	5,626	480,318
<b>Net currency exposure</b>	<b>(70,279)</b>	<b>50,314</b>	<b>5,156</b>	<b>8,730</b>

**34. FINANCIAL RISK MANAGEMENT** (continued)

## (a) Market risk (continued)

## (ii) Currency risk (continued)

The Company's currency exposure based on the information provided to key management is as follows:

	SGD \$'000	AUD \$'000	GBP \$'000
<b>At 31 December 2020</b>			
<i>Financial assets</i>			
Cash and cash equivalents	118,410	32,768	-
Trade and other receivables	176,243	24	350,265
	<u>294,653</u>	<u>32,792</u>	<u>350,265</u>
<i>Financial liabilities</i>			
Borrowings	-	-	(338,109)
Lease liabilities	(86,196)	-	-
Trade and other payables	(366,191)	(9,136)	-
	<u>(452,387)</u>	<u>(9,136)</u>	<u>(338,109)</u>
<b>Net financial (liabilities)/assets</b>	<b>(157,734)</b>	<b>23,656</b>	<b>12,156</b>
Add: Net financial assets denominated in the Company's functional currency	157,734	-	-
<b>Net currency exposure</b>	<b>-</b>	<b>23,656</b>	<b>12,156</b>
<b>At 31 December 2019</b>			
<i>Financial assets</i>			
Cash and cash equivalents	129,703	30,129	-
Trade and other receivables	172,581	78	349,350
	<u>302,284</u>	<u>30,207</u>	<u>349,350</u>
<i>Financial liabilities</i>			
Borrowings	-	-	(340,602)
Lease liabilities	(90,451)	-	-
Trade and other payables	(368,318)	(8,414)	-
	<u>(458,769)</u>	<u>(8,414)</u>	<u>(340,602)</u>
<b>Net financial (liabilities)/assets</b>	<b>(156,485)</b>	<b>21,793</b>	<b>8,748</b>
Add: Net financial assets denominated in the Company's functional currency	156,485	-	-
<b>Net currency exposure</b>	<b>-</b>	<b>21,793</b>	<b>8,748</b>

**34. FINANCIAL RISK MANAGEMENT** (continued)

## (a) Market risk (continued)

## (ii) Currency risk (continued)

If the foreign currencies strengthened/weakened against their respective functional currencies by 5% (2019: 5%) with all other variables including tax rate being held constant, the Group and Company's loss after tax would decrease/increase (2019: profit after tax would increase/decrease) and other comprehensive income for the financial year would increase/decrease as follows:

	← Increase/(Decrease) →			
	31 December 2020		31 December 2019	
	Loss after tax \$'000	Other comprehensive income \$'000	Profit after tax \$'000	Other comprehensive income \$'000
<b>Group</b>				
AUD weakened against SGD	<b>(7,021)</b>	<b>(12,126)</b>	(6,030)	(13,661)
NZD weakened against SGD	<b>(270)</b>	<b>1,731</b>	(258)	1,651
GBP weakened against SGD	<b>(608)</b>	-	(436)	-
<b>Company</b>				
AUD weakened against SGD	<b>(1,182)</b>	-	(1,090)	-
GBP weakened against SGD	<b>(608)</b>	-	(437)	-

In addition, the Group is exposed to currency translation risk on the net assets in foreign operations. Currency exposure to the net assets of the Group's foreign operations in Australia and the UK are managed through borrowings and/or advances denominated in the relevant foreign currencies. Currency exposure to the net assets of the Group's foreign operations in Japan are managed through borrowings denominated in JPY, partially designated as a net investment hedge in foreign operations.

## (b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The major classes of financial assets carried at amortised cost of the Group and of the Company are bank deposits, trade receivables, advances to or amounts due from subsidiaries, joint ventures and other related parties, deposits and other receivables. For trade receivables, the Group adopts the policy of dealing only with customers of appropriate credit history and/or requiring deposits to be placed with the Group prior to provision of certain of its services. For other financial assets, the Group adopts the policy of dealing only with high credit quality counterparties.

The Group and the Company has no significant concentrations of credit risk and has in place credit policies and procedures to ensure on-going credit evaluation and active account monitoring.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet. In addition, the Company does not have off-balance sheet exposure to credit risk and has not provided any corporate guarantees to banks on banking facilities of subsidiaries and/or joint ventures.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

**34. FINANCIAL RISK MANAGEMENT** (continued)

## (b) Credit risk (continued)

The Group's and Company's financial assets at amortised cost have low risk of default. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group and the Company consider available reasonable and supportive forward-looking information, where applicable, which include the following indicators:

- Significant financial difficulties of the debtor;
- Probability that the debtor will enter bankruptcy or financial reorganisation;
- Default or delinquency in payments; and
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment.

The Group and the Company determined that its financial assets are credit-impaired when:

- There is significant financial difficulty of the debtor;
- A breach of contract, such as a default or past due event; or
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

The Group and the Company have determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, based on the Group's and Company's historical information.

Financial assets are fully impaired when there is no reasonable expectation of recovery, such as a debtor failing to meet a repayment plan with the Group and the Company. Where loans and receivables have been fully impaired, the Group and the Company continue to engage enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

*Bank deposits*

Bank deposits are considered to have low credit risk as they are mainly deposits with reputable banks.

**34. FINANCIAL RISK MANAGEMENT** (continued)

## (b) Credit risk (continued)

*Trade Receivables*

The Group and the Company applies the simplified approach to providing for expected credit losses prescribed by SFRS(I) 9, which permits the use of the lifetime credit loss provision for all trade receivables and lease receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days past due. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts for forward-looking macroeconomic data. The Group's and the Company's credit risk exposure in relation to trade receivables are set out in the provision matrix as follows:

	Group				Total \$'000
	Current to 30 days past due \$'000	> 30 days past due \$'000	> 60 days past due \$'000	> 90 days past due \$'000	
<b>31 December 2020</b>					
Expected loss rate	0.0%	0.0%	0.0%	80.2%	10.8%
Gross carrying amount	7,884	216	73	1,273	9,446
Allowance for impairment	-	-	-	1,021	1,021
<b>31 December 2019</b>					
Expected loss rate	0.0%	0.0%	0.0%	27.1%	2.2%
Gross carrying amount	9,757	1,251	690	1,041	12,739
Allowance for impairment	-	-	-	282	282
	Company				Total \$'000
	Current to 30 days past due \$'000	> 30 days past due \$'000	> 60 days past due \$'000	> 90 days past due \$'000	
<b>31 December 2020</b>					
Expected loss rate	0.0%	0.0%	0.0%	100%	13.3%
Gross carrying amount	492	39	5	82	618
Allowance for impairment	-	-	-	82	82
<b>31 December 2019</b>					
Expected loss rate	0.0%	0.0%	0.0%	87.4%	5.7%
Gross carrying amount	857	376	134	95	1,462
Allowance for impairment	-	-	-	83	83

The movement of the allowance for impairment is as follows:

	Group		Company	
	<b>2020</b> <b>\$'000</b>	2019 \$'000	<b>2020</b> <b>\$'000</b>	2019 \$'000
Beginning of financial year	<b>282</b>	346	<b>83</b>	93
Allowance made	<b>878</b>	64	-	41
Allowance written back	<b>(88)</b>	(77)	<b>(1)</b>	(51)
Allowance written off	<b>(68)</b>	(51)	-	-
Currency translation differences	<b>17</b>	-	-	-
End of financial year	<b>1,021</b>	282	<b>82</b>	83

During the year, the Group has written off \$68,000 (2019: \$51,000) of trade receivables as there is no reasonable expectation of recovery. No trade receivables have been written off by the Company during the year and in 2019.

**34. FINANCIAL RISK MANAGEMENT** (continued)

## (b) Credit risk (continued)

*Other financial assets at amortised cost*

The Group's advances to or amounts due from subsidiaries, joint ventures and other related parties, deposits and other receivables carried at amortised cost have low risk of default and a strong capacity to meet contractual cash flows. Hence the loss allowance is determined at an amount equal to 12-month expected credit loss. The Group and the Company categorise such loan or receivable as a financial asset with low risk of impairment.

Where the interest and/or principal repayments are 30 days past due and there is no reasonable expectation of recovery, or the counterparty is going into administration or bankruptcy or financial reorganisation, the Group and Company categorise such loan or receivable for impairment.

## (c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, as well as the availability of funding through an adequate amount of committed credit facilities. At the balance sheet date, assets held by the Group and the Company for managing liquidity risk included cash and short-term deposits as disclosed in Note 12.

The Group and the Company manage the liquidity risk by maintaining sufficient cash to meet the normal operating commitments and having an adequate amount of committed credit facilities.

The table below analyses non-derivative financial liabilities of the Group and the Company into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000
<b>Group</b>				
<b>At 31 December 2020</b>				
Trade and other payables	104,176	26,725	-	71,910
Borrowings	290,588	142,584	268,016	-
Lease liabilities	20,565	18,222	52,482	113,188
	<b>415,329</b>	<b>187,531</b>	<b>320,498</b>	<b>185,098</b>
At 31 December 2019				
Trade and other payables	112,446	26,347	-	71,910
Borrowings	345,071	4,165	229,170	-
Lease liabilities	20,201	19,614	51,498	130,188
	477,718	50,126	280,668	202,098
<b>Company</b>				
<b>At 31 December 2020</b>				
Trade and other payables	13,673	362,018	-	-
Borrowings	160,761	1,889	182,969	-
Lease liabilities	10,719	10,690	31,145	66,546
	<b>185,153</b>	<b>374,597</b>	<b>214,114</b>	<b>66,546</b>
At 31 December 2019				
Trade and other payables	13,102	363,630	-	-
Borrowings	256,364	1,570	91,054	-
Lease liabilities	10,755	10,755	30,498	76,546
	280,221	375,955	121,552	76,546

**34. FINANCIAL RISK MANAGEMENT** (continued)

## (d) Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise the value for the equity holders of the Company. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to equity holders of the Company, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings. Externally imposed capital undertakings are mainly debt covenants included in certain loans of the Group or certain subsidiaries of the Company to maintain stipulated interest coverage, loan-to-value and consolidated net debt to consolidated net worth ratios.

Management monitors capital based on a gearing ratio. Consistent with how management monitors capital, the gearing ratio is calculated as total borrowings, excluding lease liabilities divided by total equity.

	Group		Company	
	2020	2019	2020	2019
Total borrowings (\$'000)	<b>683,081</b>	561,627	<b>338,109</b>	340,602
Total equity (\$'000)	<b>1,259,472</b>	1,271,302	<b>999,095</b>	1,019,927
<b>Gearing ratio (%)</b>	<b>54%</b>	44%	<b>34%</b>	33%

The Group and the Company are in compliance with all externally imposed capital requirements for the financial years ended 31 December 2020 and 2019.

## (e) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the balance sheet, except for the following:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Financial assets at amortised cost	<b>304,381</b>	281,305	<b>677,710</b>	681,841
Financial liabilities at amortised cost	<b>1,033,877</b>	928,955	<b>799,632</b>	807,785

Reconciliation of financial assets at amortised cost is as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Total trade and other receivables (current and non-current)	<b>28,748</b>	47,591	<b>526,874</b>	522,427
Add/(Less):				
- Cash and cash equivalents	<b>278,382</b>	257,430	<b>151,178</b>	159,832
- Prepayments	<b>(2,749)</b>	(3,188)	<b>(342)</b>	(418)
- Advance payment	-	(20,528)	-	-
Total financial assets at amortised cost	<b>304,381</b>	281,305	<b>677,710</b>	681,841



**34. FINANCIAL RISK MANAGEMENT** (continued)

## (e) Financial instruments by category (continued)

Reconciliation of financial liabilities at amortised cost is as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Total trade and other payables (current and non-current)	<b>204,120</b>	211,949	<b>375,756</b>	376,897
Add/(Less):				
– Borrowings	<b>683,081</b>	561,627	<b>338,109</b>	340,602
– Lease liabilities (current and non-current)	<b>147,985</b>	156,625	<b>86,196</b>	90,451
– Deferred grant income	<b>(930)</b>	-	<b>(364)</b>	-
– Contract liabilities	<b>(379)</b>	(1,246)	<b>(65)</b>	(165)
Total financial liabilities at amortised cost	<b>1,033,877</b>	928,955	<b>799,632</b>	807,785

## (f) Fair value measurements

The table below presents assets and liabilities recognised and measured at fair value and classified by level of the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Fair value measurement disclosure of other assets that are recognised or measured at fair value, can be found at Note 20 and Note 21.

	Level 2	Total
	\$'000	\$'000
<b>Group</b>		
<b>31 December 2020</b>		
<i>Liabilities</i>		
Derivative financial instruments	1,796	1,796
	<u>Level 2</u>	<u>Total</u>
	\$'000	\$'000
<b>Company</b>		
<b>31 December 2020</b>		
<i>Liabilities</i>		
Derivative financial instruments	336	336

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy level as at the end of the reporting period. There were no transfers between Levels 1 and 2 during the year.

The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

**35. RELATED PARTY TRANSACTIONS**

## (a) Immediate and ultimate holding company

The Company's immediate and ultimate holding company is Far East Organization Pte. Ltd., incorporated in Singapore.

## (b) Sales and purchases of goods and services from other related parties

Other related parties comprise mainly companies which are controlled by the equity holders of the Company's ultimate holding company.

In addition to the information disclosed elsewhere in the financial statements, the following significant transactions took place between the Group and related parties at terms agreed between the parties:

	Group	
	2020 \$'000	2019 \$'000
Amounts billed to/(by) other related parties:		
Administrative service fees	<b>189</b>	347
Sale of goods and services	-	171
Purchase of goods and services	<b>(704)</b>	(1,141)
Amounts billed by other related parties to joint ventures:		
Support services	<b>(584)</b>	(214)
Purchase of goods and services	<b>(81)</b>	(2)
Payments made on behalf for other related parties	<b>4,698</b>	5,799

Outstanding balances at 31 December 2020, arising from deposits, sale and purchase of goods and services are set out in Notes 13 and 24 respectively.

In the prior financial year, the Group's joint venture, Woodlands Square Pte. Ltd. ("WSPL") entered into an option to purchase, a sale and purchase agreement and a side letter with Far East Management (Private) Limited ("FEM"), a member of Far East Organization Pte. Ltd., for the sale of three property units at Woods Square ("the Development") from WSPL to FEM. The total sales price was \$131,700,000 and the Group recognised its 33% share of profits of joint ventures arising from the sale in the current financial year upon the Development obtaining its Temporary Occupation Permit.

## (c) Key management personnel compensation

Key management personnel compensation is as follows:

	Group	
	2020 \$'000	2019 \$'000
Wages and salaries	<b>2,163</b>	2,458
Employer's contribution to defined contribution plans, including Central Provident Fund	<b>60</b>	61
	<b>2,223</b>	2,519

36. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the executive director and management for performance measurement and resource allocation.

The Group operates its hospitality business across three segments.

(i) Management services

The management services segment includes all of the hospitality properties that the Group manages directly in Singapore.

(ii) Operations

The operations segment includes leased properties in Singapore, Australia, New Zealand and the Group's investment in Toga Trust and the REIT Manager of Far East Hospitality Trust.

(iii) Property ownership

The property ownership segment includes hospitality properties located in Australia, Germany, Denmark, Malaysia and Japan that are owned directly by the Group or through the Group's investments in joint ventures.

The Group manages its property business across three segments.

(i) Student accommodation

Student accommodation segment includes properties located in United Kingdom that are owned directly by the Group and includes those under development, that are held for rentals or/and long-term capital appreciation.

(ii) Development

The development segment includes all property development projects at various stages of development and unsold completed properties that are held through either joint ventures or joint operations; and medical suites that are held for sale. Rental income from the leasing of medical suites held for sale, if any, is included under the investment segment on the reports reviewed by the Group's executive director and management.

(iii) Investment

The investment segment includes medical suites, and some offices that are held for rentals or/and long-term capital appreciation.

There was no revenue from transactions with a single external customer that accounts for 10% or more of the Group's revenue for the financial years ended 31 December 2020 and 2019.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

36. SEGMENT INFORMATION (continued)

The segment information provided to the executive director and management for the reportable segments are as follows:

	Hospitality			Property			Total
	Management services – Singapore \$'000	Operations – Singapore \$'000	Operations – Australia and New Zealand \$'000	Property ownership \$'000	Student accommodation \$'000	Development \$'000	
<b>2020</b>							
Total segment sales	16,190	24,823	5,264	24,924	28,426	6,561	114,312
Inter-segment sales	(2,097)	-	-	-	-	-	(2,097)
<b>Sales to external parties</b>	<b>14,093</b>	<b>24,823</b>	<b>5,264</b>	<b>24,924</b>	<b>28,426</b>	<b>6,561</b>	<b>112,215</b>
Operating profit/(loss)	976	5,509	(2,237)	(4,997)	13,551	566	19,199
Share of profit/(loss) of:							
– joint ventures	-	-	(14,347)	(5,738)	-	12,472	(7,613)
– associated companies	-	2,142	-	-	-	-	2,142
<b>Total operating profit/(loss)</b>	<b>976</b>	<b>7,651</b>	<b>(16,584)</b>	<b>(10,735)</b>	<b>13,551</b>	<b>13,038</b>	<b>13,728</b>
Corporate expenses							(4,249)
Interest income							2,562
Finance expense							(17,106)
Others*							1,706
Loss before income tax							(3,359)
Income tax expense							(5,550)
Loss after income tax							(8,909)
Segment assets	118,500	459,456	13,776	258,269	584,485	180,402	1,905,654
Investments in associated companies	-	21,620	-	-	-	-	21,620
Investments in joint ventures	-	-	193,523	93,381	-	191,378	478,282
<b>Corporate assets</b>	<b>118,500</b>	<b>481,076</b>	<b>207,299</b>	<b>351,650</b>	<b>584,485</b>	<b>371,780</b>	<b>2,405,556</b>
<b>Total assets</b>							<b>2,618,614</b>

\* Material and non-cash items are disclosed as "Other gains and impairment losses – net" (Note 8).

## 36. SEGMENT INFORMATION (continued)

	Management services – Singapore		Hospitality		Property			Total
	Management services – Singapore \$'000	Operations – Singapore \$'000	Operations – Australia and New Zealand \$'000	Property ownership \$'000	Student accommodation \$'000	Development \$'000	Investment \$'000	
2019								
Total segment sales	22,131	44,141	12,745	51,801	19,092	-	9,456	159,366
Inter-segment sales	(3,303)	-	-	-	-	-	-	(3,303)
Sales to external parties	18,828	44,141	12,745	51,801	19,092	-	9,456	156,063
Operating profit/(loss)	4,109	9,484	760	5,042	7,493	(89)	7,295	34,094
Share of profit of:								
– joint ventures	-	-	(151)	2,753	-	567	-	3,169
– associated companies	-	3,211	-	-	-	-	-	3,211
Total operating profit	4,109	12,695	609	7,795	7,493	478	7,295	40,474
Corporate expenses								(8,502)
Interest income								4,340
Interest expense								(16,865)
Others*								10,485
Profit before income tax								29,932
Income tax expense								(4,152)
Profit after income tax								25,780
Segment assets	121,731	479,115	19,394	281,568	490,665	179,613	302,394	1,874,480
Investments in associated companies	-	22,090	-	-	-	-	-	22,090
Investments in joint ventures	-	-	199,873	65,230	-	178,906	-	444,009
Corporate assets	121,731	501,205	219,267	346,798	490,665	358,519	302,394	2,340,579
Total assets								190,252
								2,530,831

\* Material and non-cash items are disclosed as "Other gains and impairment losses – net" (Note 8).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

## 36. SEGMENT INFORMATION (continued)

## Geographical information

The Group's six business segments operate in five main geographical areas:

- Singapore – the Company is headquartered and has operations in Singapore. The operations in this area are principally the hotel operations, property development, property investment and investment holding.
- Australia – the operations in this area are principally the hotel operations and property ownership.
- New Zealand – the operations in this area are principally the hotel operations.
- United Kingdom – the operations in this area are principally student accommodation.
- Other countries – the operations include hotel operations and property ownership in Malaysia and property ownership in Germany, Denmark and Japan.

	Revenue	
	2020 \$'000	2019 \$'000
Singapore	53,601	72,426
Australia	25,059	51,765
New Zealand	3,766	8,160
United Kingdom	28,426	19,092
Other countries	1,363	4,620
	<b>112,215</b>	<b>156,063</b>
	Non-current assets	
	2020 \$'000	2019 \$'000
Singapore	1,055,383	1,078,907
Australia	388,186	396,374
United Kingdom	559,695	467,413
Other countries	129,958	128,956
	<b>2,133,222</b>	<b>2,071,650</b>

**37. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS**

Below are the mandatory standards, amendments and interpretations to existing standards that have been published, and are relevant for the Group's accounting periods beginning on or after 1 January 2021 and which the Group has not early adopted.

- *Amendments to SFRS(I) 1-1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current* (effective for annual periods beginning on or after 1 January 2023)

The narrow-scope amendments to SFRS(I) 1-1 Presentation of Financial Statements clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waiver or a breach of covenant). The amendments also clarify what SFRS(I) 1-1 means when it refers to the 'settlement' of a liability.

The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity.

The Group does not expect any significant impact arising from applying these amendments.

- *Amendments to SFRS(I) 1-16 Property, Plant and Equipment: Proceeds before Intended Use* (effective for annual periods beginning on or after 1 January 2022)

The amendment to SFRS(I) 1-16 Property, Plant and Equipment (PP&E) prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment.

Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.

The Group does not expect any significant impact arising from applying these amendments.

- *Amendments to SFRS(I) 1-37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts – Cost of Fulfilling a Contract* (effective for annual periods beginning on or after 1 January 2022)

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the costs of fulfilling it and any compensation or penalties arising from failure to fulfil it. The amendment to SFRS(I) 1-37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts.

The Group does not expect any significant impact arising from applying these amendments.

**37. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS** (continued)

- *Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7 and SFRS(I) 16* (effective for annual periods beginning on or after 1 January 2021)

The Phase 2 amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7 and SFRS(I) 16 are applicable for periods beginning on or after 1 January 2021 ("Phase 2 amendments"). The Phase 2 amendments provide further reliefs for hedge accounting as well as practical expedients for modifications of debts instruments and lease liabilities for lessees with IBOR based terms. The Group and Company have not early adopted the Phase 2 amendments.

Management is currently assessing the impact of the Phase 2 amendments on the Group and Company which could impact the IBOR based borrowings of \$683,081,000 in Note 25 and lease liabilities of \$147,985,000 in Note 22.

**38. LISTING OF SIGNIFICANT COMPANIES IN THE GROUP**

Name of companies	Principal activities	Country of business/ incorporation	Group effective ownership interest held	
			2020 %	2019 %
<b>Significant subsidiaries</b>				
Far East Hospitality Holdings Pte. Ltd.	Investment holding	Singapore	70	70
Jelco Properties Pte Ltd	Investment and sales of properties	Singapore	100	100
Far East Hospitality Properties (Australia) Pte. Ltd.	Ownership of hospitality properties	Singapore	70	70
Far East Hospitality Investments (Australia) Pte. Ltd.	Investment holding	Singapore	70	70
Far East Orchard Holdings (Jersey) Limited	Investment of properties through its subsidiaries	United Kingdom/ Jersey	100	100
<b>Significant joint ventures</b>				
Toga Hotel Holdings Unit Trust	Ownership and management of hospitality properties	Australia	35	35
Woodlands Square Pte. Ltd.	Property development	Singapore	33	33
<b>Significant associated company</b>				
FEO Hospitality Asset Management Pte. Ltd.	REIT Manager of Far East Hospitality Trust	Singapore	33	33

**39. AUTHORISATION OF FINANCIAL STATEMENTS**

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of Far East Orchard Limited on 16 March 2021.



**STATISTICS OF SHAREHOLDINGS**

As at 10 March 2021

Issued and fully paid-up capital	: S\$515,233,939.59
Number of shares issued	: 455,484,727
Class of shares	: Ordinary Shares fully paid
Voting rights	: One vote per share
Treasury shares	: Nil

**DISTRIBUTION OF SHAREHOLDINGS**

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	312	5.53	9,274	0.00
100 - 1,000	573	10.16	363,581	0.08
1,001 - 10,000	3,213	56.99	15,735,548	3.46
10,001 - 1,000,000	1,521	26.98	64,013,479	14.05
1,000,001 AND ABOVE	19	0.34	375,362,845	82.41
<b>TOTAL</b>	<b>5,638</b>	<b>100.00</b>	<b>455,484,727</b>	<b>100.00</b>

**TWENTY LARGEST SHAREHOLDERS**

NO.	NAME	NO. OF SHARES	%
1	FAR EAST ORGANIZATION PTE. LTD.	284,565,562	62.48
2	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	20,966,800	4.60
3	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	17,748,943	3.90
4	CITIBANK NOMINEES SINGAPORE PTE LTD	12,082,017	2.65
5	DBS NOMINEES (PRIVATE) LIMITED	9,861,542	2.17
6	THE BANK OF EAST ASIA (NOMINEES) PRIVATE LIMITED	5,006,054	1.10
7	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	3,533,311	0.78
8	MORPH INVESTMENTS LTD	2,662,700	0.58
9	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	2,652,930	0.58
10	TAN SU KIOK OR SIA LI WEI JOLIE (SHE LIWEI JOLIE)	2,402,330	0.53
11	PHILLIP SECURITIES PTE LTD	2,286,706	0.50
12	MAYBANK KIM ENG SECURITIES PTE. LTD.	2,021,336	0.44
13	UOB KAY HIAN PRIVATE LIMITED	1,865,935	0.41
14	KHOO POH KOON	1,796,375	0.39
15	RAFFLES NOMINEES (PTE.) LIMITED	1,393,377	0.31
16	HEXACON CONSTRUCTION PTE LTD	1,230,905	0.27
17	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	1,155,737	0.25
18	HOE SENG CO PTE LTD	1,101,900	0.24
19	OCBC SECURITIES PRIVATE LIMITED	1,028,385	0.23
20	LIM & TAN SECURITIES PTE LTD	904,219	0.20
<b>TOTAL</b>		<b>376,267,064</b>	<b>82.61</b>

**STATISTICS OF SHAREHOLDINGS**

As at 10 March 2021

**SUBSTANTIAL SHAREHOLDERS**

(as shown in the Register of Substantial Shareholders)

Name of Substantial Shareholder	Direct Interest No. of Shares	%	Deemed Interest No. of Shares	%
Far East Organization Pte. Ltd.	284,565,562	62.48	-	-
Tan Kim Choo <sup>(1)</sup>	224,659	0.05	284,565,562	62.48
The Estate of Ng Teng Fong, deceased <sup>(2)</sup>	-	-	284,565,562	62.48
Ng Chee Siong <sup>(3)</sup>	-	-	284,565,562	62.48
Ng Chee Tat, Philip <sup>(4)</sup>	-	-	284,565,562	62.48

Notes:

- (1) Mdm Tan Kim Choo is deemed to be interested in the Shares held by Far East Organization Pte. Ltd. ("**FEOP**L") through her 50% shareholding in the issued share capital of FEOP L.
- (2) The Estate of Ng Teng Fong, deceased ("**Estate**"), is deemed to be interested in the Shares held by FEOP L through the Estate's 50% shareholding in the issued share capital of FEOP L.
- (3) FEOP L has a direct interest in 284,565,562 shares. The Estate has more than 20% interest in FEOP L. Ng Chee Siong is a beneficiary of the Estate and is therefore deemed to be interested in the 284,565,562 shares in which FEOP L has an interest.
- (4) FEOP L has a direct interest in 284,565,562 shares. The Estate has more than 20% interest in FEOP L. Ng Chee Tat, Philip is a beneficiary of the Estate and is therefore deemed to be interested in the 284,565,562 shares in which FEOP L has an interest.

**PERCENTAGE OF SHAREHOLDINGS IN PUBLIC HANDS**

Based on the information provided to the Company as at 10 March 2021, approximately 37.47% of the issued share capital of the Company was held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

# FAR EAST ORCHARD LIMITED

(Incorporated in the Republic of Singapore)

(Registration No: 196700511H)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty-Third Annual General Meeting of Far East Orchard Limited (the "Company") will be convened and held by way of electronic means on Monday, 26 April 2021 at 10.00 a.m. (Singapore time) to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and the Report of the Independent Auditor thereon. **(Resolution 1)**
2. To approve a first and final one-tier tax exempt dividend of S\$0.03 per ordinary share for the financial year ended 31 December 2020. **(Resolution 2)**
3. To approve the sum of up to S\$520,000 as Directors' fees for the financial year ending 31 December 2021, to be paid quarterly in arrears. (2020: S\$520,000) **(Resolution 3)**
4. To re-elect Ms Chua Kheng Yeng, Jennie, a Director retiring pursuant to Regulation 98 of the Company's Constitution, and who being eligible, has offered herself for re-election. (See Explanatory Note (2)) **(Resolution 4)**
5. To re-elect Mr Ramlee Bin Buang, a Director retiring pursuant to Regulation 98 of the Company's Constitution, and who being eligible, has offered himself for re-election. (See Explanatory Note (3)) **(Resolution 5)**
6. To re-appoint PricewaterhouseCoopers LLP as the Company's Independent Auditor and to authorise the Directors to fix their remuneration. **(Resolution 6)**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:

#### 7. Authority to allot and issue shares

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Act") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company (the "Directors") to:

- (a) (i) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be allotted and issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities or exercise of share options or vesting of share awards, which were issued and outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act and the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

## NOTICE OF ANNUAL GENERAL MEETING

- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." (See Explanatory Note (4)) **(Resolution 7)**

### 8. Proposed renewal of the Shareholders' Mandate for Interested Person Transactions

"That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual of the SGX-ST, 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 Letter to Shareholders, with any person who is of the class of Interested Persons described in the Letter to Shareholders, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for Interested Person Transactions as set out in the Letter to Shareholders;
- (b) the approval given in sub-paragraph (a) above (the "**Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorised, jointly or severally, to take such steps and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary or in the interest of the Company to give effect to the Mandate and/or this Resolution." (See Explanatory Note (5))

**(Resolution 8)**

### BY ORDER OF THE BOARD

PHUA SIYU, AUDREY  
Company Secretary

Singapore,  
9 April 2021

## NOTICE OF ANNUAL GENERAL MEETING

### Explanatory Notes:

- (1) For Ordinary Resolutions 4 & 5, detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled "**Board of Directors and Management**" and "**Additional Information on Directors Seeking Re-Election**" in the Company's Annual Report 2020.
- (2) **Ordinary Resolution 4**, is to re-elect Ms Chua Kheng Yeng, Jennie (who was appointed on 1 January 2014) pursuant to Regulation 98 of the Company's Constitution and if she is re-elected, she will remain as the Chairman of the Nominating Committee, a member of the Audit & Risk Committee and the Remuneration Committee. Ms Chua is considered a Non-Executive Director and Independent Director for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (3) **Ordinary Resolution 5**, is to re-elect Mr Ramlee Bin Buang (who was appointed on 25 April 2017) pursuant to Regulation 98 of the Company's Constitution and if he is re-elected, he will remain as the Chairman of the Audit & Risk Committee and a member of the Nominating Committee. Mr Ramlee is considered a Non-Executive Director and Independent Director for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
- (4) **Ordinary Resolution 7**, if passed, will empower the Directors, from the date of the passing of this Resolution until the next Annual General Meeting, to allot and issue Shares and to make or grant Instruments convertible into Shares and to issue Shares in pursuance of such Instruments, for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of Shares which may be issued (including Shares to be issued pursuant to convertibles) under this Resolution shall not exceed 50% of the issued Shares (excluding treasury shares and subsidiary holdings, if any), of which not more than 20% may be issued other than on a pro-rata basis. The total number of Shares which may be issued will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed after adjusting for (a) new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.
- (5) **Ordinary Resolution 8**, if passed, will renew the Mandate and empower the Company, its subsidiaries and associated companies, to enter into the Interested Person Transactions as described in the Letter to Shareholders. The authority under the renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.

## NOTICE OF ANNUAL GENERAL MEETING

### Notes:

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. All documents which relate to the business of the AGM are published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://www.fareastorchard.com.sg/agm.html>. They include (a) the Annual Report 2020 (b) proxy form (c) Letter to Shareholders and (d) this Notice of AGM. Save for this Notice and the proxy form which will also be sent by post to members, printed copies of the other documents will not be despatched to members. Members are advised to check SGXNet and/or the Company’s website regularly for updates.
2. The AGM will be broadcasted via a “live” audio-visual webcast and “live” audio-only stream. CPF and SRS investors, CDP direct account shareholders and scrip-based shareholders who wish to participate in the AGM **must pre-register at the URL <https://septusasia.com/feorfy2020agm/> no later than 10.00 a.m. on 23 April 2021**. Following verification, an email will be sent to authenticated members by 25 April 2021. The email will contain instructions and details to access the “live” audio-visual webcast and “live” audio-only stream of the AGM proceedings. Members who do not receive the email by 11 a.m. on 25 April 2021, but have registered by the 23 April 2021 deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com).

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) who are not CPF or SRS investors, who wish to participate in the “live” broadcast of the AGM, should approach their relevant intermediary as soon as possible in order to make the necessary arrangements, as they will not be able to pre-register online for the “live” broadcast of the AGM. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/ passport number) to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com), **no later than 10.00 a.m. on 23 April 2021**.

3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The proxy form for the AGM is sent by post to members and may also be accessed at the Company’s website and the SGX website at the URLs listed in Note 1 above.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The proxy form is not applicable to investors holding shares through relevant intermediaries. Should

## NOTICE OF ANNUAL GENERAL MEETING

such investors wish to vote, they should approach their relevant intermediary soonest to specify their voting instructions. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes **by 5.00 p.m. on 14 April 2021**.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com),

in either case not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit this proxy form (whether received by post or downloaded from the Company’s website or SGXNet) is to complete and sign the proxy form, before submitting it by post, or before scanning and sending it by email, in the manner described above.

In view of the current COVID-19 situation and the related safe distancing measures, **members are strongly encouraged to submit completed proxy forms electronically via email**.

6. **Members will not be able to ask questions “live” during the broadcast of the AGM. Members may submit questions related to the resolutions to be tabled for approval at the AGM by 10.00 a.m. on 23 April 2021:**
  - (a) via the pre-registration website at the URL <https://septusasia.com/feorfy2020agm/>;
  - (b) by email to [srs.teamc@boardroomlimited.com](mailto:srs.teamc@boardroomlimited.com); or
  - (c) by post to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

For questions submitted by email or post, members are to provide their full names, last 3 digits and checksum of NRIC/passport number and CDP securities account number (if any). In view of the current COVID-19 situation and the related safe distancing measures, **members are strongly encouraged to submit their questions via the pre-registration website or by email**. The Company will answer all substantial and relevant questions prior to or at the AGM. The answers will be published at the Company’s website and SGXNet at the URLs listed in Note 1 above.



## NOTICE OF ANNUAL GENERAL MEETING

### PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the Meeting as proxy for the AGM and the member's participation in 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"). In the case of a member who is a relevant intermediary, by submitting the consolidated list of participants set out in Note 2 of this Notice of AGM, such member represents and warrants that it has obtained the prior consent of the individuals for the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the Purposes, and agrees it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of this warranty.

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF THE LISTING MANUAL OF THE SGX-ST

Ms Chua Kheng Yeng, Jennie and Mr Ramlee Bin Buang are the Directors seeking re-election at the forthcoming annual general meeting of the Company.

Name of Director	Chua Kheng Yeng, Jennie	Ramlee Bin Buang
Date of First Appointment	1 January 2014	25 April 2017
Date of Last Re-Appointment	23 April 2019	24 April 2018
Age	76	64
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company considered Ms Chua's performance, contribution, experience and competencies, and recommended her re-election.	The Board of Directors of the Company considered Mr Ramlee's performance, contribution, experience and competencies, and recommended his re-election.
Whether appointment is executive, and if so, the area of responsibility	Independent and Non-Executive	Independent and Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Lead Independent Director, NC Chairman, ARC Member and RC Member	Non-Executive Independent Director, ARC Chairman and NC Member
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> <li>Until July 2012 - CapitaLand Limited, Chief Corporate Officer</li> <li>Ms Chua is a retiree. She has extensive international experience in the tourism and hospitality industry. Presently, she serves as a director/ chair of various companies.</li> </ul>	<ul style="list-style-type: none"> <li>Until 2014 – Group Financial Controller, Senior VP &amp; CFO, Company Secretary, Executive VP &amp; Group CFO, Board Member, Cerebos Pacific Limited</li> <li>2017 to 2020 – Executive Coach, Pharos Institute</li> <li>2014 to present – Founder &amp; Owner, Uyko Advisory</li> </ul>
Shareholding interest in the listed issuer and its subsidiaries	No	No
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	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

**ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF  
THE LISTING MANUAL OF THE SGX-ST**

Name of Director	Chua Kheng Yeng, Jennie	Ramlee Bin Buang
<b>Other Principal Commitments Including Directorships</b>		
<b>Past (for last 5 years)</b>	<ul style="list-style-type: none"> <li>Alexandra Health Pte Ltd (Chairman)</li> <li>Singapore University of Technology Design (Member, Board of Trustees)</li> <li>Singapore's Non-Resident Ambassador to The United Mexican States</li> </ul>	<ul style="list-style-type: none"> <li>The Esplanade Co Ltd (Director and Member of Nominations &amp; Remuneration Committee)</li> <li>Centre for Fathering Limited (Director and Chair of Finance &amp; Establishment Committee)</li> <li>Pharos Institute (Executive Coach)</li> </ul>
<b>Present</b>	<ul style="list-style-type: none"> <li>GL Limited (Director)</li> <li>GuocoLand Limited (Director)</li> <li>Vanguard Healthcare Pte Ltd (Chairman)</li> <li>Woodlands Health Campus Development Committee (Chairman)</li> <li>The RICE Company Limited (Chairman)</li> <li>Temasek Foundation International CLG Limited (Deputy Chairman)</li> <li>Temasek Foundation Ltd (Director)</li> <li>Singapore's Non-Resident Ambassador (designate) to the Kingdom of Spain</li> <li>National Gallery Singapore (Director)</li> </ul>	<ul style="list-style-type: none"> <li>Halogen Foundation (Singapore) (Director and Chair of Finance &amp; Establishment Committee)</li> <li>Ukyo Advisory (Founder / Owner)</li> <li>Singapore Institute of Directors (Director, Council Member and Treasurer)</li> <li>National Healthcare Group Pte Ltd (Director and Chair of Finance &amp; Audit Committee, Board Risk Committee and Member of Woodlands Health Campus Development Committee)</li> <li>MOH Holdings (Chair of MOHH-Public Healthcare Institutions Finance Shared Services Steering Committee, Member of Investment Committee and Audit &amp; Risk Committee)</li> <li>1FSS Pte. Ltd. (Chairman and Director)</li> <li>ALPS Pte Ltd (Director, Chair of Procurement Sub Committee and Member of Finance Sub-Committee)</li> <li>Singapore Accountancy Commission (Member of the Council and Audit Committee)</li> <li>Singapore University of Technology and Design (Member of Board of Trustee and Chair of the Audit Committee)</li> <li>Breast Cancer Foundation (Member of Executive Council, Board and Treasurer)</li> </ul>

**ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF  
THE LISTING MANUAL OF THE SGX-ST**

Name of Director	Chua Kheng Yeng, Jennie	Ramlee Bin Buang
(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 or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he 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 was a director or an equivalent person or a key executive, at the time when he 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 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?	No	No
(d) Whether he 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 which he is aware of) for such purpose?	No	No
(e) Whether he 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 which he is aware of) for such breach?	No	No

**ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF  
THE LISTING MANUAL OF THE SGX-ST**

Name of Director	Chua Kheng Yeng, Jennie	Ramlee Bin Buang
(f) Whether at any time during the last 10 years, judgment has been entered against him 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 part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he 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 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 has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

**ADDITIONAL INFORMATION ON DIRECTORS  
SEEKING RE-ELECTION PURSUANT TO RULE 720(6) OF  
THE LISTING MANUAL OF THE SGX-ST**

Name of Director	Chua Kheng Yeng, Jennie	Ramlee Bin Buang
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-		
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No
(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	No	No
(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	No	No
(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 was so concerned with the entity or business trust?	No	No
(k) Whether he 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
Any prior experience as a director of an issuer listed on the Exchange?	N.A.	N.A.

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## FAR EAST ORCHARD LIMITED

Incorporated in the Republic of Singapore)  
(Registration No: 196700511H) (the "Company")

## PROXY FORM ANNUAL GENERAL MEETING

### Important

1. The AGM (as defined below) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of AGM and this proxy form will be sent to members by post and also electronic means via publication on the Company's website at the URL <https://www.fareastorchard.com.sg/agm.html> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM, and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Notice of AGM.
3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM.**
4. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m.** on **14 April 2021**, being 7 working days before the date of the AGM to submit his/her voting instructions.
5. **Personal Data Privacy:** By submitting this proxy form, a member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 April 2021.
6. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company's Registration No.)

of \_\_\_\_\_ (Address)

being a member/members of the Company hereby appoint the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us/ on my/our behalf at the Fifty-Third Annual General Meeting ("AGM") of the Company to be convened and held by way of electronic means on Monday, 26 April 2021 at 10.00 a.m. (Singapore time) and at any adjournment thereof in the following manner:

No.	Resolutions relating to	For*	Against*	Abstain*
<b>ORDINARY BUSINESS</b>				
1.	Adoption of Audited Financial Statements together with the Directors' Statement and the Report of the Independent Auditor for the financial year ended 31 December 2020			
2.	Approval of a first and final one-tier tax-exempt dividend			
3.	Approval of Directors' fees for the sum of up to S\$520,000 for the financial year ending 31 December 2021 (2020: S\$520,000)			
4.	Re-election of Ms Chua Kheng Yeng, Jennie as a Director			
5.	Re-election of Mr Ramlee Bin Buang as a Director			
6.	Re-appointment of PricewaterhouseCoopers LLP as Independent Auditor			
<b>SPECIAL BUSINESS</b>				
7.	Authority to allot and issue shares			
8.	Proposed renewal of the shareholders' mandate for Interested Person Transactions			

\* Voting will be conducted by poll. Please indicate your vote "For", "Against" or "Abstain" in respect of all your shares for each resolution with a tick (✓) within the box provided. Alternatively, you may indicate the number of shares that you wish to vote "For" or "Against" and/or "Abstain" for each resolution in the relevant box. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature(s) of Member(s)/Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**TOTAL NUMBER OF SHARES HELD**



Affix  
Postage  
Stamp

Company Secretary  
**FAR EAST ORCHARD LIMITED**  
c/o The Share Registrar  
Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

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2nd fold here

**Notes:**

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form is sent by post to members and may also be accessed at the Company's website at the URL <https://www.fareastorchard.com.sg/aggm.html>, and on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
3. This proxy form is not valid for use by investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5 p.m. on 14 April 2021.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. This proxy form must be under the hand of the appointor or his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed in a manner as may be permitted by the Companies Act.
6. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged or emailed with the proxy form, failing which the proxy form may be treated as invalid.
7. This proxy form must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.team@boardroomlimited.com](mailto:srs.team@boardroomlimited.com),in either case not less than 72 hours before the time appointed for holding the AGM.

A member who wishes to submit this proxy form (whether received by post or downloaded from the Company's website or SGXNet) is to complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures, **members are strongly encouraged to submit completed proxy forms electronically via email.**
8. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.