FIRST SPONSOR GROUP LIMITED
ANNUAL REPORT 2024

Artist's Impression of
Sydney House,
Sydney, Australia

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Artist's Impression of ***Sydney House,*** *Sydney, Australia*

COMPANY HIGHLIGHTS

REVENUE
S$317.6M

⬆ 12.3% YoY from S$282.9 m

HOTELS
2,992 rooms

DIVIDEND
4.65 Cents

⬆ 10.7% YoY from 4.20 cents

DEVELOPMENT PROPERTIES
2,015,579 sq m

INVESTMENT PROPERTIES
581,818 sq m

NET PROFIT
S$93.0M

⬆ 644.0% YoY from S$12.5 m

TOTAL ASSETS
S$4,909.1M

⬆ 5.7% YoY from S$4,642.7 m

OUR PRESENCE

5

COUNTRIES WORLDWIDE

17

DEVELOPMENT PROPERTIES

57

INVESTMENT PROPERTIES

19

HOTELS

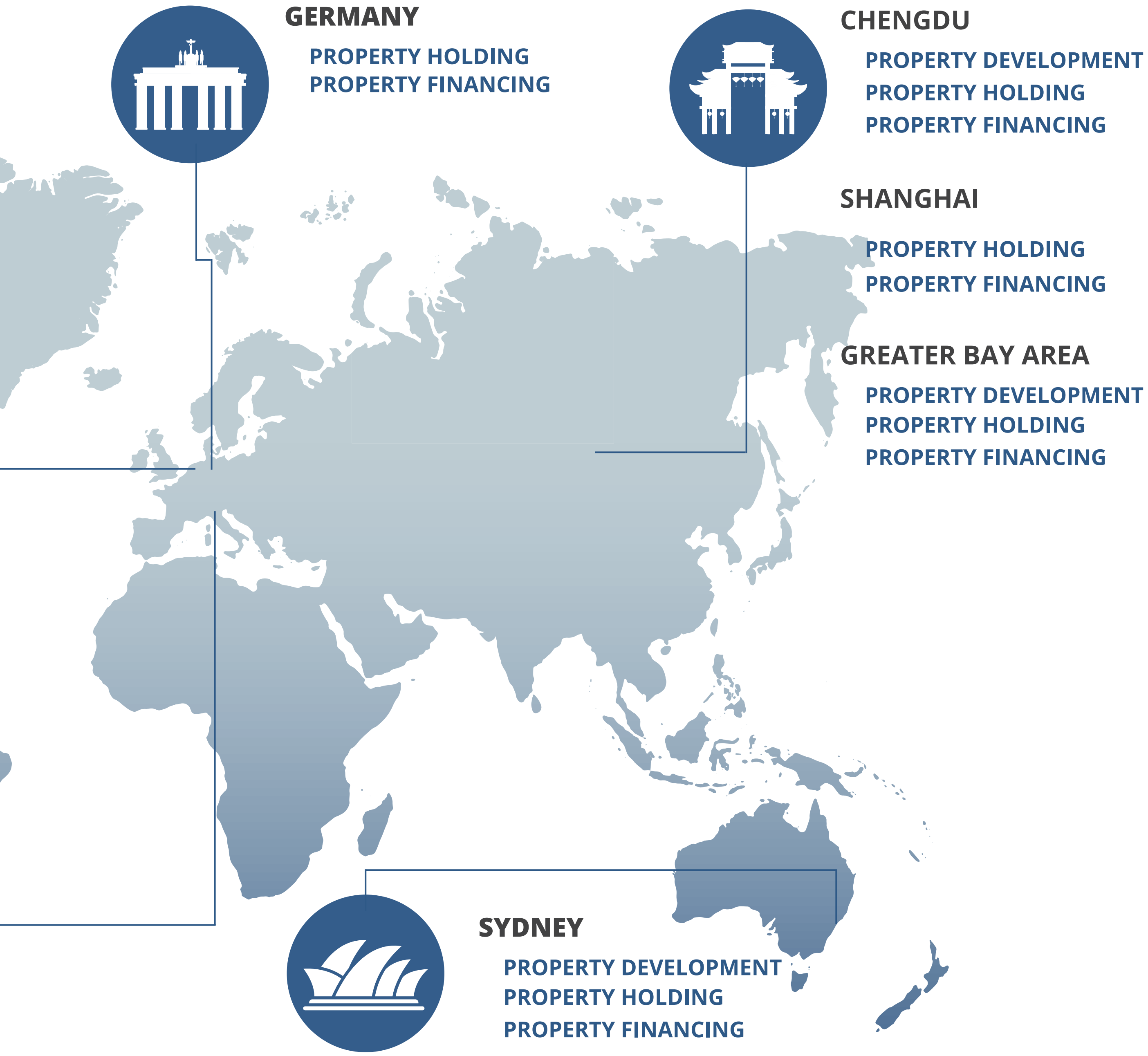
THE NETHERLANDS

PROPERTY DEVELOPMENT
PROPERTY HOLDING
PROPERTY FINANCING

ITALY

PROPERTY HOLDING

OUR PRESENCE



OUR THREE KEY OPERATING SEGMENTS

PROPERTY DEVELOPMENT

Residential and commercial property developments in the PRC, specifically Chengdu, Dongguan and Guangzhou as well as the Netherlands and Australia.

PROPERTY HOLDING

Hotel ownership and operations as well as investment properties held for rental income, primarily in the PRC, the Netherlands, Germany and Italy.

We plan to build our portfolio to generate a stable stream of recurrent income and future capital gain.

PROPERTY FINANCING

Loan arrangements primarily in the PRC (including via entrusted loans), the Netherlands, Germany and Australia.

OUR PRESENCE

THE NETHERLANDS

PROPERTY DEVELOPMENT

Dreeftoren
Amsterdam
Meerparc
Amsterdam

Prins Hendrikkade
Amsterdam

PROPERTY HOLDING

INVESTMENT PROPERTIES

Arena Towers (Holiday Inn Amsterdam and Holiday Inn Express Amsterdam hotels)
Amsterdam

Berg & Bosch
Bilthoven

Herengracht 21
The Hague

Mondriaan Tower
Amsterdam

Munthof
Amsterdam

Oliphant
Amsterdam

Zuiderhof I
Amsterdam

Allianz Tower
Rotterdam

Atlanta Building
Amsterdam

Centerpoint I
Amsterdam

Centerpoint II
Amsterdam

Cruquiusweg
Amsterdam

Glasshouse
Amsterdam

Hettenheuvelweg I
Amsterdam

Hettenheuvelweg II
Amsterdam

HNK Amsterdam Houthavens
Amsterdam

HNK Amsterdam Schinkel
Amsterdam

HNK Amsterdam Sloterdijk
Amsterdam

HNK Amsterdam Zuidoost
Amsterdam

Hogehilweg I
Amsterdam

Hogehilweg II
Amsterdam

Koningin Wilhelminaplein
Amsterdam

One20
Amsterdam

Q-Port
Amsterdam

Solaris Eclips
Amsterdam

Trivium
Amsterdam

Vitrum
Amsterdam

Vivaldi Offices I
Amsterdam

Vivaldi Offices II
Amsterdam

Bentinck Huis
Den Haag

De Rode Olifant
Den Haag

HNK Den Haag
Den Haag

Alexanderhof
Rotterdam

Alexanderpoort
Rotterdam

HNK Rotterdam Centrum
Rotterdam

HNK Rotterdam Scheepvaartkwartier
Rotterdam

Veerhaven
Rotterdam

Veerkade
Rotterdam

Westblaak
Rotterdam

HNK Utrecht Centraal Station
Utrecht

HNK Utrecht West
Utrecht

Jacobsweerd
Utrecht

Uniceflaan
Utrecht

Hooghuisstraat/Keizersgracht
Eindhoven

Kennedyplein
Eindhoven

Beukenhaghe
Hoofddorp

Archimedesweg 6
Leiden

Archimedesweg 17-25
Leiden

Archimedesweg 30
Leiden

Mendelweg
Leiden

Newtonweg
Leiden

Sypesteyn
Utrecht

HOTELS

Hampton by Hilton Utrecht Centraal Station & Crowne Plaza Utrecht Centraal Station
Utrecht

Hilton Rotterdam
Rotterdam

Bilderberg Château Holtmühle
Tegelen

Bilderberg Europa Hotel Scheveningen
The Hague

Bilderberg Garden Hotel Amsterdam
Amsterdam

Bilderberg Grand Hotel Wientjes
Zwolle

Bilderberg Hotel De Bovenste Molen
Venlo

Bilderberg Hotel De Keizerskroon
Apeldoorn

Bilderberg Hotel 't Speulderbos
Garderen

Bilderberg Kasteel Vaalsbroek
Vaals

Bilderberg Parkhotel Rotterdam
Rotterdam

Bilderberg Résidence Groot Heideborgh
Garderen

Hotel de Bilderberg
Oosterbeek

PROPERTY FINANCING

OUR PRESENCE

GERMANY

PROPERTY HOLDING

INVESTMENT PROPERTY
Le Méridien Frankfurt
Frankfurt

HOTEL
Bilderberg Bellevue Hotel Dresden
Dresden

PROPERTY FINANCING

ITALY

PROPERTY HOLDING

HOTEL
Puccini Hotel Milan, Tapestry Collection by Hilton
Milan

CHENGDU, SICHUAN PROVINCE

PROPERTY DEVELOPMENT

Millennium Waterfront

PROPERTY HOLDING

INVESTMENT PROPERTY
Millennium Waterfront Plot E1 Retail Podium

HOTELS
Crowne Plaza Chengdu Wenjiang Hotel and Holiday Inn Express Chengdu Wenjiang Hotspring Hotel

PROPERTY FINANCING

SHANGHAI

PROPERTY HOLDING

INVESTMENT PROPERTY
FS Han Mai Mall

PROPERTY FINANCING

GREATER BAY AREA

PROPERTY DEVELOPMENT

Dongguan
The Brilliance
The Pinnacle
Kingsman Residence
Exquisite Bay
Central Mansion
Star of East River
Skyline Garden
Egret Bay
Fenggang Project
Time Zone

Guangzhou
Primus Bay

PROPERTY HOLDING

INVESTMENT PROPERTIES

Dongguan
Banqiao Plywood Market
Dongri Building

PROPERTY FINANCING

SYDNEY

PROPERTY DEVELOPMENT

Sydney House Residences
194 Pitt Street

PROPERTY HOLDING

HOTEL
Sydney House Hotel/Sydney House Galleria

PROPERTY FINANCING

FINANCIAL HIGHLIGHTS

YEAR	2015	2016	2017
	(S$'m)	(S$'m)	(S$'m)
(A) Consolidated Statement of Profit or Loss			
Property development	165.4	162.1	308.1
Property holding (1)	14.1	18.9	28.5
Property financing	36.3	18.1	47.8
Revenue	**215.8**	**199.1**	**384.4**
Property development	46.3	20.8	98.6
Property holding (1)	10.9	15.2	11.4
Property financing	36.2	15.8	43.0
Gross profit	**93.4**	**51.8**	**153.0**
Profit before tax	**91.0**	**118.4**	**121.2**
Net profit attributable to equity holders of the Company	**67.4**	**113.1**	**88.3**
Distributions of perpetual convertible capital securities	**-**	**-**	**-**
(B) Consolidated Statement of Financial Position			
Cash and cash equivalents	112.0	280.6	319.3
Other investments (current) (2)	-	-	38.9
Net debt (3)	368.8	81.3	261.7
Total assets	1,800.8	1,796.1	2,106.5
Equity attributable to owners of the Company	**974.7**	**1,024.6**	**1,080.2**
Perpetual convertible capital securities	**-**	**-**	**-**
Total equity	**978.1**	**1,029.7**	**1,086.9**
(C) Ratio Analysis			
Net gearing ratio (4)	0.38	0.08	0.24
Return on equity (5)	7.2%	11.3%	8.4%

Notes:

(1) Property holding represents property investment and hotel operations.

(2) Other investments (current) relate to principal-guaranteed structured deposits placed with financial institutions.

(3) Net debt = gross borrowings less cash and cash equivalents less other investments (current) as defined in (2) above.

(4) Net gearing ratio is net debt divided by total equity including non-controlling interests and perpetual convertible capital securities ("**PCCS**") where applicable.

(5) Computed based on the net profit attributable to equity holders of the Company divided by the simple average equity attributable to owners of the Company (including PCCS where applicable, but excluding non-controlling interests).

FINANCIAL HIGHLIGHTS

2018 (S$'m)	2019 (S$'m)	2020 (S$'m)	2021 (S$'m)	2022 (S$'m)	2023 (S$'m)	2024 (S$'m)
139.4	160.0	57.0	415.1	205.9	37.0	71.1
55.7	71.8	41.7	55.1	148.3	193.5	201.6
82.3	87.4	105.2	119.0	73.3	52.4	44.9
277.4	**319.2**	**203.9**	**589.2**	**427.5**	**282.9**	**317.6**
65.7	78.8	64.9	119.2	90.8	17.6	17.2
22.0	30.5	9.1	16.1	56.9	73.4	81.2
73.8	79.7	97.9	106.0	58.4	40.9	37.4
161.5	**189.0**	**171.9**	**241.3**	**206.1**	**131.9**	**135.8**
144.5	**194.2**	**125.6**	**202.6**	**195.7**	**27.7**	**112.8**
113.0	**167.1**	**103.2**	**121.5**	**131.3**	**12.5**	**93.0**
4.5	**3.5**	**3.0**	**-**	**-**	**-**	**3.0**
125.7	313.4	476.3	343.9	270.3	177.8	**187.8**
39.3	-	-	-	-	-	**-**
530.7	315.5	271.3	756.2	748.5	1,080.4	**1,116.4**
2,381.8	2,760.5	3,424.6	4,303.5	4,338.1	4,642.7	**4,909.1**
1,150.5	**1,421.9**	**1,671.1**	**1,863.1**	**1,810.3**	**1,973.1**	**2,022.5**
161.3	**146.5**	**-**	**-**	**-**	**-**	**243.2**
1,323.5	**1,598.6**	**1,747.3**	**1,978.9**	**1,926.0**	**2,088.5**	**2,371.0**
0.40	0.20	0.16	0.38	0.39	0.52	**0.47**
9.4%	11.6%	6.4%	6.9%	7.1%	0.7%	**4.4%**

FINANCIAL HIGHLIGHTS

YEAR	2015	2016	2017
(D) Per Ordinary Share			
Net asset value (cents) (6)	165.26	173.71	183.13
Adjusted net asset value (cents) (7)	165.26	173.71	183.13
Basic earnings (cents) (8)	10.38 (9)	17.43 (9)	13.61 (9)
Diluted earnings (cents)	10.38 (9)	17.43 (9)	13.61 (9)
Dividends (tax-exempt (one-tier))			
- first interim ordinary dividend (cents)	0.70	1.00	1.00
- second interim ordinary dividend (cents)	-	-	-
- final ordinary dividend (cents)	1.00	1.00	1.20
- total dividends (cents)	1.70	2.00	2.20

Notes:

(6) Computed based on the equity attributable to owners of the Company (i.e. excluding PCCS where applicable, and non-controlling interests) and the number of ordinary shares in issue (excluding treasury shares) as at the end of each respective financial year.

(7) Computed based on net asset value per share adjusted for the full conversion of PCCS and exercise of all warrants to ordinary shares where applicable.

(8) Computed based on the net profit attributable to equity holders of the Company and the weighted average number of ordinary shares for the respective financial year. The weighted average number of ordinary shares excluded 307,682 shares in the Company held by a subsidiary since August 2018 which are accounted for as treasury shares in the consolidated financial statements of the Group in accordance with IAS 32 *Financial Instruments: Presentation.*

(9) For comparative purposes, the number of ordinary shares for the prior years have been adjusted to include the effect of the issue of one bonus share for every ten (10) existing ordinary shares in April 2018.

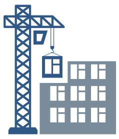
FINANCIAL HIGHLIGHTS

2018	2019	2020	2021	2022	2023	2024
144.70	182.11	183.05	202.39	195.95	177.89	**179.09**
164.81	165.16	162.75	176.60	172.35	166.94	**160.09**
16.72	21.64	11.97	13.26	14.21	1.29	**8.29**
15.02	17.12	8.87	9.16	9.90	1.08	**7.86**
1.00	1.10	1.10	1.10	1.10	1.10	**1.10**
-	-	2.00	2.35	-	-	**-**
1.30	1.60	-	-	2.70	3.10	**3.55**
2.30	2.70	3.10	3.45	3.80	4.20	**4.65**

FINANCIAL HIGHLIGHTS

REVENUE BY SEGMENT
(S$'M)

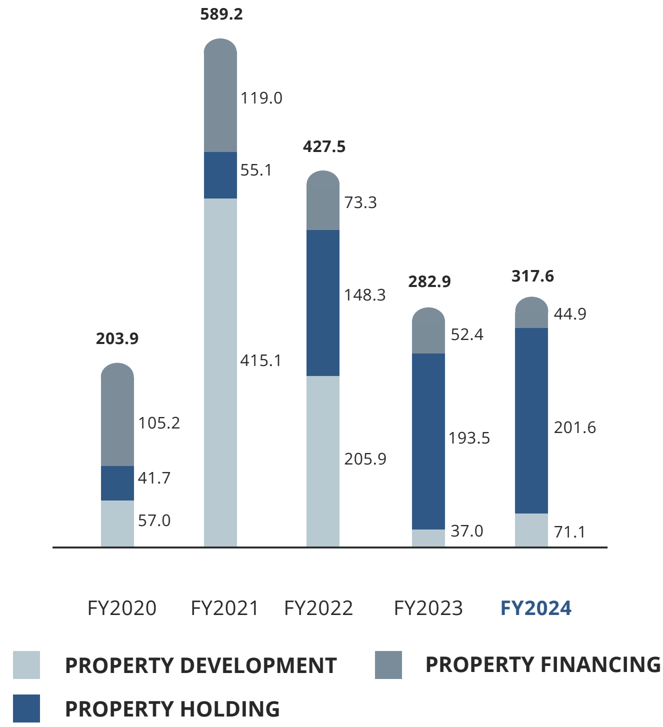
FY2024: 317.6



71.1
PROPERTY DEVELOPMENT

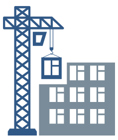
201.6
PROPERTY HOLDING

44.9
PROPERTY FINANCING



GROSS PROFIT BY SEGMENT
(S$'M)

FY2024: 135.8

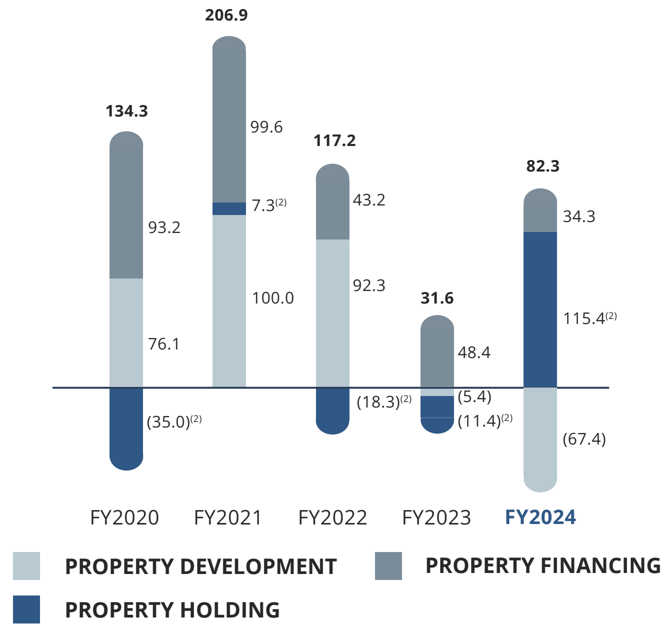


17.2
PROPERTY DEVELOPMENT

81.2
PROPERTY HOLDING

37.4
PROPERTY FINANCING

SEGMENT PROFIT BEFORE TAX [(1)]
(S$'M)



(1) This is excluding unallocated profit/(loss) before tax of S$30.5m (FY2023: (S$3.9m), FY2022: S$78.5m, FY2021: (S$4.3m) and FY2020: (S$8.7m)). In FY2024, the fair value change in derivatives and related foreign exchange differences on the settlement of matured derivatives have been reallocated to the unallocated segment. The prior year comparatives have been restated to ensure consistency.

(2) This is net of impairment charge, depreciation charge, hotel pre-opening expenses and base stocks written off, and property, plant and equipment written off, where applicable, amounting to S$32.9m for FY2024 in aggregate (FY2023: S$18.5m, FY2022: S$59.6m; FY2021: S$27.5m and FY2020: S$16.2m).

FINANCIAL HIGHLIGHTS

PROFIT BEFORE TAX

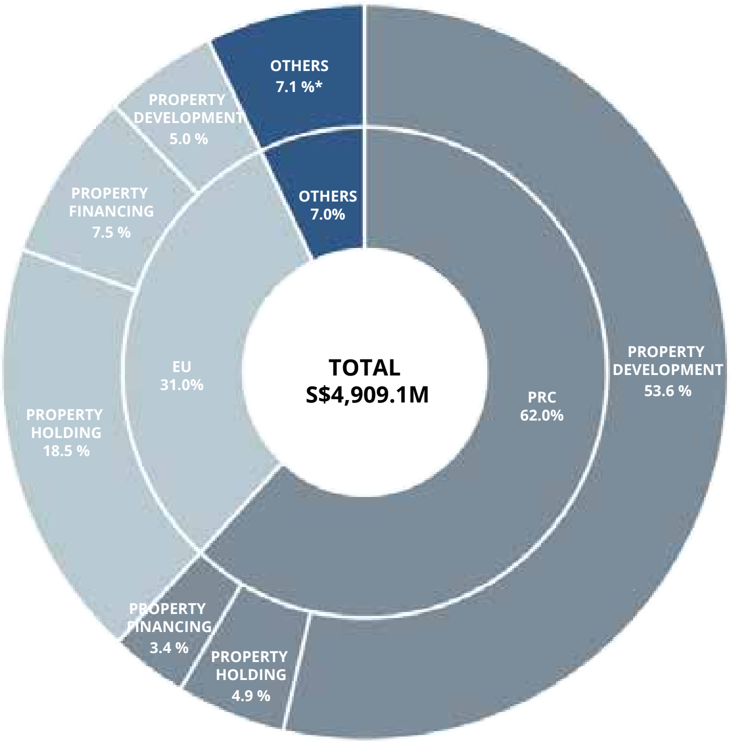
FY2020	FY2021	FY2022
S$125.6M	S$202.6M	S$195.7M
35.3% ↓	61.3% ↑	3.4% ↓

FY2023	FY2024
S$27.7M	S$112.8M
85.8% ↓	307.1% ↑

TOTAL ASSETS - BY GEOGRAPHICAL AND BUSINESS SEGMENTS AS AT 31 DECEMBER 2024

EU
PRC
OTHERS

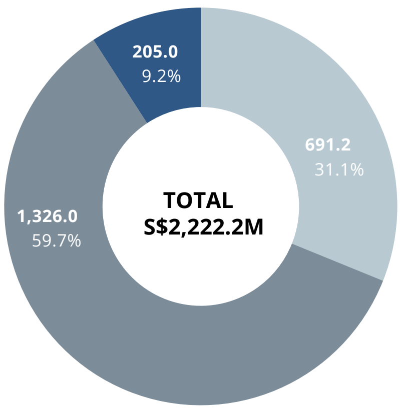
*Includes (i) PD/PH/PF (Australia), (ii) unallocated cash and tax related items in the various regions, and (iii) financial derivative assets



NET ASSETS - BY SEGMENT AS AT 31 DECEMBER 2024 (3) (S$'M)

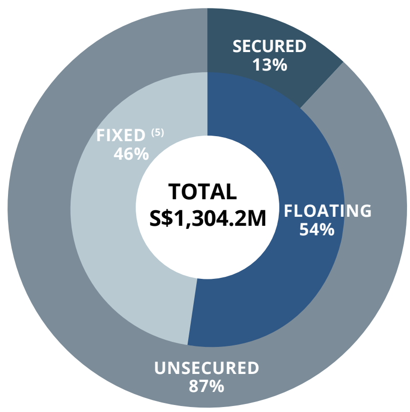
PROPERTY DEVELOPMENT
PROPERTY HOLDING
PROPERTY FINANCING

(3) This is excluding unallocated net assets of S$148.8m.



DEBT (4) COMPOSITION AS AT 31 DECEMBER 2024

(4) Debt represents gross borrowings.
(5) Mainly via cross currency swaps and medium term notes.



Artist's impression of
Puccini Hotel Milan, Tapestry Collection by Hilton
Milan, Italy

Artist's impression of
Puccini Hotel Milan, Tapestry Collection by Hilton
Milan, Italy

Artist's impression of
Sydney House Residences
Sydney, Australia

Artist's impression of
Sydney House Residences
Sydney, Australia

CHAIRMAN'S STATEMENT

"Amidst a challenging and volatile global landscape... the strategy of having a diversified portfolio and business approach of capitalising on opportunities have allowed us to remain profitable... the Group reported a net profit of S$93.0 million for FY2024, a very substantial increase of more than six times from the S$12.5 million reported for FY2023. With the successful issuance of perpetual convertible capital securities in September 2024... the Group is in a good financial position to navigate through the economic challenges arising from the difficult market conditions and to also capitalise on any favourable business opportunities that may arise."

Dear Shareholders,

Amidst a challenging and volatile global landscape, the Group remained resilient and adapted to changing market conditions across our key markets in the People's Republic of China ("**PRC**"), the Netherlands, Germany and Australia. Although our strategy of having a diversified portfolio and business approach of capitalising on opportunities have allowed us to remain profitable, the prolonged slowdown in the PRC real estate sector continues to be a heavy burden for the Group. Despite these difficulties, the Group reported a net profit of S$93.0 million for FY2024, a very substantial increase of more than six times from the S$12.5 million reported for FY2023. I would also like to take this opportunity to express my deepest gratitude to the management team and our employees, especially our Chinese colleagues, for their dedication, hard work and sacrifices in steering the Group through a challenging year.

Considering the aforesaid set of results and our confidence in the long-term prospects of the Group, the Board has recommended a final tax-exempt (one-tier) cash dividend of 3.55 Singapore cents per share for FY2024. If approved, the total dividend declared for FY2024 will be 4.65 Singapore cents per share, representing a 10.7% growth from FY2023.

Group Performance

The Group achieved a very substantial increase in annual net profit to S$93.0 million in FY2024, which is significantly higher than the S$12.5 million achieved for FY2023. The increase in net profit was due mainly to the maiden profit contribution from NSI N.V. ("**NSI**"), as an associated company of the Group, as well as higher fair value gain and net gain on settlement from financial derivatives, although this was partially offset by higher foreign exchange losses and higher net finance costs arising from higher interest rates and average borrowings.

As at 31 December 2024, the total shareholders' equity of the Group (inclusive of perpetual convertible capital securities and excluding non-controlling interests), consolidated gross borrowings and consolidated net gearing ratio amounted to approximately S$2,265.6 million, S$1,304.2 million and 0.47 respectively.

The Group continues to adopt a foreign exchange risk management strategy that takes into account the changing business and economic outlook of the various regions that the Group operates in. To-date, the Group has substantially hedged all its foreign currency exposure, namely the Euro, Chinese Yuan Renminbi Offshore ("**CNH**") and Australian dollar, arising from its overseas assets through a combination of (i) foreign currency debts, and (ii) financial derivatives that create corresponding foreign currency liabilities. Arising from the various geopolitical and economic risks which could have a significant impact on foreign currencies, the Board will continue to closely monitor the Group's foreign exchange risk management strategy and adjust it from time to time as appropriate. This includes assessing the implications of the possibility of cash outflows arising from mark-to-market losses of the outstanding financial derivatives and/or upon the maturity of such financial derivatives when they are not in-the-money, and the associated adverse accounting impact caused by any unanticipated adverse turn in financial market conditions e.g., a sudden depreciation in the Singapore dollar.

CHAIRMAN'S STATEMENT

Property Development

In the PRC, pre-sales of the Group's property development projects remained subdued in FY2024, despite the easing of property-related measures and pro-market fiscal and monetary policies introduced by the PRC government during the year. Looking ahead, further pro-market policies are anticipated in 2025 to help stimulate market recovery. As such, the Group is cautiously optimistic of an eventual turnaround. We will continue to rally our partners to jointly adopt a longer-term perspective on the sales cycle without significantly compromising on selling prices. All of the PRC property development projects under construction are at an advanced stage of development with completion expected to be within 2025. Some of these projects have already achieved partial completion and commenced handover.

In the Netherlands, the progress of the Dreeftoren Amsterdam redevelopment has unfortunately faced some further delays due to technical issues encountered during the construction of the three-storey base of the residential tower. As a result, the targeted completion date for the residential tower has been revised to 4Q2026. Whilst construction on the office tower is ongoing and completion is expected to be in 3Q2025, the occupation of the office tower may be affected by the delay in the residential tower's delayed timeline due to their close proximity. As for our freehold Meerparc Amsterdam redevelopment, the Group is working with the municipality to finalise and sign the various agreements related to the redevelopment in 1Q2025, with construction estimated to commence in 2026. The Meerparc Amsterdam redevelopment project will transform the current 19,143 sq m office (70%) and industrial (30%) property into a 50,000 sq m mixed residential (60%) and office (40%) property. The residential portion will comprise 55% mid-rent and 45% free-sector apartments.

In Australia, the construction of Sydney House (previously known as Pitt Street Central Project or City Tattersalls Club Project) in Sydney is progressing well. The main contractor works are approximately 44% completed as at 18 February 2025 based on working days for the contract works. In September 2024, the Group seized the opportunity to acquire the commercial space of this project. This will enable the Group to not only own and maximise the full commercial potential of this partially heritage-listed property primely located in the heart of the Sydney CBD, but to also utilise part of the commercial space to enhance the capacity and facilities of Sydney House Hotel, the hotel component of the project.

Skyline Garden, Dongguan, PRC

All five blocks comprising 1,194 residential units in the 27%-owned Skyline Garden in Dongguan are almost fully sold and handed over prior to FY2024. The six low-rise SOHO blocks which have been reserved by purchasers will be eligible for sale from July 2025 as per land tender conditions. The single high-rise SOHO block will be eligible for sale from 1Q2027 and is approximately 15% reserved.

Time Zone, Dongguan, PRC

Construction on a substantial portion of the originally approved commercial gross floor area ("**GFA**") in the 17.3%-owned Time Zone was put on hold, pending approval from the authority regarding the rezoning of the aforementioned commercial GFA, encompassing three office towers (198,100 sq m) and four SOHO blocks (308,900 sq m, including a 40,000 sq m hotel), into residential GFA. Completion for the rezoning exercise is expected to be in 1H2025.

On the residential component, Phase 1.1 has commenced handovers for all its six residential blocks and two SOHO loft blocks. Phase 1.2 began handover of two residential blocks in late 2024, with the remaining five residential blocks and two SOHO blocks expected to commence handovers in batches in 2025.

Skyline Garden, Dongguan, PRC

CHAIRMAN'S STATEMENT

Central Mansion, Dongguan, PRC

The 36%-owned Central Mansion has launched four residential blocks comprising 386 units for pre-sales and achieved a sales rate of 29% with an average selling price of approximately RMB35,100 per square metre ("**psm**"). Two of these residential blocks commenced handover on 31 December 2024.

All buildings in Phase 1 of Central Mansion have either been completed or are near completion, whilst construction of Phase 2, comprising one residential block and one SOHO block, is on hold at ground level.

Fenggang Project, Dongguan, PRC

During the rezoning exercise for the Fenggang project in FY2024, the project company decided that the next best course of action was to put up the residential development land for sale via a public land tender to be conducted by the Dongguan Land Bureau. In this way, the project company no longer needs to directly pay the land conversion premium.

The public land tender by the Dongguan Land Bureau is expected in 2H2026, and the project company may participate in the tender. In the event the public land tender is won by a third party, the project company will be compensated for the costs previously incurred in resettling the original inhabitants.

Primus Bay, Guangzhou, PRC

The 95%-owned Primus Bay has launched six residential blocks comprising 539 units for pre-sales and achieved a sales rate of 24% at an average selling price of approximately RMB22,700 psm. These six launched blocks have commenced handover of the sold units in FY2024.

Exquisite Bay, Dongguan, PRC

The 46.6%-owned Exquisite Bay has launched three residential blocks comprising 271 units for pre-sales and achieved a sales rate of 39% at an average selling price of approximately RMB23,900 psm. The project commenced its first handover of the sold residential units in mid-2024.

Egret Bay, Dongguan, PRC

The 27%-owned Egret Bay has launched all seven of its residential blocks comprising 383 units for pre-sales, including the latest block launched in August 2024. It has achieved a sales rate of 53% with an average selling price of approximately RMB39,200 psm. The project is expected to commence its first handover of the sold residential units in 2Q2025.

Artist's impression of Egret Bay, Dongguan, PRC

The Brilliance, Dongguan, PRC

The Brilliance, Dongguan, PRC

The wholly-owned The Brilliance has launched three residential blocks comprising 323 units for pre-sales and achieved a sales rate of 20% with an average selling price of approximately RMB21,300 psm. The project is expected to commence its first handover of the sold residential units in March 2025.

Kingsman Residence, Dongguan, PRC

The 50%-owned Kingsman Residence has launched three residential blocks comprising 308 units for pre-sales in September 2023. It has achieved a sales rate of 22% with an average selling price of approximately RMB19,500 psm. The project is expected to commence its first handover of the sold residential units in March 2025.

Millennium Waterfront Project, Chengdu, PRC

The wholly-owned Millennium Waterfront Plot E1 launched 289 SOHO units for pre-sales, out of a total of 2,228 SOHO units in two blocks. 129 units were sold at an average selling price of RMB7,200 psm. The first handover of the sold units commenced in May 2024.

Furthermore, unsold units from one of the SOHO blocks have been marketed for leasing, for which, 184 units (or 19% of the unsold units from this SOHO block) have been leased to third parties, including hotel and office operators.

Dreeftoren Redevelopment, Amsterdam Southeast, the Netherlands

The redevelopment of the wholly-owned Dreeftoren has seen its timeline delayed as a result of technical issues encountered during the construction of the three-storey base of the residential tower. This includes the recent temporary construction halt since early January 2025 to conduct additional verification testing after the installation of the first prefabricated floors above the base in 4Q2024.

The Group is currently working towards a 4Q2026 completion date for the residential tower. Whilst construction on the office tower is ongoing and completion is expected to be in 3Q2025, the occupation of the office tower may be affected by the delay in the residential tower's delayed timeline due to their close proximity.

CHAIRMAN'S STATEMENT

Meerparc, Amsterdam, the Netherlands

Amidst discussions with the municipality to redevelop the freehold wholly-owned Meerparc, the Dutch government enacted a new national law on affordable housing on 1 July 2024, which is applicable to this project. The Group is working with the municipality to finalise and sign the various agreements related to the redevelopment, which are expected to be finalised in 1Q2025.

Construction on this project is estimated to commence in 2026. In the meantime, part of the existing building will serve as the temporary office premises for the existing sole tenant of the adjacent Zuiderhof I building which is 33%-owned by the Group, and scheduled to undergo a major renovation starting in mid-2025.

16-19 Prins Hendrikkade, Amsterdam, the Netherlands

The approval of the building permit for the wholly-owned Prins Hendrikkade property was obtained in November 2024. Renovation work is expected to commence in early April 2025 and be completed before the end of 2025.

Redevelopment of this property will involve renovating the existing four adjacent monumental buildings to accommodate approximately 2,500 sq m lettable floor area of office space and five free-sector rental residential units.

Sydney House, Sydney, Australia

Construction of Sydney House (previously known as Pitt Street Central project or City Tattersalls Club project) is progressing well since its commencement in March 2023, and the development is expected to be completed in 3Q2027. The works as at 18 February 2025 are approximately 44% completed based on working days for the contract works.

The Group also seized the opportunity on 20 September 2024 to acquire the commercial space of this project for a consideration of A$24.7 million.

Artist's impression of Sydney House, Sydney, Australia

CHAIRMAN'S STATEMENT

Property Holding

The property holding segment continued to play a pivotal role in driving the Group's performance in FY2024. With the European properties being the key driver, the portfolio recorded an operating income of €52.6 million in FY2024, representing a 12.6% increase compared to FY2023. The increase was due mainly to the improved operating performance of the Hampton by Hilton and Crowne Plaza Utrecht Centraal Station hotels (the "**Poortgebouw Utrecht**" hotels) and the Dutch Bilderberg hotels, with the Bilderberg Hotel De Keizerskroon and the Bilderberg Europa Hotel Scheveningen becoming major contributors in FY2024 after undergoing extensive renovations in 2023. Higher office income contribution from the Mondriaan Tower as a result of higher occupancy rates and the full year contribution from the Allianz Tower which was acquired in September 2023 also played a part in the stronger performance.

The Group is also looking forward to its strong pipeline of projects which, when completed, may further enhance the Group's recurring income. In the near term, this includes both the Puccini Milan hotel and Prins Hendrikkade Amsterdam which are expected to complete their redevelopments in FY2025. Subsequently, the Dreeftoren Amsterdam office and residential developments are expected to be completed in 3Q2025 and 4Q2026 respectively, with both to become operational in FY2026, followed by the Sydney House Hotel, Galleria and the remaining commercial components in FY2027 and the Meerparc Amsterdam redevelopment in FY2028.

Furthermore, the Group has commenced the major renovation project at the 50%-owned Le Méridien Frankfurt. The project involves the complete refurbishment of all 80 rooms in the Palais wing and the addition of 29 new rooms to the current 300-room inventory, and is expected to be completed in 3Q2025. The permit for the additional rooms is expected to be granted by March 2025.

Seizing another unique acquisition opportunity, the Group has through cumulative acquisitions in FY2024 become the largest shareholder[1] of NSI with an approximately 22.0% equity stake in its total issued share capital as at 31 December 2024. Following the appointment of the Group CEO and Executive Director of the Company to the NSI Supervisory Board on 30 September 2024, the investment in NSI has been reclassified from an investment carried at fair value through profit or loss to being accounted for as an associated company of the Group from the appointment date. The Group recognised a share of profit from NSI amounting to S$93.3 million in the Group's 2H2024 profit, based on the unaudited financial statements[2] of NSI as at 31 December 2024.

The Netherlands

Bolstered by the reopening and improved performance of the extensively renovated Bilderberg Europa Hotel Scheveningen and Bilderberg Hotel De Keizerskroon, the 95%-owned Dutch Bilderberg hotel portfolio recorded earnings before interest, tax, depreciation and amortisation ("**EBITDA**") of €9.3 million in FY2024. This represents a 54.8% increase over the EBITDA of €6.0 million achieved in FY2023.

[1]*Based on the substantial shareholding filing with the Dutch Authority for the Financial Markets (AFM)*

[2]*NSI 4Q2024 unaudited results published on 28 January 2025 (https://nsi.nl/ir/nsi-publishes-2024-preliminary-results/)*

Bilderberg Europa Hotel Scheveningen, The Hague, the Netherlands

CHAIRMAN'S STATEMENT

The 33%-owned Hilton Rotterdam hotel recorded an improved EBITDA of €3.9 million for FY2024 (FY2023: €3.3 million), on the back of stronger meeting revenue and more efficient cost control as average daily rate ("**ADR**") and occupancy remained relatively stable at €167 (FY2023: €167) and 70.9% (FY2023: 70.6%) respectively.

The wholly-owned Poortgebouw Utrecht hotels continued their strong performance in FY2024 and were able to further increase their average occupancy to 88.4% (FY2023: 86.1%). Combined with a higher ADR of €140 (FY2023: €134) and improved meeting revenue, this led to a stronger FY2024 EBITDA of €6.5 million (FY2023: €5.5 million) for the two hotels.

Germany

Due to a slightly lower occupancy of 66.2% (FY2023: 67.6%), the 94.9%-owned Bilderberg Bellevue Hotel Dresden recorded an EBITDA of €3.9 million for FY2023, just below the €4.0 million recorded in FY2023.

The 50%-owned Le Méridien Frankfurt recorded higher ADR of €155 in FY2024 (FY2023: €150) but this was offset by lower occupancy of 58.6% (FY2023: 59.2%). As a result, the hotel recorded an EBITDA of €1.6 million in FY2024, consistent with that of FY2023.

The Group is working on a major renovation of the Palais wing which involves the complete refurbishment of all 80 rooms and the addition of 29 new rooms to the current 300-room inventory. The permit for the additional rooms is expected to be granted by March 2025 and completion of the renovation is expected to be in 3Q2025.

The PRC

The challenging PRC market conditions weighed heavily on the hospitality front as well, with weak demand from the events and meetings segment for both the Crowne Plaza and Holiday Inn Express hotels in Chengdu (the "**Chengdu Wenjiang**" hotels). In light of this, the hotels recorded lower occupancy rates, ADR and lower F&B revenue which resulted in a lower EBITDA for FY2024 amounting to RMB14.7 million (FY2023: RMB21.2 million). Despite the drop, FY2024 still marked the second-strongest EBITDA recorded by the hotels since commencement of operations.

The retail podium, located on the lower floors of the two SOHO blocks at Millennium Waterfront Plot E1, will be retained for long term recurring income and has been reclassified from development properties to investment properties during FY2024. Operations of the retail podium began in June 2024 and approximately 78% of the retail podium has been leased. Active engagement is currently underway with prospective tenants for the remaining spaces.

In December 2024, the Group entered into an agreement to further divest a 44% equity interest in the Wentang Recycling Factory, valuing the industrial property at approximately RMB84.8 million. This represents a premium of approximately 110% over the Group's cost. On 11 March 2025, the Group further entered into a supplementary agreement with the same buyer to dispose of the remaining 5.5% equity interest in the property, valuing the property at the same amount mentioned above. To-date, the Group has received a deposit of RMB16 million. The disposal of the Group's entire 49.5% equity interest in the Wentang Recycling Factory is expected to be completed by 31 March 2025.


Bilderberg Bellevue Hotel Dresden, Dresden, Germany

CHAIRMAN'S STATEMENT

The challenging PRC economic environment has also weighed on property financing opportunities, adversely impacting the Group's property financing segment. Whilst there was some growth in the Australian loan book relating to Sydney House, the loss of revenue from the PRC market was more significant, resulting in revenue from the property financing segment shrinking by 14.3% from S$52.4 million in FY2023 to S$44.9 million in FY2024. The PRC property financing loan book stood at approximately RMB858.8 million as at 31 December 2024, a significant drop from the RMB1,210.2 million as at 31 December 2023.

With construction of Sydney House progressing well, the Group is expecting to disburse more loans from FY2025 onwards to the various stakeholders of the project in Sydney. As such, interest income from the Australian property financing segment is expected to improve over the next few years.

In December 2024, the Group commenced legal action against a borrower in the Shanghai court to recover an outstanding loan principal of RMB375.8 million. The borrower had breached the loan amortisation plan which was agreed upon with the Group in September 2024. The legal action taken included the placement of preservation orders on the collateralised properties located in the prime Shanghai Pudong New Area, with a valuation of approximately RMB1.4 billion, and certain bank accounts. Considering the outstanding loan principal against the valuation of the properties which have been placed on "first caveat" by the Group, the "claim-to-preservation value" ratio is at a comfortable level of 27%. The first hearing has been scheduled to take place in March 2025.

Corporate Social Responsibility

In light of the increasing focus on sustainability, the Group remains committed to Corporate Social Responsibility ("**CSR**"). While maintaining its commitment to supporting the communities in which it operates, the Group recognises that recent global developments—including economic volatility, environmental challenges, and social disparities—have further highlighted the importance of sustainable and responsible business practices. In response, the Group remains focused on driving long-term positive impact through strategic initiatives that align with global sustainability objectives. For FY2024, CSR activities were undertaken by the Hilton Rotterdam, the Poortgebouw Utrecht hotels, the Bilderberg Bellevue Hotel Dresden, the Dutch Bilderberg hotel portfolio and the Chengdu Wenjiang hotels. In addition, First Sponsor Group Limited's Singapore branch was awarded the Charity Bronze Award 2024 from the Community Chest for the donation of S$50,000 that was contributed in FY2023. The Community Chest is the philanthropy and engagement arm of the National Council of Social Service in Singapore and its donations go towards more than 100 social service agencies supported by them.

In terms of social initiatives, among others, the Hilton Rotterdam team participated in (i) revitalising the garden at the Elderly Home Borgsate where the team placed vibrant flowers and lush plants; (ii) donating old printer cartridges to the CliniClowns program which collects and sells used toners from copiers and printers and sells them to raise funds which are then used to send clowns to visit and entertain children in hospitals; (iii) working with Stichting NAS to donate the hotel's old furniture to people who were previously homeless and have since secured accommodation; (iv) organising a charity sale which raised €2,500 from the hotel team which will be donated to 4 different charities; and (v) hosting a dinner in the Hilton Rotterdam for the less fortunate citizens of Rotterdam who live in poverty and social exclusion. The Poortgebouw Utrecht hotels team visited the Ronald McDonald Huis Utrecht, a local charity dedicated to supporting families with sick children in their time of need. The team served a dinner for the parents, siblings and other relatives who stayed over in the living rooms of the Ronald McDonald

CHAIRMAN'S STATEMENT

Huis Utrecht whilst their sick children were in the hospital. The Hampton by Hilton Utrecht Centraal Station team also (i) sold 57 stuffed animals to raise €1,000 for the Ronald McDonald House; (ii) participated in 'mag ik dan bij jou', a program by the children's hospital Wilhelmina Kinderziekenhuis ("**WKZ**") which provides hotel rooms to accommodate parents whose children are in WKZ if the Ronald McDonald House at the WKZ is full; (iii) wrote over 350 Christmas cards in connection with the National Foundation for the Elderly's annual Christmas card campaign. These cards are then sent to elderly people in the Netherlands who receive little to no visitors during the holiday season. The Poortgebouw Utrecht hotels team also continued their participation in (i) the 'Hotels for Trees' program in which a tree is planted each time hotel guests opt out of their daily room cleaning and (ii) the 'Too-good-to-go' app which allows anyone using the app to purchase clean breakfast leftovers at a discount. In Germany, the Bilderberg Bellevue Hotel Dresden team continued with their programs from previous years such as the hosting of vocation school teachers from Kazakhstan in the fields of hospitality and gastronomy to better understand the German dual school system and it also continued its Wunschweihnachtsbaum event, which is organised annually together with Kindervereinigung Dresden e.V. to grant Christmas wishes to socially disadvantaged children.

The Group's engagement with its communities goes hand in hand with its commitment to environmentally sustainable practices. In FY2024, the Dutch Bilderberg hotel portfolio continued with their 'Good Roll' initiative, using 100% tree-friendly and sustainable toilet rolls and the program donates 50% of its net profit to building toilets in Africa.

In the PRC, the Chengdu Wenjiang hotels held their annual 12 May charity sale activity in remembrance of the devastating earthquake that struck Wenchuan on 12 May 2008. The Chengdu Wenjiang hotels raised RMB20,000 which was donated to the China Soong Ching Ling Foundation which then uses these funds to help disabled children under their care. Furthermore, the Chengdu Wenjiang hotels team visited the Dujiangyan Special Education School which cares for children with intellectual and hearing disabilities and donated RMB2,000 to their scholarship program.

Supporting programs that promote social cohesion, environmental sustainability, and meaningful connections between businesses and communities remain a key target of the Group.

CHAIRMAN'S STATEMENT

Future Prospects

With the successful issuance of perpetual convertible capital securities in September 2024, the substantial unutilised committed credit facilities available and the potential equity infusion from the exercise of outstanding warrants, the Group is in a good financial position to navigate through the economic challenges arising from the difficult market conditions, especially in the PRC, and to also capitalise on any favourable business opportunities that may arise.

In the first three months of 2025, the market saw a total of 50bps rate cut from the European Central Bank and 25bps rate cut from the Reserve Bank of Australia. Any further interest rate cut in the regions that the Group operates in, namely the EU, the PRC and Australia, would have a positive impact to the Group in the form of lower financing costs as well as possibly better valuations arising from a lower discount rate.

Appreciation

The strength of the Company today is built upon the trust and dedication of our stakeholders. On behalf of the Board, I would like to extend my heartfelt appreciation to all who have contributed to our ongoing journey. To my fellow Directors, your strategic vision and leadership have been instrumental. To our shareholders, customers, business partners, and financial institutions, your support is the thriving force behind our growth. As we enter FY2025, we remain committed to overcoming challenges and seizing new opportunities together.

Ho Han Leong Calvin
Chairman
12 March 2025

Artist's Impression of
The Brilliance,
Dongguan, PRC

RECENT MILESTONES

JANUARY 2024

Commenced the first handover of residential units of the 95%-owned Primus Bay in Panyu, Guangzhou.

MARCH 2024

The Meerparc Amsterdam redevelopment project received the Amsterdam municipality's support for the proposed residential mix of 55% mid-rent and 45% free sector rent by number of apartment units.

MAY 2024

Completed the acquisition of 2,145,960 shares in the capital of NSI N.V. ("**NSI**") from a third party, representing approximately 10.6% of NSI's total issued shares, for a purchase price of approximately €42.9 million. NSI is listed on Euronext Amsterdam and holds a property portfolio of over 40 office properties in the key cities in the Netherlands with a market value of approximately €1 billion.

JUNE 2024

Commenced the first handover of residential units of the 46.6%-owned Exquisite Bay in Dalingshan, Dongguan.

RECENT MILESTONES

AUGUST 2024

Entered into a relationship agreement with NSI on certain arrangements relating to the governance of NSI and to manage the relationship between NSI and the Company as a shareholder of NSI, including the convening of an Extraordinary General Meeting ("**EGM**") to propose the appointment of the Group Chief Executive Officer and Executive Director of the Company as a member of the NSI Supervisory Board.

The Group's 90.5%-owned hotel trust completed the acquisition of the commercial space of the mixed-use development project at 194-204 Pitt Street for a consideration of approximately A$24.7 million.

SEPTEMBER 2024

Successfully undertook a renounceable and non-underwritten 1 for 5 rights issue of 4.85% perpetual convertible capital securities, raising approximately S$244.0 million in gross cash proceeds.

Following the appointment of the Group Chief Executive Officer and Executive Director of the Company as a member of the NSI Supervisory Board on 30 September 2024 pursuant to an EGM convened by NSI on the same date, the Group's investment in NSI is accounted for as an associated company.

NOVEMBER 2024

Completed the acquisition from a third party of an aggregate of 920,839 shares in the capital of NSI, representing approximately 4.6% of the total issued and outstanding ordinary shares of NSI, for a purchase consideration of approximately €18.9 million. Post-completion, the Group held approximately 22.0% of the total issued and outstanding ordinary shares of NSI.

DECEMBER 2024

Commenced the first handover of residential units of the 36%-owned Central Mansion in Humen, Dongguan.

BOARD OF DIRECTORS

Mr Ho Han Leong Calvin
Age 73
Non-Executive Chairman

Mr Ho was appointed as the Non-Executive Chairman of the Company on 2 April 2015. Prior to this, Mr Ho served as the Non-Executive Vice-Chairman of the Company since 1 October 2007.

Mr Ho has accumulated extensive experience during his tenure as Chief Executive Officer of Singapore-incorporated Tai Tak Estates Sendirian Berhad ("**Tai Tak**"), having been involved in its businesses, including in plantations, listed and private equities, and property holding and development. He has also been instrumental in assisting the Group's senior management in the conceptualisation and setting of the strategic direction and corporate values of the Group.

Mr Ho holds a Higher National Diploma in Business Studies from Polytechnic of The South Bank, United Kingdom.

Mr Ho Han Khoon Alvin
Age 63
Alternate Director to Non-Executive Chairman

Mr Ho was appointed as an Alternate Director to Mr Ho Han Leong Calvin on 19 May 2014. He is currently holding the position of Executive Vice-President of Tai Tak, where he is responsible for overseeing Tai Tak group's overall business and financial strategy, investments and operations.

Mr Ho holds a Bachelor of Social Sciences Degree with Honours from the National University of Singapore.

Mr Kingston Kwek Eik Huih
Age 43
Non-Executive Director

Mr Kwek was appointed as a Non-Executive Director of the Company on 5 March 2019. He also sits on the boards of various entities within the Hong Leong Group Singapore, and on the board of the Asian Civilisations Museum as an advisory board member.

Mr Kwek is a cryptocurrency entrepreneur, having founded Academic Labs (Symbol "**AAX**"), an AI-enabled crypto project where AI is utilised extensively in the company's operations and decision-making. AAX's main business is to develop a Web3 platform where both content creators and users are free to disseminate informative content on AI and crypto on social media, and the project is listed and tradable on crypto exchanges.

Mr Kwek holds a Masters of Arts Degree from Columbia University, a Bachelor of Science from the Wharton School, and a Bachelor of Arts from University of Pennsylvania.

Mr Neo Teck Pheng
Age 54
Group Chief Executive Officer and Executive Director

Mr Neo was appointed as the Group Chief Executive Officer and Executive Director of the Company on 1 October 2007. He has overall responsibility for management, operations and growth of the Group's businesses. Mr Neo was appointed as a member of the Supervisory Board of NSI N.V. on 30 September 2024. NSI N.V. is listed on Euronext Amsterdam and has a property portfolio of 44 office properties across the Netherlands.

Mr Neo began his career with KPMG in 1994. In 1996, he joined Hong Leong Group Singapore and held various roles within Hong Leong Group Singapore. He was also previously the board member of various entities within Hong Leong Group Singapore.

Mr Neo holds a Bachelor of Accountancy Degree (First Class Honours) from Nanyang Technological University, Singapore.

Mr Wee Guan Oei Desmond
Age 54
Independent Director

Mr Wee was appointed as a Lead Independent Director of the Company with effect from 25 April 2024 and has been a Director of the Company since 6 February 2017. He is a partner and head of the Corporate Commercial Practice Group and also co-Head of the Employment Practice Group of Rajah & Tann Singapore LLP specialising in mergers and acquisitions, general commercial law and employment law. Mr Wee also has a particular focus in foreign direct investments into the emerging Asian economies. Mr Wee also has prior experience as a litigator as well as being the group regional legal counsel of a Hong Kong public listed company.

Mr Wee is currently the Non-Executive Director of Spartans Rugby Singapore Limited.

Mr Wee graduated with a Bachelor of Laws (Honours) from the University of Nottingham in 1994 and is admitted as an Advocate and Solicitor of the Supreme Court of Singapore and as a Barrister-at-law, Middle Temple in the United Kingdom.

BOARD OF DIRECTORS

Ms Tan Yee Peng
Age 51
Independent Director

Ms Tan was appointed as the Independent Non-Executive Director of the Company and Chairperson of the Audit and Risk Committee with effect from 15 March 2023.

Ms Tan has more than 20 years of accounting and auditing experience and previously served as an audit and advisory partner with KPMG LLP from 2003 to 2010. During her service in KPMG LLP, she provided accounting and advisory services to clients in both private and public sectors. Since her retirement as a practising accountant, Ms Tan, at the request of KPMG, served as principal advisor from 2010 to 2011 on matters related to the healthcare industry, and assisted the firm in establishing the AsPAC Healthcare network. She also contributed to academia as an adjunct professor at the Nanyang Technological University from 2009 to 2018 and has also been contributing actively to the non-profit sector through her appointments at various charities and government affiliated organisations.

Amongst others, Ms Tan is currently an Independent Director of Oiltek International Limited, a Singapore listed company. She is also presently a director of Accuron Technologies Limited, Singapore Aerospace Manufacturing Pte. Ltd., Sheares Healthcare Group Pte Ltd, all being subsidiaries of Temasek Holdings Limited. Ms Tan also sits on the Board of Ren Ci Hospital, TTSH Community Fund and Vanguard Health Fund.

Ms Tan graduated with First Class Honours in Accountancy from Nanyang Technology University, is a Fellow and non-practising member of the Institute of Singapore Chartered Accountants and a member of the Singapore Institute of Directors.

Ms Low Beng Lan
Age 61
Independent Director

Ms Low was appointed as an Independent Non-Executive Director of the Company with effect from 15 March 2024. With over 30 years of extensive experience, Ms Low brings a wealth of expertise in various fields, including finance, investments, treasury, fund raising, and asset management.

Ms Low previously held the position of Managing Director Finance (Part-time) at R Vantage Pte Ltd, an online real estate investment platform. Prior to that, she served as the Chief Financial Officer of Changi Airports International Pte Ltd ("**CAI**"). During her tenure in CAI, Ms Low served on various CAI's investees' boards. Ms Low has also worked for various multinationals and public listed companies, including DBS Bank and Millennium & Copthorne Hotels in London.

Ms Low holds a Bachelor of Accountancy from the National University of Singapore and a Bachelor of Laws from the University of London. She has also completed the CoreStates Advanced Management Program for Overseas Bankers from the Wharton School, University of Pennsylvania.

SENIOR MANAGEMENT

Ms Lee Sau Hun
Age 54
Group Chief Financial Officer

Ms Lee was appointed as the Group Chief Financial Officer of the Company in May 2011.

Ms Lee began her career at PricewaterhouseCoopers where her last held position was senior manager. Ms Lee then joined Hong Leong Management Services Pte. Ltd. as Vice-President (Investment) between January 2006 and April 2011, where she engaged in corporate advisory services within Hong Leong Group Singapore. She was also a director of various subsidiaries of Hong Leong Group Singapore prior to the listing of the Company.

Ms Lee holds a Bachelor of Accountancy Degree (Second Class Honours) from Nanyang Technological University, Singapore.

Mr Wang Gongyi
Age 69
Chief Executive Officer (Chengdu Operations)

Mr Wang was appointed as the Chief Executive Officer (Chengdu Operations) of the Group in October 2011. He oversees the management and operations of the Group's business in Chengdu, PRC.

Prior to that, from June 1998 to May 2011, Mr Wang held the position of general manager of the former candy business operations of the Group, in charge of its general management and operations.

Mr Wang holds a Bachelor Degree in Machinery Design and Manufacturing from Sichuan Chengdu University, Chengdu, PRC. Mr Wang also achieved several awards, including the Sichuan Provincial Fourth Session of Excellent Entrepreneur award and the Model Worker award granted by the Sichuan Provincial Government.

Mr Shu Zhen
Age 59
Chief Executive Officer (Guangdong Operations)

Mr Shu was appointed as the Chief Executive Officer (Guangdong Operations) of the Group in August 2012. Mr Shu is currently responsible for overseeing the Group's business operations in the Guangdong province, PRC.

Mr Shu first joined the Group in December 2007 as a Director and Vice-President of the Group's subsidiary, First Sponsor (Guangdong) Group Limited.

Mr Shu holds a Graduation Certificate in China Finance and Futures Higher Level Study from Beijing University, School of Economics, PRC.

Ms Zhang Jing
Age 52
Chief Executive Officer (Shanghai Operations)

Ms Zhang was appointed as the Chief Executive Officer (Shanghai Operations) of the Group in November 2011. From her Shanghai office, Ms Zhang is responsible for the management and expansion of the Group's property financing business in the PRC.

Ms Zhang has extensive experience in the PRC financing and leasing operations from her role as general manager in various financing companies prior to joining the Group.

Ms Zhang holds a Bachelor Degree in Economics from the School of Economics, Aoyama Gakuin University, Japan.

SENIOR MANAGEMENT

Mr Alexander Barentsen
Age 53
Chief Executive Officer (European Hotel Operations and Finance)

Mr Barentsen was appointed as the Chief Executive Officer (European Operations) of the Group in July 2019. He is based in Amsterdam, the Netherlands. With effect from October 2022, following the implementation of a joint-CEO structure, he was re-designated as Chief Executive Officer (European Hotel Operations and Finance), responsible for the hotel management and operations, as well as the finance function of the Group's business in Europe.

Mr Barentsen joined the Group from Queens Bilderberg (Nederland) B.V. ("**QBN**") which holds the Bilderberg Dutch hotel portfolio, which was acquired by the Group in 2017. Shortly after the acquisition, he was promoted to Managing Director of QBN, after having held the positions of Finance Director and Director of Property & Development in 2012 and 2005 respectively. Prior to this, from 2001, he was in internal audit and carried out several finance and projects roles at Queens Moat Houses plc, the previous owner of QBN.

Mr Barentsen holds an Executive Master of Real Estate (MRE) from TiasNimbas, the business school of Tilburg University (the Netherlands) in association with Eindhoven University of Technology (the Netherlands), a Master of Business Administration in International Hospitality Management from IMHI (France), jointly administered by Cornell University School of Hotel Administration (USA) and The ESSEC Business School (France), and a Bachelor of Business Administration from the School of Hotel Management Maastricht (the Netherlands).

Mr Frans van Toor
Age 54
Chief Executive Officer (European Offices and Residential Operations)

Mr Frans van Toor was appointed as the Chief Executive Officer (European Offices and Residential Operations) of the Group in October 2022. He is responsible to oversee the office and residential operations of the Group's business in Europe.

Mr van Toor previously headed the EMEA Transaction team of CBRE Investment Management and was the International Partner for Capital Markets at Cushman & Wakefield, and Partner for Capital Markets at DTZ Zadelhoff before that.

Mr van Toor is a member of Royal Institution of Chartered Surveyors, holds a Master of Real Estate from Amsterdam School of Real Estate and a Master of Science in Business Economics from Erasmus University Rotterdam.

Bilderberg Grand Hotel Wientjes,
Zwolle, the Netherlands


RESTAURANT W

ABOUT US

FIRST SPONSOR GROUP LIMITED

First Sponsor Group Limited was incorporated in the Cayman Islands on 24 September 2007 as an exempted company with limited liability under the Cayman Companies Law. The Company is a public company listed on the Main Board of the Singapore Exchange Securities Trading Limited on 22 July 2014.

KEY CONTROLLING SHAREHOLDERS

The Group is supported by both its established key controlling shareholders, the Hong Leong group of companies ("**Hong Leong Group Singapore**"), through its shareholding interests in City Developments Limited, and Tai Tak Estates Sendirian Berhad ("**Tai Tak**").

Hong Leong Group Singapore is a globally diversified conglomerate. Its core businesses include investment holding, property holding and development, hotel ownership and management, hospitality real estate management, financial services, manufacturing, trading and distribution.

Tai Tak is a private company with a long operating history which was incorporated in Singapore in 1954. It currently invests in a wide range of businesses including plantations, listed and private equities and property holding and development.

CORPORATE STRUCTURE

As at 12 March 2025

FIRST SPONSOR GROUP LIMITED
(Cayman Islands)
(including a branch in Singapore)

SINGAPORE

22 Subsidiary Companies and 1 Private Trust

1 Joint Venture Company

PEOPLE'S REPUBLIC OF CHINA

32 Subsidiary Companies

5 Associated Companies

6 Joint Venture Companies

EUROPE

THE NETHERLANDS

47 Subsidiary Companies

5 Associated Companies

GERMANY

3 Subsidiary Companies

1 Joint Venture Company

1 Joint Venture Limited Partnership

ITALY

1 Subsidiary Company

OTHERS

BRITISH VIRGIN ISLANDS

6 Subsidiary Companies

1 Associated Company

HONG KONG

3 Subsidiary Companies

AUSTRALIA

1 Associated Company and 1 Associated Private Trust

2 Joint Venture Companies and 1 Joint Venture Private Trust

Note: The above shareholdings include direct and indirect shareholdings.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Mr Ho Han Leong Calvin
Non-Executive Chairman

Mr Ho Han Khoon Alvin
Alternate Director to Mr Ho Han Leong Calvin

Mr Kingston Kwek Eik Huih
Non-Executive Director

Mr Neo Teck Pheng
Group Chief Executive Officer and Executive Director

Mr Wee Guan Oei Desmond
Lead Independent Director

Ms Tan Yee Peng
Independent Director

Ms Low Beng Lan
Independent Director

AUDIT AND RISK COMMITTEE

Ms Tan Yee Peng - *Chairperson*

Mr Ho Han Leong Calvin
(Mr Ho Han Khoon Alvin - *Alternate Director to Mr Ho Han Leong Calvin*)

Ms Low Beng Lan

NOMINATING COMMITTEE

Mr Wee Guan Oei Desmond - *Chairman*

Ms Tan Yee Peng

Mr Neo Teck Pheng

REMUNERATION COMMITTEE

Mr Wee Guan Oei Desmond - *Chairman*

Mr Ho Han Leong Calvin
(Mr Ho Han Khoon Alvin - *Alternate Director to Mr Ho Han Leong Calvin*)

Ms Low Beng Lan

COMPANY SECRETARY

Ms Goh Siew Geok

SHARE REGISTRAR & SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte. Ltd.)
9 Raffles Place
#26-01 Republic Plaza Tower 1
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(Partner-in-charge: Mr Low Bek Teng, appointment commenced from the audit of the financial statements for the year ended 31 December 2022)

PRINCIPAL BANKERS

Bank of China
DBS Bank Ltd
Industrial and Commercial Bank of China
ING Bank N.V.
Oversea-Chinese Banking Corporation Limited
The Bank of East Asia Limited
The Hong Kong and Shanghai Banking Corporation Limited
United Overseas Bank Limited

Mondriaan Tower,
Amsterdam, the Netherlands

FINANCIAL REVIEW

Property Development

Revenue from sale of development properties increased by S$34.1 million or 92.2% from S$37.0 million in FY2023 to S$71.1 million in FY2024. This was due mainly to higher volume of units handed over in FY2024 compared to FY2023. Specifically, Primus Bay and Plot E1 of Millennium Waterfront commenced first time handover of 127 sold residential units and 88 sold SOHO units respectively.

Property Holding

Revenue from the property holding segment increased by S$8.1 million or 4.2%, from S$193.5 million in FY2023 to S$201.6 million in FY2024. The increase was primarily driven by improved performance of the European hotels, particularly the two Dutch Bilderberg hotels which had been impacted by major renovations in FY2023. The increase was partially offset by a decline in revenue from the two hotels and adjoining hotspring operation in Chengdu, attributed to a weaker demand as a result of the slowdown in the PRC economy as well as the weaker RMB against S$.

REVENUE BY SEGMENT (S$'M)

FY2024: 317.6

71.1
PROPERTY DEVELOPMENT

201.6
PROPERTY HOLDING

44.9
PROPERTY FINANCING

Property Financing

Revenue from property financing decreased by S$7.5 million or 14.3% to S$44.9 million in FY2024. This was due mainly to a lower PRC and European property financing revenue, arising from the lower average PRC loan balance and a lower average interest rate charged on the European property financing loan book respectively. The decrease was partially offset by higher property financing revenue recognised from the higher average Australian property financing loan book in FY2024.

Profit Before Tax

The Group reported profit before tax of S$112.8 million, an increase of S$85.1 million or 307.1% compared to S$27.7 million in FY2023.

The growth was primarily driven by a S$62.1 million higher share of after-tax results of associates and joint ventures, due mainly to the first time recognition of profit from NSI N.V., as an associated company with effect from 30 September 2024 amounting to S$93.3 million, partially offset by share of losses from several PRC property development projects which arose largely from impairment losses. The increase in Group profit before tax was also boosted by (i) higher fair value gain on outstanding derivatives of S$48.4 million, (ii) higher net gain on the settlement of derivatives that have matured during the financial year of S$7.6 million, (iii) higher gross profit contribution from the property holding business segment of S$7.8 million, (iv) higher fair value gain on equity securities of S$6.7 million, (v) lower non-cash impairment of goodwill and real estate related assets of S$6.5 million.

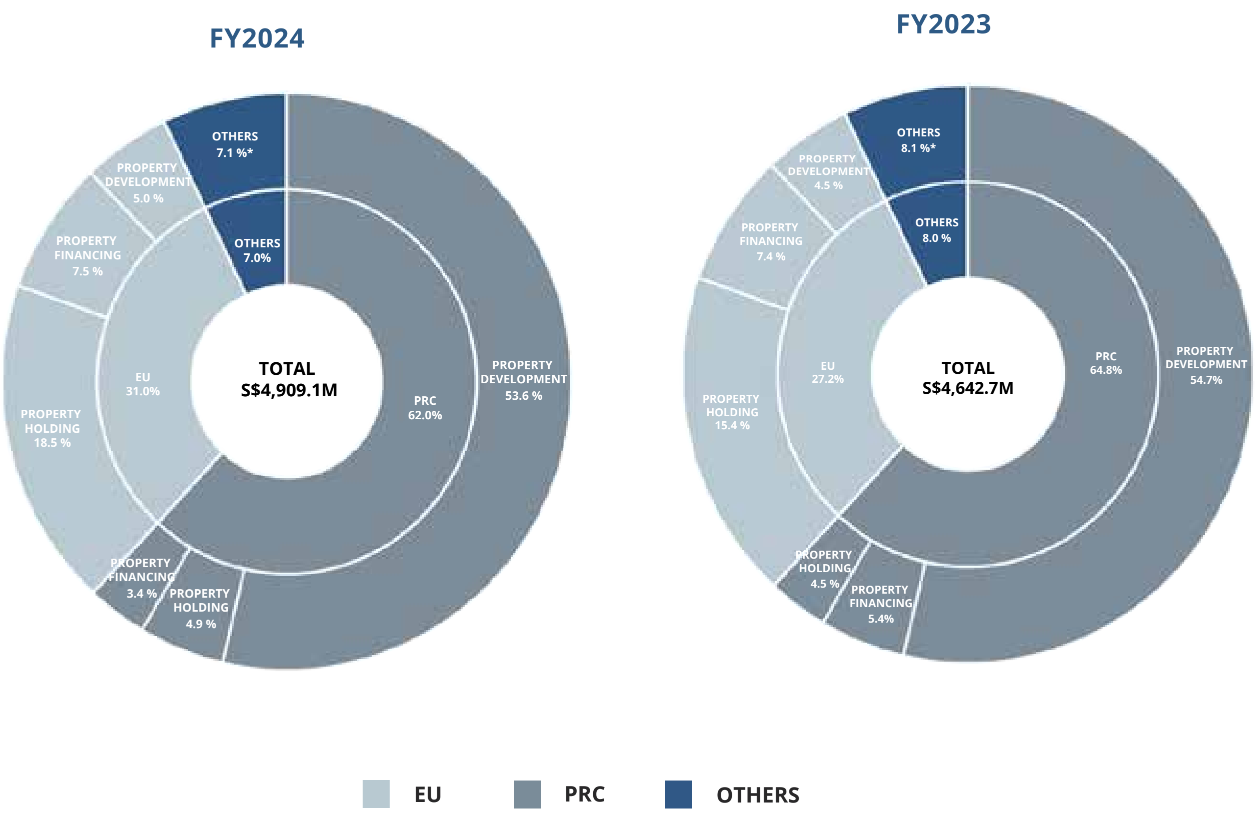
The above-mentioned increase in the Group profit before tax was partially offset by (i) higher foreign exchange loss of S$21.0 million comprising S$16.0 million realised foreign exchange loss recorded in FY2024 upon the capitalisation of certain intercompany loan receivables during the financial year, (ii) higher net finance costs of S$15.5 million due mainly to higher interest rates and average borrowings, (iii) higher administrative expenses of S$3.9 million due mainly to higher staff bonus, retrenchment costs and professional fees, and (iv) lower other gains of S$3.5 million due mainly to the S$4.4 million gain on disposal of the Group's effective 44.1% interest in the Wan Li Dalingshan Industrial Property recorded in FY2023 which was absent in FY2024.

FINANCIAL REVIEW

Total Asset Composition

The Group's consolidated assets increased by S$266.4 million or 5.7% from S$4,642.7 million as at 31 December 2023 to S$4,909.1 million as at 31 December 2024. The Group's asset composition by geographic and business segments remain substantially unchanged. The PRC constituted 62.0% (2023: 64.8%) of total assets as at 31 December 2024, followed by 31.0% (2023: 27.2%) in Europe mainly in the Netherlands. By business segment, the largest segment continues to be the property development segment which contributed 58.6% (2023: 59.2%) to the Group's total assets as at 31 December 2024, followed by the property holding segment at 23.4% (2023: 19.9%). The above-mentioned geographic and business segments exclude contributions from the Australia sector.

TOTAL ASSETS - BY GEOGRAPHICAL AND BUSINESS SEGMENTS



*Includes (i) PD/PH/PF (Australia) and (ii) unallocated cash and tax related items in the various regions and (ii) financial derivative assets.

Central Mansion,
Dongguan, PRC

MAJOR PROPERTIES

As at 31 December 2024

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[(a)]
INVESTMENT PROPERTIES			
PRC			
1) Millennium Waterfront Plot E1 Retail Podium *No. 689, North Phoenix Street, Wenjiang District, Chengdu, Sichuan Province, PRC* Comprising a multi-storey retail podium	100.0	Leasehold interest to 2051	29,834
2) FS Han Mai Mall *No. 160, Beizhong Road, No. 959, Hunan Road, Pudong New District, Shanghai, PRC* Comprising a 5-storey retail mall	100.0	Leasehold interest to 2056	15,267
3) Banqiao Plywood Market *No.1, Huaxing Road, Dongcheng District, Dongguan, Guangdong Province, PRC* Comprising a plywood wholesale market and warehousing space	90.0	Leasehold interest to 2053	18,681
4) Dongri Building *No.1, Ao Nan Road Guancheng District, Dongguan, Guangdong Province, PRC* Comprising a 10-storey office building	90.0	Leasehold interest to 2053	10,254
Total for the PRC			**74,036**
GERMANY			
1) Le Méridien Frankfurt *Wiesenhüttenplatz 28, 30, 32 and Wiesenhüttenstraße 36-38, Frankfurt am Main, 60329, Germany* Comprising a 300-room hotel with a heritage status hotel wing	50.0	Freehold	15,602
Total for Germany			**15,602**

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[(a)]
THE NETHERLANDS			
1) Arena Towers *Hoogoorddreef 66 and 68, Amsterdam, the Netherlands* Comprising the Holiday Inn Amsterdam and the Holiday Inn Express Amsterdam hotels with 443 hotel rooms in aggregate, and 509 car park lots	100.0	Perpetual leasehold interest with ground rent paid until 2053	17,396
2) Berg & Bosch *Professor Bronkhorstlaan 4, 4A, 6, 8, 10A – 10M, 12 – 20 (even numbers) and 26, Bilthoven, the Netherlands* Comprising a number of buildings, some of which have heritage status amidst a rich green landscape and 627 car park lots	33.0	Freehold	34,766
3) Mondriaan Tower *Amstelplein 6 and 8, Amsterdam, the Netherlands* Comprising a 31-storey office building with 249 car park lots	33.0	Freehold	24,893
4) Oliphant *Haaksbergweg 4-98 (even numbers), Amsterdam, the Netherlands* Comprising a 16-storey office building with 216 car park lots	33.0	Perpetual leasehold interest with indexed ground rent payable on a semi-annual basis until 2068	21,161
5) Allianz Tower *Coolsingel 120, Rotterdam, the Netherlands* Comprising a 21-storey office building with 207 car park lots	33.0	Perpetual leasehold interest with ground rent bought off	19,607
6) Zuiderhof I *Jachthavenweg 121, Amsterdam, the Netherlands* Comprising an 8-storey office building with 111 car park lots	33.0	Perpetual leasehold interest with ground rent paid until 2050	12,539
7) Munthof *Reguliersdwarsstraat 50 - 64, Amsterdam, the Netherlands* Comprising a 6-storey office building with 57 car park lots	33.0	Freehold	3,515
8) Herengracht 21 *Herengracht 21, The Hague, the Netherlands* Comprising 6 residential apartments	33.0	Freehold	409

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[a]
9) Glasshouse *Changiweg 130, Teleportboulevard 121-133* *Amsterdam, the Netherlands* Comprising a 6-storey office building with 190 car park lots	23.2[c]	Leasehold	22,981
10) HNK Rotterdam Scheepvaartkwartier *Vasteland 42-110* *Rotterdam, the Netherlands* Comprising a 6-storey office building	23.2[c]	Freehold	21,635
11) HNK Amsterdam Sloterdijk *Radarweg 60,* *Amsterdam, the Netherlands* Comprising high-quality co-working spaces	23.2[c]	Leasehold	16,314
12) HNK Den Haag *Oude Middenweg 3E, 11-19* *Den Haag, the Netherlands* Comprising a 10-storey office building and 364 car park lots	23.2[c]	Freehold	14,825
13) Jacobsweerd *Sint Jacobsstraat 200-499* *Utrecht, the Netherlands* Comprising an 8-storey office building and 197 car park lots	23.2[c]	Freehold	14,781
14) Q-Port *Kingsfordweg 43-117* *Amsterdam, the Netherlands* Comprising a 16-storey office building and 172 car park lots	23.2[c]	Leasehold	12,771
15) Uniceflaan *Uniceflaan 1* *Utrecht, the Netherlands* Comprising a 6-storey office building and 133 car park lots	23.2[c]	Leasehold	12,083
16) Vitrum *Parnassusweg 101, 103, 126, 128* *Amsterdam, the Netherlands* Comprising a 5-storey office building	23.2[c]	Leasehold	11,612
17) HNK Amsterdam Zuidoost *Burgemeester Stramanweg 102-108,* *Amsterdam-Zuidoost* Comprising 3 separate office buildings, each office building consisting a 5-storey office building and 224 car park lots	23.2[c]	Freehold	11,492

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[a]
18) Hooghuisstraat/Keizersgracht *Hooghuisstraat 18-30, Keizersgracht 3-11* *Eindhoven, the Netherlands* Comprising a 15-storey office building and 256 car park lots	23.2[c]	Freehold	10,908
19) HNK Amsterdam Houthavens *Van Diemenstraat 20-200* *Amsterdam, the Netherlands* Comprising a 5-storey office building and 4 indoor car park lots	23.2[c]	Leasehold	10,572
20) De Rode Olifant *Zuid-Hollandlaan 7* *Den Haag, the Netherlands* Comprising an 8-storey office building and 69 car park lots	23.2[c]	Freehold	9,993
21) One20 *Teleportboulevard 120 – 142* *Amsterdam, the Netherlands* Comprising an office space with A+ energy label	23.2[c]	Leasehold	9,743
22) Vivaldi Offices I *Barbara Strozzilaan 201-229* *Amsterdam, the Netherlands* Comprising a 10-storey office building and 420 car park lots	23.2[c]	Leasehold	9,493
23) Newtonweg *Newtonweg 1* *Leiden, the Netherlands* Comprising an 8-storey office building and 198 car park lots	23.2[c]	Leasehold	9,408
24) Alexanderpoort *Marten Meesweg 93-121* *Rotterdam, the Netherlands* Comprising an 8-storey office building and 221 car park lots	23.2[c]	Freehold	9,324
25) HNK Utrecht Centraal Station *Arthur van Schendelstraat 650-698, 700-748* *Utrecht, the Netherlands* Comprising a 7-storey office building and 426 car park lots	23.2[c]	Leasehold	9,149
26) Centerpoint I *Hoogoorddreef 60* *Amsterdam, the Netherlands* Comprising a 10-storey office building	23.2[c]	Leasehold	9,064

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[(a)]
27) Vivaldi Offices II *Barbara Strozzilaan 101-125* *Amsterdam, the Netherlands* Comprising a 14-storey office building and 114 car park lots	23.2[(c)]	Leasehold	8,778
28) HNK Rotterdam Centrum *Westblaak 180* *Rotterdam, the Netherlands* Comprising a 11-storey office building and 111 car park lots	23.2[(c)]	Freehold (property and car park garage) Leasehold (outdoor car park terrain and car park lots)	8,527
29) Sypesteyn *Jaarbeursplein 22* *Utrecht, the Netherlands* Comprising an 8-storey office building	23.2[(c)]	Leasehold	8,417
30) Trivium *Derkinderenstraat 2-24* *Amsterdam, the Netherlands* Comprising an 8-storey office building and 149 car park lots	23.2[(c)]	Leasehold	8,315
31) Archimedesweg 6 *Archimedesweg 6* *Leiden, the Netherlands* Comprising a 4-storey office building	23.2[(c)]	Leasehold	7,207
32) Kennedyplein *Kennedyplein 101* *Eindhoven, the Netherland* Comprising a 10-storey office building and 62 car park lots	23.2[(c)]	Freehold	6,542
33) Atlanta Building *Stadhouderskade 5-6* *Amsterdam, the Netherlands* Comprising a 11-storey office building	23.2[(c)]	Freehold	6,542
34) Centerpoint II *Hoogoorddreef 62* *Amsterdam, the Netherlands* Comprising a 7-storey office building	23.2[(c)]	Leasehold	6,292
35) Mendelweg *Mendelweg 30* *Leiden, the Netherlands* Comprising modern office space with A+ energy label	23.2[(c)]	Leasehold	6,198

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[(a)]
36) Westblaak *Westblaak 155-189* *Rotterdam, the Netherlands* Comprising modern office space with A energy label	23.2[(c)]	Freehold	6,155
37) Bentinck Huis *Lange Voorhout 7* *Den Haag, the Netherlands* Comprising a 5-storey office building and 50 car park lots	23.2[(c)]	Freehold	6,066
38) Veerkade *Veerkade 1-9C* *Rotterdam, the Netherlands* Comprising a 5-storey office building and 80 car park lots	23.2[(c)]	Freehold	5,750
39) HNK Amsterdam Schinkel *HNK Amsterdam Schinkel* *Amsterdam, the Netherlands* Comprising a 5-storey office building	23.2[(c)]	Freehold	5,448
40) Koningin Wilhelminaplein *Koningin Wilhelminaplein 18* *Amsterdam, the Netherlands* Comprising a 7-storey office building and 25 car park lots	23.2[(c)]	Leasehold	5,090
41) Beukenhaghe *Neptunusstraat 15-37* *Hoofddorp, the Netherlands* Comprising a 6-storey office building and 65 car park lots	23.2[(c)]	Freehold	4,754
42) Solaris Eclips *Arlandaweg 98* *Amsterdam, the Netherlands* Comprising a 4-storey office building and 36 car park lots	23.2[(c)]	Leasehold	4,151
43) Cruquiusweg *Cruquiusweg 111* *Amsterdam, the Netherlands* Comprising a 5-storey office building with 32 car park lots	23.2[(c)]	Freehold	3,278
44) Hogehilweg I *Hogehilweg 6* *Amsterdam, the Netherlands* Undergoing a transformation from mono-functional office location to a multi-functional “live, work, play” area articulated around a major transport hub	23.2[(c)]	Leasehold	3,144

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Lettable Floor Area (sq m)[(a)]
45) Hogehilweg II *Hogehilweg 12* *Amsterdam, the Netherlands* Comprising a 6-storey office building and 62 car park lots	23.2[(c)]	Leasehold	3,143
46) Alexanderhof *Marten Meesweg 141-145* *Rotterdam, the Netherlands* Comprising a 3-storey office building and 364 car park lots	23.2[(c)]	Freehold	3,095
47) HNK Utrecht West *Weg der Verenigde Naties 1* *Utrecht, the Netherlands* Comprising a 5-storey office building and 68 car park lots	23.2[(c)]	Leasehold	3,051
48) Archimedesweg 30 *Archimedesweg 30* *Leiden, the Netherlands* Comprising a 3-storey office building and 48 car park lots	23.2[(c)]	Leasehold	2,686
49) Archimedesweg 17 - 25 *Archimedesweg 17 – 25* *Leiden, the Netherlands* Comprising a 3-storey office building and 50 car park lots	23.2[(c)]	Leasehold	2,522
50) Hettenheuvelweg II *Hettenheuvelweg 41-43* *Amsterdam, the Netherlands* Comprising a 3-storey office building with 74 car park lots	23.2[(c)]	Leasehold	2,480
51) Hettenheuvelweg I *Hettenheuvelweg 37-39* *Amsterdam, the Netherlands* Comprising a 3-storey office building with 73 car park lots	23.2[(c)]	Leasehold	2,474
52) Veerhaven *Veerhaven 16-18* *Rotterdam, the Netherlands* Comprising a 5-storey office building and 9 car park lots	23.2[(c)]	Freehold	1,641
Total for the Netherlands			**492,180**
Grand Total – Investment Properties			**581,818**

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Gross Floor Area (sq m)[(b)]
HOTELS			
PRC			
1) Crowne Plaza Chengdu Wenjiang Hotel & Holiday Inn Express Chengdu Wenjiang Hotspring Hotel *No. 619A/B North Phoenix Street, Wenjiang District, Chengdu, Sichuan Province, PRC* Comprising 2 hotels with 608 rooms and an adjoining hotspring facility	100.0	Leasehold interest to 2051	81,041
Total for the PRC			**81,041**
THE NETHERLANDS			
1) Hampton by Hilton Utrecht Centraal Station & Crowne Plaza Utrecht Centraal Station *3rd floor up to and including the 9th floor of the Poortgebouw Hoog Catharijne, Boven Catharijnepoort 4, 3511 WN, and Catharijne Esplanade 13, 3511 WK, Utrecht, the Netherlands* Comprising 193-room Hampton by Hilton Utrecht Centraal Station and 144-room Crowne Plaza Utrecht Centraal Station	100.0	Leasehold interest to 2069	13,822
2) Bilderberg Kasteel Vaalsbroek *Vaalsbroek 1 and 5, 6291 NH, Vaals, the Netherlands* Comprising a 130-room heritage status hotel	95.0	Freehold	16,270
3) Bilderberg Parkhotel Rotterdam *Westersingel 70, 3015 LB, Rotterdam, the Netherlands* Comprising a 194-room hotel	95.0	Freehold	12,875
4) Hotel de Bilderberg *Utrechtseweg 261, 6862 AK, Oosterbeek, the Netherlands* Comprising a 146-room hotel	95.0	Freehold	12,685
5) Bilderberg Hotel 't Speulderbos *Speulderbosweg 54, 3886 AP, Garderen, the Netherlands* Comprising a 102-room hotel	95.0	Freehold	10,150

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Gross Floor Area (sq m)[(b)]
6) **Bilderberg Europa Hotel Scheveningen** *Zwolsestraat 2, 2587 VJ, Scheveningen, The Hague, the Netherlands* Comprising a 178-room hotel	95.0	Temporary leasehold interest with ground rent paid until 2026	9,950
7) **Bilderberg Hotel De Keizerskroon** *Koningstraat 7, 7315 HR, Apeldoorn, the Netherlands* Comprising a 95-room hotel	95.0	Freehold	7,588
8) **Bilderberg Résidence Groot Heideborgh** *Hogesteeg 50, 3886 MA, Garderen, the Netherlands* Comprising a 85-room hotel	95.0	Freehold	7,530
9) **Bilderberg Garden Hotel Amsterdam** *Dijsselhofplantsoen 7, 1077 BJ, Amsterdam, the Netherlands* Comprising a 124-room hotel	95.0	Perpetual leasehold interest with indexed ground rent payable on a semi-annual basis	6,920
10) **Bilderberg Hotel De Bovenste Molen** *Bovenste Molenweg 12, 5912 TV, Venlo, the Netherlands* Comprising a 82-room hotel	95.0	Freehold	6,575
11) **Bilderberg Château Holtmühle** *Kasteellaan 10, 5932 AG, Tegelen, the Netherlands* Comprising a 66-room heritage status hotel	95.0	Freehold	5,600
12) **Bilderberg Grand Hotel Wientjes** *Stationsweg 7, 8011 CZ, Zwolle, the Netherlands* Comprising a 57-room hotel	95.0	Freehold	4,087
13) **Hilton Rotterdam** *Weena 4-20 (even numbers), 3012 CM, Rotterdam, the Netherlands* Comprising a 254-room hotel	33.0	Freehold	20,800
Total for the Netherlands			**134,852**

MAJOR PROPERTIES

Name of Property/Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Approximate Gross Floor Area (sq m)[(b)]
GERMANY			
1) **Bilderberg Bellevue Hotel Dresden** *Große Meißner Straße 15, 01097, Dresden, Germany* Comprising a 340-room heritage status hotel	94.9	Freehold	40,678
Total for Germany			**40,678**
ITALY			
1) **Puccini Hotel Milan, Tapestry Collection by Hilton** *Corso Buenos Aires No. 33, Milan, Italy* Expected to comprise a 59-room after renovation	100.0	Freehold	2,993
Total for Italy			**2,993**
AUSTRALIA			
1) **Sydney House Hotel/Sydney House Galleria** *196-204 Pitt Street, Sydney, NSW 2000, Australia* Expected to comprise a 135-room hotel and three floors of retail/commercial and F&B space	90.5	Freehold	12,392
Total for Australia			**12,392**
Grand Total - Hotels			**271,956**

MAJOR PROPERTIES

Name of Property/ Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Project Construction Commencement Date	Expected Project Handover/ Completion Date	Site Area (sq m)	Approximate Gross Floor Area (sq m)[b]
DEVELOPMENT PROPERTIES[e]						
PRC						
1) Millennium Waterfront *No. 669, 689 North Phoenix Street, Wenjiang District, Chengdu, Sichuan Province, PRC*	100.0	Leasehold interest to 2051				
Plot E1 *(Partially completed and handed over)* Comprising 2,140 SOHO units (144,500 sq m), and 1,368 saleable car park lots			August 2021	Commenced first handover in May 2024	21,421	144,500
Plot E2 [g] Expected to comprise one block of 729 SOHO units (45,300 sq m), one commercial building of 73,300 sq m providing medical/health care services and products, 9,500 sq m of retail space, and 1,080 saleable car park lots			September 2023[g]	To be ascertained	17,437[g]	128,100[g]
Plot F Comprising mainly five floors of retail and commercial space including a cinema, a supermarket and F&B space, and 544 saleable car park lots			February 2018	Completed in March 2021	9,379	27,800
2) The Brilliance *No.22, Huanhu South Road, Shilong Town, Dongguan, Guangdong Province, PRC* Comprising seven blocks of 819 saleable residential apartments (93,500 sq m), 1,000 sq m of retail space and 845 saleable car park lots	100.0	Leasehold interest to 2062 (commercial component); and 2092 (residential component)	December 2022	Expected handover in phases from March 2025 onwards	32,383	94,500

MAJOR PROPERTIES

Name of Property/ Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Project Construction Commencement Date	Expected Project Handover/ Completion Date	Site Area (sq m)	Approximate Gross Floor Area (sq m)[b]
3) Primus Bay *No.93, Shilou Manor Road, Panyu District, Guangzhou, Guangdong Province, PRC* *(Partially completed and handed over)* Comprising 1,369 residential apartments (149,800 sq m), 2,300 sq m of retail space, 800 sq m of clubhouse and 2,015 saleable car park lots	95.0	Leasehold interest to 2032 and 2037 (commercial component); and 2062 and 2067 (residential component)	July 2021	Commenced first handover in January 2024	88,814	152,900
4) The Pinnacle *No.1, Meiyuan Road, Chang'an Town, Dongguan, Guangdong Province, PRC* *(Completed and partially handed over)* Comprising 130 SOHO units (5,200 sq m) and 172 saleable car park lots	60.0	Leasehold interest to 2058 (commercial component); and 2088 (residential component)	September 2019	Commenced first handover in 2022	n.m.[f]	5,200
5) Kingsman Residence *No.18, Chonghuan West Road, Shijie Town, Dongguan, Guangdong Province, PRC* Comprising 11 blocks of 1,228 residential apartments (154,900 sq m), 1,000 sq m of retail space and 1,426 saleable car park lots	50.0	Leasehold interest to 2062 (commercial component); and 2092 (residential component)	December 2022	Expected handover in phases from March 2025 onwards	50,905	155,900
6) Exquisite Bay *No. 362, Dalingshan Avenue, Dalingshan Town, Dongguan, Guangdong Province, PRC* *(Partially completed and handed over)* Comprising 1,137 residential apartments (135,000 sq m), 900 sq m of retail space and 1,132 saleable car park lots	46.6	Leasehold interest to 2062 (commercial component); and 2092 (residential component)	August 2022	Commenced first handover in June 2024	42,875	135,900

MAJOR PROPERTIES

Name of Property/ Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Project Construction Commencement Date	Expected Project Handover/ Completion Date	Site Area (sq m)	Approximate Gross Floor Area (sq m)[(b)]
7) Central Mansion *No.168, Taibao Road, Humen District, Dongguan, Guangdong Province, PRC (Partially completed and handed over)* Comprising 513 residential apartments (75,200 sq m), three blocks of 102 SOHO units (26,200 sq m), 3,400 sq m of retail space and 956 saleable car park lots	36.0	Leasehold interest to 2061 (commercial component); and 2091 (residential component)	January 2022	Commenced first handover in December 2024	39,038	104,800
8) Star of East River *No. 8, Wanjiang Section, Hongfu West Road, Wanjiang District, Dongguan, Guangdong Province, PRC* Comprising a retail mall	30.0	Leasehold interest to 2054	April 2017	Completed in September 2019 and December 2020	n.m.[(f)]	33,600
9) Skyline Garden *No.1, Tianji Road, Wanjiang District, Dongguan, Guangdong Province, PRC (Completed and partially handed over)* Comprising seven blocks of 764 SOHO units (66,600 sq m), 4,400 sq m of retail space and 1,531 saleable car park lots; All SOHO units and retail space are required to be kept for a minimum holding period of two years as per land tender conditions	27.0	Leasehold interest to 2059	November 2019	Expected handover of SOHO units and retail space from 3Q2025 onwards	42,343	71,000
10) Egret Bay *No.1, Zhoutouweitang Road, Wanjiang District, Dongguan, Guangdong Province, PRC* Comprising seven blocks of 383 residential apartments (71,100 sq m) and 695 saleable car park lots	27.0	Leasehold interest to 2092	November 2022	Expected handover in phases from 2Q2025 onwards	31,071	71,100

MAJOR PROPERTIES

Name of Property/ Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Project Construction Commencement Date	Expected Project Handover/ Completion Date	Site Area (sq m)	Approximate Gross Floor Area (sq m)[(b)]
11) Fenggang Project *Wulian Village, Fenggang District, Dongguan, Guangdong Province, PRC* Predominantly residential development land which is expected to comprise 159,300 sq m of saleable GFA	18.0	Pending public land tender to be conducted by the Dongguan Land Bureau	Under planning	- [(d)]	33,433	- [(d)]
12) Time Zone *Baisha Community, Humen District, Dongguan, Guangdong Province, PRC*	17.3	Leasehold interest to 2060 (commercial component); and 2090 (residential component)				
Phase 1 Comprising 1,047 residential apartments (142,500 sq m), 676 SOHO units (50,100 sq m), 4,000 sq m of retail space, and 3,155 saleable car park lots			January 2021	Commenced first handover of residential apartments in 2023 and SOHO units in 2024	83,388	196,500
Phase 2 to 4 Expected to comprise 4,572 SOHO units (268,900 sq m), 13,500 sq m of retail space, 40,000 sq m hotel, three office towers with 198,100 sq m of office space, a 99,400 sq m shopping, 946 saleable car park lots and other general amenities to be built for the municipal as per the land tender conditions			Under planning	- [(d)]	99,622	619,900
Total for the PRC					**592,109**	**1,941,700**

MAJOR PROPERTIES

Name of Property/ Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Project Construction Commencement Date	Expected Project Handover/ Completion Date	Site Area (sq m)	Approximate Gross Floor Area (sq m)[(b)]
THE NETHERLANDS						
1) Meerparc *Amstelveenseweg 638-710, Amsterdam, the Netherlands* Comprising approximately 13,357 sq m of office space, 5,786 sq m industrial space and 218 car park lots	100.0	Freehold	Under planning	- [(d)]	9,744	- [(d)]
2) Dreeftoren *Haaksbergweg 3-73 (odd numbers), Amsterdam, the Netherlands* Expected to comprise a 20-storey office tower (20,231 sq m, including a commercial plinth), a new 130-metre high residential tower with 312 apartments (27,890 sq m) and 136 car park lots	100.0	Perpetual leasehold interest with indexed ground rent payable on an annual basis until 2039 (residential component), and perpetual leasehold interest with ground rent paid until 2039 (office component)	June 2022	Expected to be completed in 3Q2025 (office) and 4Q2026 (residential)	5,740	48,121
3) Prins Hendrikkade 16-19 *Amsterdam, the Netherlands* Comprising four adjacent monumental buildings	100.0	Freehold	2Q2024	Expected to be completed in 4Q2025	870	3,713
Total for the Netherlands					**16,354**	**51,834**

MAJOR PROPERTIES

Name of Property/ Location and Brief Description	Effective Group Interest (%)	Title/Year of Expiry of Land Use Rights	Project Construction Commencement Date	Expected Project Handover/ Completion Date	Site Area (sq m)	Approximate Gross Floor Area (sq m)[(b)]
AUSTRALIA						
1) Sydney House Residences *198 Pitt Street, Sydney, NSW 2000, Australia* Expected to comprise 241 residential apartments	39.9	Freehold	March 2023	Expected to be completed in 2027	2,229	21,589
2) 194 Pitt Street *194 Pitt Street, Sydney, NSW 2000, Australia* A 7-storey building that is expected to be transformed into a revitalised monumental building	90.5	Freehold	March 2023	Expected to be completed in 2027	108	456
Total for Australia					**2,337**	**22,045**
Grand Total – Development Properties					**610,800**	**2,015,579**

Notes:
a. Lettable floor area excludes car park space.
b. Gross floor area ("**GFA**") excludes underground GFA and/or car park area.
c. Represents % of voting ordinary shares held by the Group.
d. Yet to be ascertained as the development plan relating to this project is currently at the preliminary stage.
e. Excludes development properties for which 75% or more of the GFA of the respective property types (residential, SOHO or retail) has been handed over.
f. Not meaningful as project has been largely handed over.
g. Construction of Plot E2 has halted as the Group is working on a re-design of the development.

Primus Bay,
Guangzhou, PRC

USE OF PROCEEDS FROM THE ISSUE OF SERIES 3 CONVERTIBLE SECURITIES

As at 12 March 2025, the Company has utilised approximately S$122.8 million, which is equivalent to approximately 50.5% of the aggregate net proceeds of approximately S$243.2 million from the 4.85% subordinated perpetual convertible capital securities issued in September 2024 ("**Series 3 Convertible Securities**"), after deducting approximately S$0.8 million in professional fees and related expenses incurred in connection therewith. Details of the use of proceeds from the Series 3 Convertible Securities are set out as follows:

a. approximately S$48.4 million to fund the Group's property holding activities in Europe, specifically the acquisition of shares in NSI N.V., a company incorporated in the Netherlands and listed on Euronext Amsterdam, thus further expanding and enhancing its long-term property holding business in the Dutch real estate market;

b. approximately S$22.5 million to fund the Group's property development activities in Europe, specifically to fund the Dreeftoren Amsterdam redevelopment project and Prins Hendrikkade Amsterdam redevelopment project in the Netherlands;

c. approximately S$15.9 million to fund the Group's property holding activities in Europe, specifically to fund the Le Méridien Frankfurt hotel renovation project in Germany and the Puccini Milan hotel renovation project in Italy;

d. approximately S$14.9 million to fund the Group's property financing activities in Australia, specifically loans granted to the 90.5%-owned hotel trust owner of the Sydney House Hotel and certain joint venture partners of the 39.9%-owned developer trust;

e. approximately S$6.5 million to fund the Group's property development activities in Australia, specifically on equity injections into the 39.9%-held developer trust for the trust to fund the development of Sydney House Residences;

f. approximately S$5.8 million to fund the Group's property holding activities in Australia, specifically on equity injections into the 90.5%-owned hotel trust owner of the Sydney House Hotel; and

g. approximately S$8.8 million to fund the Group's property development activities in the People's Republic of China ("**PRC**"), specifically to fund the Primus Bay development project.

The above utilisation of proceeds is in accordance with the intended use of proceeds as stated in the offer information statement dated 23 August 2024 lodged with the Monetary Authority of Singapore and the announcement dated 12 November 2024.

USE OF PROCEEDS FROM THE EXERCISE OF WARRANTS

The Company issued:

a. 192,797,846 warrants which are exercisable into new ordinary shares in the capital of the Company ("**Shares**") during the period from 31 May 2019 to 30 May 2024 at an exercise price of S$1.30 for each new Share, pursuant to a rights issue and bonus issue undertaken in 2019 ("**Warrants (2019)**"); and

b. 227,618,864 warrants which are exercisable into new Shares during the period from 24 March 2021 to 21 March 2029 at an exercise price of S$1.08 for each new Share, pursuant to a bonus issue undertaken in 2020 ("**Warrants (2020)**").

As at 12 March 2025:

a. an aggregate of 180,568,094 Warrants (2019) were exercised, raising gross proceeds of approximately S$234.7 million; and

b. an aggregate of 43,257,155 Warrants (2020) were exercised, raising gross proceeds of approximately S$46.7 million.

As at 12 March 2025, the Company has fully utilised the above-mentioned aggregate gross proceeds of S$281.4 million. Details of the warrants exercise proceeds utilised are set out as follows:

Warrants (2019)	**Amount**
a. Partial repayment of borrowings incurred by the Group to fund the acquisition of shares in Double Wealthy Company Limited and Guangzhou Kaixiang Property Management Co., Ltd. ("**Acquisitions**")	S$0.3 million
b. To fund the Group's property development activities in the PRC, specifically on equity injections to fund The Brilliance and Exquisite Bay in Dongguan, Primus Bay in Panyu, and Millennium Waterfront Plot E Phase 1 in Chengdu	S$125.9 million
c. To fund the Group's property development activities in Australia, specifically on equity injections into the 39.9%-held developer trust for the trust to fund the development of Sydney House Residences	S$12.3 million
d. To fund the Group's property investment activities in Europe, specifically on the acquisition of 33.0% interest in NL Coolsingel Property 21 B.V. (formerly known as Rotali B.V.), which owns the Allianz Tower in Rotterdam	S$7.5 million
e. To fund the Group's property financing activities in Europe, specifically on junior loans extended to NL Coolsingel Property 21 B.V.	S$68.7 million
f. To fund the following general working capital purposes:	
i. Payment of part of the Company's final cash dividend for FY2019;	S$7.5 million
ii. Payment of part of the Company's final cash dividend for FY2023;	S$9.3 million
iii. Payment of part of the Company's interim cash dividend for FY2024; and	S$0.8 million
iv. Payment of payroll expenses of the Group.	S$2.4 million
Sub-total	**S$234.7 million**

USE OF PROCEEDS FROM THE EXERCISE OF WARRANTS

Warrants (2020)			Amount
a.	To fund the Group's property financing activities in Australia, specifically loans granted to the 39.9%-held developer trust and certain joint venture partners of the above-mentioned trust		S$13.4 million
b.	To fund the Group's property financing activities in Europe, specifically on junior loans extended to NL Coolsingel Property 21 B.V.		S$0.7 million
c.	Partial repayment of borrowings incurred by the Group to fund the Acquisitions		S$7.8 million
d.	To fund the Group's property development activities in the Netherlands, specifically to fund the Dreeftoren redevelopment project in Amsterdam		S$2.9 million
e.	To fund the following general working capital purposes:		
	i.	Payment of transaction costs and interest expense related to bank borrowings;	S$3.6 million
	ii.	Payment of part of the Company's final cash dividend for FY2023; and	S$14.0 million
	iii.	Payment of part of the Company's final cash dividend for FY2024.	S$4.3 million
Sub-total			**S$46.7 million**
Total			**S$281.4 million**

The above utilisation of proceeds is in accordance with the intended use of proceeds from the exercise of Warrants (2019) and Warrants (2020) as stated in the offer information statement dated 7 May 2019 lodged with the Monetary Authority of Singapore and the announcement dated 23 July 2020 issued by the Company respectively.

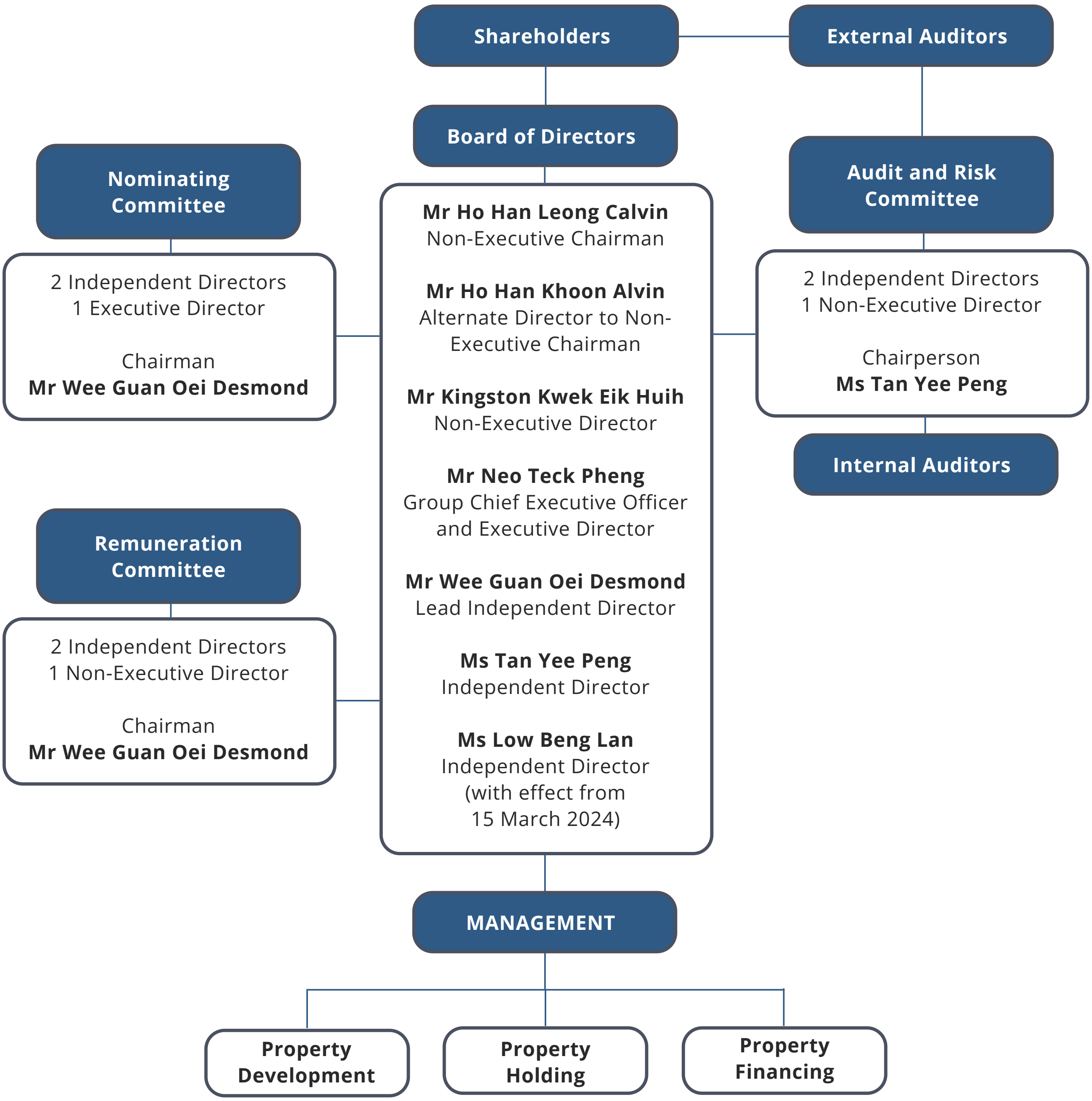
12,229,752 outstanding Warrants (2019) have expired on 30 May 2024 and 184,361,709 outstanding Warrants (2020) remain unexercised as at 12 March 2025.

CORPORATE GOVERNANCE

First Sponsor Group Limited ("**Company**", and together with its subsidiaries, "**Group**") is committed to maintaining high standards of corporate governance to protect and enhance shareholder value. In compliance with Rule 710 of the listing manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX**"), the corporate governance report ("**Report**") sets out the Company's key corporate governance practices for the financial year ended 31 December 2024 ("**FY2024**") with reference to the Code of Corporate Governance 2018 ("**Code**"). The Company has complied, in all material respects, with the principles and provisions of the Code. In so far as any provision has not been complied with, the reason has been provided.

A summary of the Company's compliance with the express disclosure requirements of the Code is provided on pages 100 to 101.

CORPORATE GOVERNANCE FRAMEWORK



BOARD MATTERS

The Board's Conduct of 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.

Board's Duties and Responsibilities

The Company is headed by an effective Board which oversees the strategic direction, performance and affairs of the Group and provides overall guidance to Management.

The duties and responsibilities of the Board include:

(a) approving the strategic direction of the Group and monitoring its progress;

(b) approving the financial plan (including annual budgets) and monitoring the financial performance of the Group;

(c) reviewing the adequacy and effectiveness of the Group's risk management and internal controls framework in relation to financial, operational, compliance and information technology ("**IT**") controls, and safeguarding shareholders' interests and the Group's assets;

(d) deliberating on and accepting recommendations by the Audit and Risk Committee ("**ARC**"), the Remuneration Committee ("**RC**") and the Nominating Committee ("**NC**"); and

(e) considering sustainability issues such as environmental and social factors as part of the Group's strategic formulation.

Matters requiring the Board's decision and approval include:

(a) interim financial results announcements and annual audited financial statements;

(b) appointment of directors and key management personnel, including review of their performance and remuneration packages;

(c) corporate or financial restructuring, major acquisitions and divestments;

(d) share issuances and funding proposals; and

(e) declarations of interim dividends, proposals of final dividends and other returns to shareholders.

The Board also sets the tone for the Group in respect of ethics, values and desired organisational culture, and ensures proper accountability within the Group. The Company has in place an internal code of business conduct and ethics ("**Code of Business Conduct and Ethics**") to provide guidance to all officers and employees of the Group in resolving ethical questions that may arise in the course of their work for the Group. Please refer to the section titled "Code of Business Conduct and Ethics, Anti-Corruption Policy & Guidelines and Fraud Policy & Guidelines" on page 96 for further information.

Board Meetings

The Board holds at least four scheduled meetings each year and may also hold ad hoc meetings as and when warranted by circumstances. The quarterly meetings will typically be scheduled before the start of the financial year to enable the Directors to plan ahead to attend them and to coincide with the half-year and year-end financial results reporting as well as the voluntary business updates for the first and third quarters in order to facilitate a review of the financial statements and announcement of the unaudited semi-annual financial results/voluntary business updates.

During every quarterly meeting:

(a) where applicable, the chairperson of each Board committee provides an update on significant matters discussed at the Board committee meetings which are typically scheduled before the quarterly Board meeting;

(b) the Group Chief Financial Officer ("**Group CFO**") and her team present the financial performance for that quarter and significant financial highlights; and

(c) the Group Chief Executive Officer ("**Group CEO**") and his team give an update on the Group's business and operations and/or a macro perspective on the relevant markets and developments.

In addition, senior executives may give presentations in relation to specific business areas. External professionals or in-house subject matter experts may also be invited to present key topics to the Board as well as updates on corporate governance, risk management, tax, accounting and other regulations, which may have an impact on the Group's affairs. This allows the Board to develop a better understanding of the progress of the Group's business as well as the issues and challenges facing the Group and promotes active engagement with Management.

Where exigencies prevent a Director from attending a Board meeting in person, the Company's Articles of Association permit the Director to participate via teleconferencing or video conferencing. The Board and Board committees may also make decisions by way of resolutions in writing. Except where a Director is required to abstain from participating in the deliberation on a transaction or proposed transaction due to an actual or a potential conflict of interest situation, in each meeting where matters requiring the Board's approval are to be considered, all members of the Board participate in the discussions and deliberations, and resolutions in writing are circulated to all Directors for their consideration and approval. This principle of collective decisions adopted by the Board ensures that no individual influences or dominates the decision-making process.

Management may communicate with the Directors through email or telephone to brief or update the Directors on prospective transactions and potential developments. Management may also seek in-principle approval for such transactions from the Directors through email or telephone. Such approvals given by the Directors through email or telephone will, as appropriate, be noted and recorded in the minutes of meeting held subsequently by the Board.

There were four Board meetings held in FY2024. The attendance of the Directors at meetings of the Board and Board committees, and the frequency of such meetings, are set out below:

Attendance Record of Meetings of Shareholders, Board and Board Committees in FY2024

	Board	ARC	RC	NC	AGM
Number of Meetings Held	4	4	1	1	1
Board Members					
Mr Ho Han Leong Calvin	4	–	–	–	1
Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)	4	4	1	–	1
Mr Kingston Kwek Eik Huih	4	–	–	–	1
Mr Neo Teck Pheng	4	4[1]	1[2]	1	1
Ms Ting Ping Ee Joan Maria[3]	2	2	1	1	1
Mr Yee Chia Hsing[4]	2	–	–	1	–
Mr Wee Guan Oei Desmond[5]	4	–	1	–	1
Ms Tan Yee Peng[6]	4	4	–	–	1
Ms Low Beng Lan[7]	3	2	–	–	1

Notes:

1. Mr Neo Teck Pheng is not a member of the ARC but was present at the ARC meetings in his capacity as Group CEO.
2. Mr Neo Teck Pheng is not a member of the RC but was invited by the RC to attend the RC meeting to give his views on the performance of certain key management personnel. For the avoidance of doubt, he was neither involved in any deliberation nor decision on his own remuneration.
3. Ms Ting Ping Ee Joan Maria retired as an Independent Director with effect from 25 April 2024 and ceased to be the NC Chairperson and a member of the ARC and RC with effect from 25 April 2024, and her attendance at the Board, NC, ARC and RC meetings excludes meetings held after her retirement.
4. Mr Yee Chia Hsing retired as an Independent Director with effect from 25 April 2024 and ceased to be the Lead Independent Director and a member of the NC with effect from 25 April 2024, and his attendance at the Board and NC meetings excludes meetings held after his retirement.
5. Mr Wee Guan Oei Desmond was appointed as the Lead Independent Director and NC Chairman with effect from 25 April 2024, and his attendance at the NC meeting excludes the meeting held before his appointment.
6. Ms Tan Yee Peng was appointed as a member of the NC with effect from 25 April 2024, and her attendance at the NC meeting excludes the meeting held before her appointment.
7. Ms Low Beng Lan was appointed as an Independent Director with effect from 15 March 2024 and a member of the ARC and RC with effect from 25 April 2024, and her attendance at the Board, ARC and RC meetings excludes meetings held before her appointment.

Directors who are unable to attend a Board meeting are provided with the briefing materials and can discuss issues relating to the matters to be discussed at the Board meeting with the Group CEO and/or the Group CFO.

Off-Site Visits

The Company organises overseas trips by the Directors to countries where the real estate projects of the Group, its associated companies and joint venture companies are located. On such occasions, the Board will meet with the Group's key management personnel in or overseeing those countries and conduct site visits. This will allow the Board to have a good understanding of the Group's businesses and progress of the projects as well as promote active engagement with key management personnel of those countries. The Directors made trips to the Netherlands in FY2017 and the People's Republic of China ("**PRC**") in FY2017, FY2018 and FY2019, but thereafter the Coronavirus Disease 2019 ("**Covid-19**") pandemic disrupted travel plans for this purpose between FY2020 and FY2022. In April 2023, the Directors visited the Group's properties in Dresden and Frankfurt, accompanied by senior management and key local management personnel from Amsterdam. The Directors then proceeded to the Netherlands, where they visited the Group's office as well as several of the Group's properties across various cities. In FY2024, the Directors visited the Group's projects in Dongguan and Panyu, Guangdong in the PRC.

Director Development

All newly appointed Directors are provided with information about the Group's history and core values, principal businesses and strategic direction as well as industry specific knowledge. Meetings are also arranged with Management to allow the new Directors to be acquainted with Management and to facilitate their independent access to Management in the future. In line with best practices in corporate governance, new Directors are required to sign a letter of appointment from the Company stating clearly the roles of the Board and Non-Executive Directors, the time commitment that the Director would be expected to allocate and other relevant matters. The terms of reference of all Board committees are also provided to each newly appointed Director.

Unless the NC assesses that training is not required for a newly appointed Director because he or she has other relevant experience (which basis of assessment will be disclosed in accordance with the Listing Manual), newly appointed Directors with no prior experience as a director of a listed company are required to undergo training in the roles and responsibilities of a director of a listed issuer within one year of his or her appointment to the board of directors ("**Mandatory Training**"). In order to fulfil the Mandatory Training requirements, a director must either attend the Listed Entity Director ("**LED**") Programme conducted by the Singapore Institute of Directors ("**SID**") or the Board of Directors Masterclass ("**BODM**") Programme conducted by the Institute of Singapore Chartered Accountants and SAC Capital in order to acquire relevant knowledge of what is expected of a listed company director, and the additional module(s) relevant to his or her appointment to any of the Board committees. Completion of the LED Programme or the BODM Programme, which focuses on comprehensive training of company directors on compliance, regulatory and corporate governance matters, should provide first time Directors with a broad understanding of the roles and responsibilities of a director of a listed company under the requirements of the Listing Manual and the Code. Further, newly appointed Directors with no expertise in sustainability matters are required to attend the training on sustainability matters as prescribed by SGX.

Ms Low Beng Lan was appointed as an Independent Director with effect from 15 March 2024, and completed the Mandatory Training requirements by attending both the LED Programme and training on sustainability matters conducted by the SID in FY2024.

In compliance with Rule 720(7) of the Listing Manual, all Directors have undergone training on sustainability matters conducted by the SID as prescribed by SGX.

All Directors are provided with relevant information on the Company's policies, procedures and practices relating to governance issues, including disclosure of interests in securities, restrictions on disclosure of price-sensitive and trade-sensitive information and disclosure of interests relating to the Group's businesses. They are also informed about matters such as the code of dealings in the Company's securities as they are privy to price-sensitive and trade-sensitive information.

The Directors are given updates and/or briefings relating to any matters that fall within the responsibility of the Board or key developments in the Group's industry or operations including changes in regulatory requirements, corporate governance and accounting standards. Such updates are given at Board meetings and where necessary via presentations by the Company's external professionals, auditors and Management.

The Directors are encouraged to undergo continual professional development (including attending external workshops, conferences, presentations and seminars conducted by regulatory bodies) during the term of their appointment. The Company funds the training of its Directors as appropriate.

Access to Information

The Company recognises the importance of providing the Board with relevant, complete, adequate and timely information prior to Board meetings and on an ongoing basis, to enable the Directors to make informed decisions to discharge their duties and responsibilities. The Board is provided with reports on the Group's operational and financial performance, as well as budget variances, on a regular basis. Board papers are distributed in advance of Board meetings (as a general rule, at least one week in advance) so that the Directors have sufficient time to understand the matters to be discussed at the Board meetings. The Directors are entitled to request from Management and be provided with additional information as needed to make informed decisions. Management and senior executives attend Board meetings to answer any query from the Directors.

Where appropriate, ad hoc meetings are also held for Management to brief the Directors on prospective transactions and potential developments in the early stages before formal Board approval is sought. As stated in the section titled "Board Meetings", Management may communicate with the Directors through email or telephone to brief or keep the Directors updated on such deals and developments. The Directors may, at any time, request for further explanations, briefings, informal discussions or updates on any aspect of the Group's operations or business issues from Management through email, telephone or face-to-face meetings.

The Directors have separate and independent access to Management and the company secretary at all times. The Directors also have direct access to the Company's professional advisers and have the discretion to engage their own professional advisers at the Company's expense.

Role of the Company Secretary

Under the direction of the Chairman, the company secretary, Ms Goh Siew Geok, ensures good information flow within the Board and Board committees and between Management and Non-Executive Directors. She advises the Board on all governance matters as well as facilitates the orientation of newly appointed Directors and assists with the professional development of all Directors. The company secretary plays a role in ensuring that Board procedures as well as relevant rules and regulations are complied with. In FY2024, the company secretary attended all Board and Board committee meetings.

The appointment and the removal of the company secretary are subject to the approval of the Board.

Delegation of Authority

To optimise operational efficiency, the Board has established financial authorisation and approval limits for capital expenditure, the procurement of goods and services, acquisitions and disposals, bank borrowings as well as debt and equity fund raising. The Board approves transactions exceeding certain threshold limits, while delegating authority for transactions below those limits to the Board committees and/or Management.

The Non-Executive Directors participate actively in the meetings of the Board. They are always available to provide guidance to Management on any business issues and in areas in which they specialise and to provide strategic guidance to the Company based on their professional knowledge, in particular, assisting to constructively develop proposals on strategy. They also review and monitor Management's performance. To facilitate this, they are kept informed of the Company's businesses and performances through regular reporting from Management, and have full access to Management. The Non-Executive Directors would also confer among themselves without the presence of Management as and when the need should arise. The chairperson of such meetings provides feedback to the Board and/or the Chairman as appropriate.

To achieve an appropriate balance between risks and business performance, the Board established, and delegated its authority to, a credit committee comprising the Chairman of the Board, the Group CEO and the Group CFO, to approve PRC property financing ("**PRC PF**") loans without having to seek the Board's approval provided that the aggregate loan exposure to a single counterparty and its related parties shall not exceed RMB500 million, the loan tenure shall not exceed three years, the loan-to-value ratio is capped at 60%, and the Group does not have an equity interest in the relevant property or property development. Any PRC PF loans approved by the credit committee is submitted to the Board for review on a quarterly basis. The above parameters are reviewed by the Board on an annual basis.

Board Committees

To assist the Board in their duties and to ensure that specific issues are subject to in-depth and timely review, certain functions have been delegated to various Board committees, which would submit their recommendations or decisions to the Board. The Board has established three Board committees, namely:

(a) the ARC;
(b) the RC; and
(c) the NC.

Each Board committee operates under delegated authority from the Board with the Board retaining overall oversight and has its own written terms of reference. The Board regularly undertakes a review of its Board committees including their membership and terms of reference. All Board committees are chaired by an Independent Director.

A record of each Director's attendance at Board committee meetings during FY2024 is set out in the section titled "Attendance Record of Meetings of Shareholders, Board and Board Committees in FY2024" on page 65.

AUDIT AND RISK COMMITTEE

MEMBERSHIP

- Ms Tan Yee Peng, ARC Chairperson and Independent Director
- Ms Low Beng Lan, ARC Member and Independent Director (succeeded Ms Ting Ping Ee Joan Maria with effect from 25 April 2024)
- Mr Ho Han Leong Calvin, ARC Member and Non-Executive Chairman of the Board
  Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)

KEY OBJECTIVE

- Assist the Board in discharging its responsibilities relating to financial and accounting matters, compliance, business and financial risk management and internal controls

The ARC comprises three Non-Executive Directors, two of whom, including the ARC Chairperson, are Independent Directors. The ARC Chairperson and at least one other member of the ARC, being the majority of the ARC, possess the relevant accounting or related financial management expertise or experience, while the remaining member of the ARC possesses business and financial background. With the current composition, the NC believes that the ARC has the relevant accounting and related financial management expertise and experience to discharge its functions within its written terms of reference.

None of the members of the ARC are former partners or directors of the Company's existing external or internal audit firms (a) within a period of two years commencing on the date of their ceasing to be a partner of the external or internal audit firm and in any case, (b) for so long as they have any financial interest in the external or internal audit firm.

The ARC has the authority to investigate any matter within its terms of reference. The ARC has full access to, and the cooperation of, Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly. The ARC also has full access to the external and internal auditors, and to facilitate a more effective check on Management, the ARC meets (a) with the external auditors and (b) with the internal auditors, in each case without the presence of Management at least annually (except as previously disclosed). Similarly, both the external and internal auditors are given full access to the ARC.

Under its terms of reference, the ARC's scope of duties and responsibilities is as follows:

(a) reviewing the audit plan of the Company's external auditors, their evaluation of the system of internal accounting controls, their letter to Management, if any, and Management's response, and results of the Company's audit conducted by the internal and external auditors;

(b) reviewing the reports of the Company's external auditors including key audit matters ("**KAMs**"), as well as the adequacy, effectiveness, independence, objectivity, scope and results of the external audit;

(c) reporting to the Board on the ARC's assessment of the independence and objectivity of the external auditors and the quality of the work carried out by the external auditors;

(d) reviewing the co-operation given by the Company's officers to the external auditors;

(e) reviewing and discussing with the external auditors, where applicable, any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules and regulations, which has or is likely to have a material adverse impact on the Group's operating results or financial position, and Management's response;

(f) making recommendations to the Board on proposals to shareholders, on the appointment, re-appointment and removal of external auditors, and approving the remuneration and terms of engagement of the external auditors;

(g) ensuring co-ordination between the external auditors and Management, reviewing the assistance given by Management to the auditors, and discussing problems and concerns, if any, arising from audits, and any matters which the auditors may wish to discuss (in the absence of Management, where necessary);

(h) approving the Company's internal audit plans;

(i) monitoring the implementation of internal controls over outstanding internal control weaknesses highlighted by the auditors;

(j) deciding on the appointment, termination and remuneration of the internal auditors;

(k) reviewing the adequacy, effectiveness, independence, scope and results of the Company's internal audit function, reporting to the Board on the ARC's assessment of the adequacy, effectiveness and independence of the internal audit function and commenting on whether the internal audit function is independent, effective and adequately resourced;

(l) reviewing the interim and annual financial statements, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Manual and any other relevant statutory or regulatory requirements;

(m) reviewing significant financial reporting issues so as to ensure integrity of the financial statements of the Company and any announcements relating to the Company's financial performance and reporting to the Board on such issues (including how these issues were addressed);

(n) reviewing the material internal control procedures addressing financial, operational, compliance and IT risks;

(o) commissioning an independent audit on internal controls and risk management systems if it deems necessary for its assurance, or where it is not satisfied with the systems of internal controls and risk management;

(p) reviewing interested person transactions ("**IPTs**") falling within the scope of Chapter 9 of the Listing Manual above certain thresholds;

(q) reviewing the grant of any entrusted loans to interested persons prior to such loans being entered into, to ensure that (i) the terms and (ii) the grant of the entrusted loans (taking into account various factors that may include, but are not limited to, the rationale for the grant, the creditworthiness of the borrower and the interest rate payable to the Group) are not prejudicial to the Group and shareholders;

(r) reviewing potential conflicts of interest, if any;

(s) reviewing and considering transactions in which there may be potential conflicts of interests between the Company and interested persons and recommending whether those who are in a position of conflict should abstain from participating in any discussions or deliberations of the Board or from voting on resolutions of the Board or shareholders in relation to such transactions as well as ensuring that proper measures to mitigate such potential conflicts of interest have been put in place;

(t) monitoring investments in the Group's customers, suppliers and competitors made by the Directors, controlling shareholders and their respective associates who are involved in the management of the Company or have shareholding interests in similar or related business of the Company and making assessments on whether there are any potential conflicts of interests and ensuring that proper measures to mitigate such conflicts of interests have been put in place;

(u) reviewing and assessing from time to time the prevailing processes put in place to manage any material conflicts of interest in relation to the controlling shareholders as described in the section titled "Interested Person Transactions and Conflicts of Interest – Conflicts of Interest – Conflict of Interests in relation to First Sponsor Capital Limited and First Sponsor Management Limited" in the prospectus registered by the Monetary Authority of Singapore on 10 July 2014 in relation to the Company's initial public offering and listing of its shares on the Main Board of SGX on 22 July 2014 and considering, where appropriate, additional measures for the management of such conflicts;

(v) reviewing the Group's key financial risk areas with a view to providing an independent oversight of the Group's financial reporting;

(w) reviewing and recommending hedging policies and instruments, if any, to be implemented by the Company to the Directors;

(x) reviewing the suitability of the Group CFO;

(y) undertaking such other reviews and projects as may be requested by the Board, and reporting to the Board its findings from time to time on matters arising and requiring the attention of the ARC;

(z) reviewing the policy and arrangements for concern about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up and reporting to the Board any significant issues raised through such channels;

(aa) generally undertaking such other functions and duties as may be required by statute or the Listing Manual or by such amendments as may be made thereto from time to time; and

(bb) apart from the abovementioned duties, commissioning and reviewing the findings of internal investigations in the event of any suspected fraud, irregularity, failure of internal controls or infringement of any applicable law, rule or regulation which has or is likely to have a material adverse impact on the Group's operating results and/or financial position.

The ARC will bring to the Board's attention immediately, any significant issues (such as significant adjustments) raised by the external auditors in their review or audit of the Company's year-end financial statements which have a material impact on the interim financial statements or financial updates previously announced by the Company. The Board will then consider whether an immediate announcement is required under the Listing Manual. The ARC will also advise the Board if changes are needed to improve the quality of future interim financial statements or financial updates. Such changes, if any, will be disclosed in the Annual Report.

The ARC held four ARC meetings in FY2024. Management, including the Group CEO and Group CFO, was present at the meetings. In addition, the ARC met with the external auditors and the internal auditors, without the presence of Management in FY2024.

In FY2024, the ARC reviewed the quarterly financial statements, the financial results announcements for the half year and full year as well as the accompanying press releases and presentation packs highlighting key developments of the Group, and the voluntary business updates for the first and third quarters prior to approving or recommending to the Board their release, the auditors' evaluation of the system of internal accounting controls, the adequacy and effectiveness of the Company's internal controls, the annual audit plans of the external and internal auditors and the results of the audits performed by them, as well as IPTs. It also reviewed the scope, results and effectiveness of the internal audit and external audit functions, the independence and objectivity of the external auditors and the non-audit services rendered by the external auditors.

As part of the process, each ARC member has completed an appraisal form on the effectiveness of the outsourced internal audit function as well as a self-assessment of the effectiveness of the ARC for FY2024. The completed appraisal forms are collated by Management who then presents the results to the ARC Chairperson who in turn presents a report to the ARC and the Board. The feedback, comments and recommendations by the ARC members are reviewed and discussed constructively by the ARC and the Board to identify areas for improvement and follow up action to be taken by the Board and Management.

The ARC considered the report from the external auditors, including their findings on the significant risks and audit focus areas. The following KAMs were discussed with Management and the external auditors:

KAMs	How the ARC reviewed these matters and what decisions were made
Carrying value of development properties in subsidiaries, associates and joint ventures	The ARC reviewed the basis on which Management has assessed the estimated net realisable value of the Group's development properties held by the Group through its subsidiaries, associates and joint ventures. The ARC considered the findings of the external auditors, including their assessment of the reasonableness of the key assumptions used in determining the net realisable values of development properties and in the case of loans to associates and joint ventures engaged in property development activities, any expected credit loss required which are primarily driven by the net realisable values of the development properties, taking into account the increased level of judgement and estimation uncertainty arising from the uncertainty in market and economic conditions in the PRC. The ARC is satisfied with the basis and reasonableness of the key assumptions used in determining the estimated net realisable value of development properties.

KAMs	How the ARC reviewed these matters and what decisions were made
Valuation of investment properties	The ARC reviewed the outcome of the annual valuation process and discussed the details of the valuation, including the valuers' assessment of the appropriateness of valuation methodologies used as well as the reasonableness of the estimates and underlying key assumptions applied in the valuation of the investment properties, taking into account the changes in market and economic conditions brought on by inflationary pressure and geopolitical tension, with Management and the external auditors. The ARC considered the findings of the external auditors, including their assessment of the appropriateness of the valuation methodologies used as well as the reasonableness of the estimates and underlying key assumptions applied, in the valuation of investment properties. The ARC is satisfied with the valuation methodologies used as well as estimates and key assumptions applied in assessing the fair values of the Group's investment properties.
Impairment assessment of goodwill and property, plant and equipment	The ARC reviewed the approach and methodology used by Management in determining the recoverable amount of goodwill and property, plant and equipment. The ARC considered the findings of the external auditors, including their assessment as to the reasonableness of the key assumptions applied in the impairment assessment, taking into account inflationary pressure and geopolitical tension, and the appropriateness and reasonableness of the valuation methodologies and key assumptions used, including the reasonableness of the discount and terminal growth rates adopted. The ARC is satisfied with the approach and methodology used in determining the recoverable amount of goodwill and property, plant and equipment.

The ARC concluded that the Group's accounting treatment and estimates in the KAMs were appropriate. All the KAMs that were raised by the external auditors for FY2024 have been addressed by the ARC and covered in the above commentary. Details on the KAMs can be found in the auditors' report for FY2024 on pages 107 to 109 of this Annual Report.

REMUNERATION COMMITTEE

MEMBERSHIP

- Mr Wee Guan Oei Desmond, RC Chairman and Lead Independent Director
- Ms Low Beng Lan, RC Member and Independent Director (succeeded Ms Ting Ping Ee Joan Maria with effect from 25 April 2024)
- Mr Ho Han Leong Calvin, RC Member and Non-Executive Chairman of the Board
  Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)

KEY OBJECTIVES

- Oversee the remuneration of the Board and key management personnel
- Set appropriate remuneration framework and policies to deliver annual and long-term performance of the Group

The RC comprises three Non-Executive Directors, two of whom, including the RC Chairman, are Independent Directors.

Under its terms of reference, the RC's scope of duties and responsibilities is as follows:

(a) recommending to the Board a framework of remuneration for the Directors and key management personnel of the Group, comprising the Group CEO, Group CFO and CEOs of the respective regions;

(b) determining specific remuneration packages for Executive Directors, including the Group CEO;

(c) reviewing all aspects of remuneration of employees (including, among others, employees who are related to the Directors and relatives of the Directors and controlling shareholders, if any), including directors' fees, salaries, allowances, bonuses and other benefits-in-kind;

(d) reviewing and ensuring that the remuneration of Non-Executive Directors is appropriate to the level of contribution by them, taking into account factors such as effort and time spent, and responsibilities of the Directors;

(e) recommending employee share option schemes or any long-term incentive scheme which may be set up from time to time and doing all acts necessary in connection therewith; and

(f) reviewing the Company's obligations arising in the event of termination of any Executive Director's and key executive's contract of services to ensure that such contracts of services contain fair and reasonable clauses which are not overly generous.

In FY2024, the RC met once and discussed various remuneration matters such as Directors' fees as well as the remuneration package of the Group CEO and key management personnel for FY2023. The RC also conducted a review in FY2025 of the remuneration of employees who are related to the Directors and/or controlling shareholders for FY2024. No member of the RC was involved in the fixing of his or her own remuneration, or in the review of remuneration matters for any employee who may be related to him or her.

NOMINATING COMMITTEE

MEMBERSHIP

- Mr Wee Guan Oei Desmond, NC Chairman and Lead Independent Director (succeeded Ms Ting Ping Ee Joan Maria with effect from 25 April 2024)
- Ms Tan Yee Peng, NC Member and Independent Director (succeeded Mr Yee Chia Hsing with effect from 25 April 2024)
- Mr Neo Teck Pheng, NC Member, Group CEO and Executive Director

KEY OBJECTIVES

- Establish and review the profile of Board members
- Make recommendations to the Board on the appointment and re-nomination of Directors
- Review the independence of Directors
- Assist the Board in evaluating the performance of the Board, Board committees and Directors

The NC comprises three members. Two members are Independent Directors, including the NC Chairman, who is also the Lead Independent Director.

Under its terms of reference, the NC's scope of duties and responsibilities is as follows:

(a) reviewing and assessing the appointment of any proposed new Directors (including alternate Directors if applicable) before recommending the proposed new Directors for approval by the Board;

(b) reviewing and recommending to the Board the re-election and re-appointment of any Directors (including alternate Directors if applicable) who are retiring by rotation or appointed during the year at the next Annual General Meeting ("**AGM**");

(c) reviewing the effectiveness of the Board annually;

(d) reviewing annually whether the size and composition of the Board are appropriate to ensure that the Board has an appropriate balance of expertise, skills, attributes and abilities;

(e) reviewing and determining annually, and as and when circumstances require, if a Director is independent;

(f) reviewing and determining whether a Director is able to and has been adequately carrying out his or her duties as Director where a Director has multiple board representations or other principal commitments;

(g) reviewing succession plans for the Directors and Management and recommending to the Board for approval;

(h) reviewing and recommending to the Board the employment of related persons and their proposed terms of employment;

(i) assessing whether any individual member of the Board dominates the Board's decision-making process; and

(j) reviewing training and professional development programs for the Board.

The NC oversees leadership and succession planning for key management personnel. This includes overseeing the process that supports the Board in making a decision regarding the appointment of key management personnel. While the Group CEO takes charge of succession planning for key management personnel, the NC reviews the plans that the Group CEO has made and presents its recommendations to the Board. The NC also reviews the mechanism for identifying strong candidates and developing them to take on senior positions in the future, as well as how key talent is managed within the Group. Potential candidates for leadership succession are reviewed for their readiness in the immediate, medium and long term.

The NC met once in FY2024 to discuss various matters, including the composition of the Board and the Board committees, as well as the re-election of Ms Low Beng Lan as a Director at the 2024 AGM.

In FY2024, the NC conducted an annual review of the Board Diversity Policy in accordance with the terms set out therein, and considered that no changes were necessary. Please refer to the sections titled "Board Diversity" on pages 75 to 78 and "Selection of New Directors" on page 79 for further information.

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 Composition

As at 31 December 2024, the Board consisted of six Directors of whom five are Non-Executive Directors comprising three Independent Directors and two non-Independent Directors. The Executive Director is the Group CEO.

Independence

As at 31 December 2024, the Independent Directors constituted 50.0% of the Board. Hence, the composition of the Board does not currently align with the recommendation under Provision 2.2 of the Code which provides that Independent Directors should make up a majority of the Board where the Chairman is not independent. The NC and the Board are of the view that the working relationship and dynamics within the Board have shown that the influence of independence is more than adequate as described below, notwithstanding that the current composition of the Board is not in compliance with Provision 2.2 of the Code.

Other than the Group CEO, none of the Directors is a former or current employee of the Company or its subsidiaries.

Currently, matters requiring the Board's approval are discussed and deliberated with the participation of each Director (save for any Director who has a conflict of interest), and decisions are made collectively without any individual influencing or dominating the decision-making process. The NC and the Board are therefore of the view that the current composition of the Board is sufficient for the Board to exercise objective and balanced judgement. As the Chairman is not independent, the Company appointed a Lead Independent Director. A summary of the role of the Lead Independent Director is set out in the section titled "Role of the Lead Independent Director" on page 79.

The Board, taking into account the views of the NC, assesses the independence of each Director annually in accordance with the guidance in the Code. In accordance with the Code, a Director is considered independent if he or she is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his or her independent business judgement in the best interests of the Company. The Board also takes into account the existence of relationships or circumstances, including those identified by the Listing Manual and related Practice Guidance to the Code ("**Practice Guidance**") that are relevant in its determination as to whether a Director is independent. Such relationships or circumstances include relationships (whether familial, business, financial, employment or otherwise) with the Company, its related corporations, substantial shareholders or officers, the employment of a Director or his/her immediate family member by the Company or any of its related corporations for the current or any of the past three financial years, a Director or his/her immediate family member providing to or receiving from the Company or any of its subsidiaries significant payments or material services during the current or previous financial year, other than compensation for Board service, and a Director or his/her immediate family member being related to any organisation to which the Company or any of its subsidiaries made, or from which the Company or any of its subsidiaries received, significant payments or material services during the current or previous financial year.

The NC and the Board assessed the independence of each Director in FY2024. A summary of the outcome of that assessment is set out below.

Based on the declarations of independence provided by the Directors and taking into account the guidance in the Code, the Listing Manual and (where relevant) the Practice Guidance, the Board has determined that Mr Wee Guan Oei Desmond, Ms Tan Yee Peng and Ms Low Beng Lan are independent.

The remaining Directors are considered non-independent for the following reasons:

(a) Mr Ho Han Leong Calvin and his alternate, Mr Ho Han Khoon Alvin, are controlling shareholders of the Company;

(b) Mr Kingston Kwek Eik Huih is the son of Mr Kwek Leng Beng, the Executive Chairman of City Developments Limited ("**CDL**") and brother of Mr Sherman Kwek, the Group CEO and Executive Director of CDL. CDL is a controlling shareholder of the Company; and

(c) Mr Neo Teck Pheng is the Group CEO, the Executive Director and a controlling shareholder of the Company.

Each member of the NC and the Board recused himself or herself from the NC's and the Board's deliberations respectively on his or her own independence.

Pursuant to Rule 210(5)(d)(iv) of the Listing Manual, a director will not be independent if he or she has been a director of the issuer for an aggregate period of more than nine years (whether before or after listing). As at the date of this Annual Report, there were no Independent Directors who have served more than nine years as an Independent Director.

Conflicts of Interest

Directors as fiduciaries are collectively and individually obliged to act honestly and with due diligence, and in the best interests of the Company. Directors, who are in any way, directly or indirectly, interested in a transaction or proposed transaction, will declare the nature of their interests, and also abstain from participating in the deliberation of the Board and/or the Board committees on such transactions, with abstention duly recorded within the minutes and/or the resolutions of the Board and/or the committees.

Board Diversity

The Company recognises the benefits of diversity in terms of skills, knowledge and experience, as well as broader aspects of diversity such as gender and age, and believe that an appropriate balance of diversity will raise the level of Board discussions, enhance the decision-making process and better support the Group in achieving its strategic objectives.

CORPORATE GOVERNANCE

The Board currently comprises business leaders and professionals with real estate, hospitality, banking, financial (including audit and accounting), legal, risk management and business management backgrounds. The Board includes Directors of both genders, varying age profiles ranging from 40s to 70s and varying tenure profiles ranging from 1 year to more than 17 years. The profiles and qualifications of the Directors are set out in the section titled "Board of Directors" on pages 28 to 29 and directorships held by the Directors as at the date of this Annual Report and over the preceding three years are set out in the section titled "Directors' Time Commitment" on pages 80 to 83.

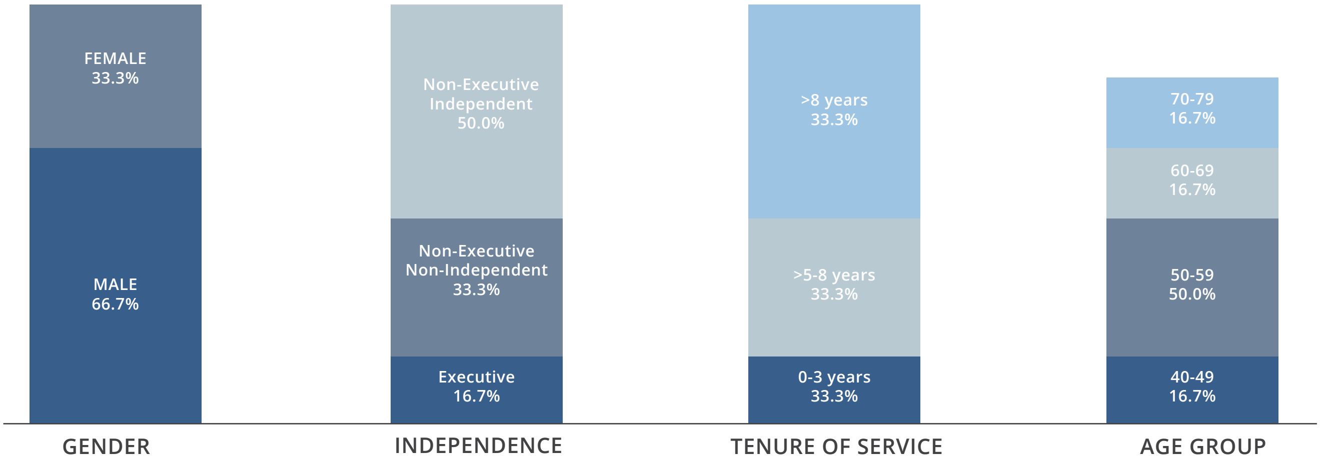
The following Directors' Expertise and Experience Matrix shows a breakdown of the diverse expertise and experience of the Directors.

EXPERTISE AND EXPERIENCE MATRIX

	Real Estate	Hospitality	Banking	Finance and accounting	Audit and tax	Risk management	Legal	Business entrepreneurship and management
Mr Ho Han Leong Calvin	✓	✓	-	-	-	-	-	✓
Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)	-	-	✓	✓	-	-	-	-
Mr Kingston Kwek Eik Huih	-	-	-	-	-	-	-	✓
Mr Neo Teck Pheng	✓	✓	✓	✓	✓	✓	✓	✓
Mr Wee Guan Oei Desmond	-	-	-	-	-	-	✓	✓
Ms Tan Yee Peng	✓	✓	-	✓	✓	✓	-	✓
Ms Low Beng Lan	-	✓	✓	✓	✓	✓	✓	✓

As at the date of this Annual Report, the Board comprised three Independent Directors and three non-Independent Directors, and included two female Directors. Ms Low Beng Lan was appointed as an Independent Director with effect from 15 March 2024. With the retirement of Ms Ting Ping Ee Joan Maria and Mr Yee Chia Hsing on 25 April 2024, the Board's diversity in terms of independence and gender was reduced as the proportion of Independent Directors decreased from 62.5% to 50.0% of the Board and the proportion of female Directors decreased from 37.5% to 33.0%. However, the Board now comprises a higher proportion of Directors who have served a shorter tenure in office. The following chart shows the diversity profile of the Board.

DIVERSITY PROFILE



Note:

1. The column of each diversity aspect shows the position as at the date of this Annual Report which is based on 6 Board members (excluding alternate Director). Percentages may not sum up to 100% due to rounding.

The Board has adopted a formal Board Diversity Policy, setting out its policy for promoting diversity on the Board. The Board Diversity Policy is available on the Company's corporate website at www.1st-sponsor.com.sg. The Board Diversity Policy provides, among other things, that:

(a) The Company recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from the various skills, business experience, industry discipline, gender, age, tenure of service and other distinguishing qualities of the Directors.

(b) In particular, the Company values diversity of the Board in aspects such as skillset and experiences, business background and industry knowledge, international experiences, age, gender, tenure and independence.

(c) The NC will assist the Board to ensure that the Board has an appropriate level of independence and diversity of thought and background in its composition. Taking into consideration the scope and nature of the operations of the Group, the requirements of the business, the need for succession and progressive refreshing of the Board and the need to avoid undue disruptions from unnecessary changes to the composition of the Board and Board committees, the NC will consider the above criteria (as applicable and practicable) when reviewing and assessing the size and composition of the Board, determining the independence of Directors, evaluating performance of the Board as a whole, that of each Board committee as well as that of each Director, and making recommendations to the Board on the selection, appointment and re-appointment of Directors, as appropriate.

(d) In the process of sourcing for qualified candidates to serve on the Board, the NC will strive for the inclusion of diverse groups and viewpoints. As gender is an important aspect of diversity, the NC will strive to ensure that:

    (i) if external search consultants are used to search for candidates for Board appointments, the brief will include a requirement to also present female candidates;

    (ii) when seeking to identify a new Director for appointment to the Board, the NC will request for female candidates to be fielded for consideration;

    (iii) female representation on the Board be continually improved over time based on the set targets of the Board; and

    (iv) at least one female Director be appointed to the NC.

(e) The final decision on the selection of Directors will be based on merit against an objective criterion that complements and expands the skills and experience of the Board as a whole, and after having given due regard to the overall balance and effectiveness of a diverse Board.

(f) The NC will annually discuss and agree on the relevant measurable targets and timelines for promoting and achieving diversity on the Board and make its recommendations with accompanying plans and timelines for approval by the Board. The targets may involve at any given time, one or more aspects of Board diversity with different timelines for achievement.

(g) The NC will assist the Board to ensure that the Board Diversity Policy is implemented in an effective and practical manner and will report to the Board annually on the progress made towards achieving the targets set for promoting diversity.

In view of the Group's key operating segments in property development, property holding and property financing, the NC and the Board are of the view that the current composition of the Board encompasses a good balance and diversity of skills, experience, knowledge and competencies that are critical, particularly with regard to property financing and financial instruments, the hospitality industry, commercial leasing, as well as residential and commercial property industries, in providing strategic leadership to and oversight of the Group. The NC and Board further noted that female representation on the Board stands at 33.3%, which exceeds the target of 25% of female representation by 2025 set by the Council for Board Diversity. Further, two-thirds of the ARC is currently represented by female Directors and each of the NC and the RC remains represented by one female Director. The Chairperson of one out of the three Board committees, the ARC, is female.

The NC and the Board believe the Board composition of six Directors of whom half are Independent Directors and two are female Directors, is optimal. The Board will also continue to consider diversity in relation to any future changes to the composition of the Board, taking into account the Board Diversity Policy.

Chairman 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.

The Chairman and the Group CEO

The roles and responsibilities of the Chairman and the Group CEO are held by separate individuals, in keeping with the principle that there be a clear division of responsibilities between the leadership of the Board and Management and that no one individual has unfettered powers of decisions-making. The Chairman leads the Board and is responsible for ensuring the effectiveness of the Board while the Group CEO is responsible for implementing the Group's strategies and policies, and for management, operations and growth of the Group's businesses.

The separation of the roles of the Chairman and the Group CEO and the resulting clarity of roles provide a healthy professional relationship between the Board and Management, and facilitate robust deliberations on the Group's business activities and the exchange of ideas and views to help shape the strategic process.

The Non-Executive Chairman is Mr Ho Han Leong Calvin and the Group CEO is Mr Neo Teck Pheng. They do not share any family ties.

Role of Chairman

The Chairman provides leadership to the Board and facilitates the conditions for overall effectiveness of the Board, Board committees and individual Directors. He leads all the Board meetings and ensures that meetings are held on a timely basis to deliberate or approve matters which require the Board's attention. He is also responsible for promoting and maintaining high standards of corporate governance, ensuring effective communication with shareholders and facilitating effective contribution from the Non-Executive Directors.

The Chairman provides clear oversight, advice and guidance to the Group CEO and Management on the strategy and growth of the Group's businesses. The Chairman also provides support and advice to, and acts as a sounding board for, the Group CEO, while respecting executive responsibility.

Role of the Lead Independent Director

As the Chairman is not an Independent Director, the Board appointed Mr Wee Guan Oei Desmond as the Lead Independent Director. The Lead Independent Director is appointed by the Board to serve in a lead capacity to coordinate the activities of the Non-Executive Directors in circumstances where it would be inappropriate for the Chairman to serve in such capacity. He also assists the Chairman and the Board to ensure effective corporate governance in managing the affairs of the Board and the Company.

The role of the Lead Independent Director includes meeting with the Independent Directors at least annually. He provides feedback on the meeting(s) to the Board and/or the Chairman as appropriate. He will also be available to shareholders if they have concerns relating to matters that contact through the normal channels of communication with the Chairman, Group CEO or Group CFO are inappropriate or inadequate. No query or request on any matter which requires the Lead Independent Director's attention was received from shareholders in FY2024.

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.

The NC establishes and reviews the profile required of Board members and makes recommendations to the Board on the appointment and re-nomination of Directors. Details on the composition and scope of duties and responsibilities of the NC are set out in the section titled "Nominating Committee" on pages 73 to 74.

The evaluation of the appointment and re-nomination of a Director takes into consideration, among others, the composition and progressive renewal of the Board, the factors described in the Board Diversity Policy and each Director's independent status, competencies, commitment, contribution and performance.

Selection of New Directors

The Company has in place a process for selecting and appointing new Directors. This process includes, among others, an evaluation of the candidate's capabilities by taking into consideration diversity of skills, experience, background, gender, age and other relevant factors and how the candidate fits into the overall desired competency matrix of the Board.

The NC identifies the Company's needs and prepares a shortlist of candidates with the appropriate profile for nomination. The NC may have recourse to both internal sources (for example, recommendations by Directors and Management) as well as external sources (for example, search consultants) to draw up the shortlist. Short-listed candidates will be required to furnish their curriculum vitae stating in detail their qualification, working experience and employment history to enable the NC to assess the candidate's independence status and compliance with the Company's established internal guidelines. The NC will take an active role in screening and interviewing short-listed candidates before assessing the candidate's suitability and recommending him or her for nomination to the Board. To satisfy itself of the candidate's suitability to be appointed as a Director, the NC will perform a stringent due diligence on the candidate which extends to whether he or she has fully discharged his or her duties and obligations during his or her previous directorship of any listed company, has previously served on the board of any company with an adverse track record or a history of irregularities, has been under investigation by any professional association or regulatory authority, or has resigned from the board of any such company for any reason that may cast doubt on his or her ability to act as a Director.

In FY2024, the NC continued its search for potential candidates who could be appointed as Directors. The NC considered various candidates recommended by other Board members and their networking contacts. No search consultant was appointed. Diversity was one of the key considerations in the Board renewal process to ensure that the Board is appropriately balanced to support the long-term success of the Group. Other key considerations included (a) whether the skillsets of the candidates would replace the skillsets of the long-serving Directors, and/or would supplement the collective skillsets of the Directors and bring different perspectives to the Board; (b) the independence status of the candidate; and (c) whether the candidate would be able to commit sufficient time to fulfil the duties of a Director.

Re-nomination of Directors

The Articles of Association of the Company requires each Director to retire at least once every three years and subject himself or herself to re-election by shareholders. In addition, any Director appointed by the Board shall retire at the next AGM and shall then be eligible for re-election at that meeting.

The Group CEO, as an Executive Director, is subject to the same retirement by rotation, resignation and removal provisions as the other Directors, and such provisions will not be subject to any contractual terms that may have been entered into with the Company. His role as Group CEO is separate from his position as a Board member, and does not affect the ability of shareholders to exercise their right to select all Board members.

With regard to the re-election of existing Directors each year, the NC advises the Board of those Directors who are retiring or due for consideration to retire in accordance with the Company's Articles of Association, and makes recommendations to the Board as to whether the Board should support the re-election of a Director who is retiring. In making its recommendations, the NC will undertake a review of the retiring Director's performance and contribution during the period in which he or she was a member of the Board. The NC takes factors such as attendance, preparedness, participation and candour into consideration when evaluating the past performance and contribution of a Director when making its recommendations to the Board. Each member of the NC will abstain from deliberations on his or her own re-election.

Under Article 86 of the Company's Articles of Association, Mr Kingston Kwek Eik Huih will be retiring by rotation and standing for re-election at the 2025 AGM. The Board has considered the recommendation and assessment of Mr Kingston Kwek Eik Huih's qualifications, experience, performance and contribution, as well as the overall size, composition and diversity of skillsets of the Board, and is satisfied that Mr Kingston Kwek Eik Huih will continue to contribute to the Board and to the combination of knowledge, skills, experience and diversity required on the Board in order to serve the needs and plans of the Group. Additional information on Mr Kingston Kwek Eik Huih as prescribed in Appendix 7.4.1 of the Listing Manual may be found on pages 211 to 214 of this Annual Report.

Directors' Time Commitment

In view of the responsibilities of a Director, the Board is cognisant of the need for Directors to be able to devote sufficient time and attention to adequately perform their roles. However, the Board has not imposed any limit on the number of listed company directorships that an individual may hold as it is of the view that this should be considered on a case-by-case basis as a person's available time and attention may be affected by different factors, such as whether he or she is in full-time employment and the nature of his or her other responsibilities. The Company also does not wish to omit from consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as new members of the Board. While having a limit on the number of listed company directorships may be considered by some other companies to be suitable for their circumstances, at present, the Company considers that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's contribution and devotion of appropriate time and attention to the Company.

A Director with multiple directorships is expected to ensure that he or she can devote sufficient time and attention to the affairs of the Company. The Directors are also required to consult the Chairman and the NC Chairperson before accepting new appointments as directors or full-time executives. The Directors must also immediately report any changes in their external appointments, including any corporate developments relating to their external appointments, which may affect their independence.

The NC conducts a review of the commitments of each Director on an annual basis and as and when there is a change of circumstances involving a Director. All Directors are required to confirm on an annual basis, and for FY2024, have confirmed that they were able to devote sufficient time and attention to their duties as Directors. For FY2024, having regard to each Director's attendance record for Board meetings and, where applicable, Board committee meetings, and his or her ability to contribute effectively thereat, the NC is of the view that each Director has devoted sufficient time and attention to the affairs of the Company and has been able to discharge his or her duties as a Director effectively. In FY2024, the Board experienced minimal competing time commitments among its members as Board meetings are planned and scheduled well in advance of the meeting dates. Accordingly, the NC is satisfied that in FY2024, where a Director had other listed company board representations and/or other principal commitments, the Director adequately carried out his or her duties as Director. As at the date of this Annual Report, other than Ms Tan Yee Peng, none of the Directors has other listed company board representations.

The table below shows the directorships and principal commitments of each Director (including past directorships and principal commitments over the preceding three years):

Name of Director	Date of First Appointment	Date of Last Re-election	Past Directorships in other listed companies and principal commitments over the preceding three years	Present Directorships in other listed companies and principal commitments
Mr Ho Han Leong Calvin • Non-Executive Chairman • ARC Member • RC Member	1 October 2007	27 April 2023	–	• Director of Tai Tak Estates Sendirian Berhad ("**Tai Tak**")
Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)[1]	19 May 2014	–	–	• Director of Tai Tak
Mr Kingston Kwek Eik Huih[2] • Non-Executive Director	5 March 2019	26 April 2022	• Alternate Director of Welland Investments Limited	• Director of Beijing Fortune Hotel Co., Ltd. • Governor of Hong Leong Foundation • Advisory board member of Asian Civilisations Museum
Mr Neo Teck Pheng • Group CEO and Executive Director • NC Member	1 October 2007	27 April 2023	–	–
Mr Wee Guan Oei Desmond • Lead Independent Director • NC Chairman • RC Chairman	6 February 2017	27 April 2023	• Non-Executive Chairman, Independent Director and Audit Committee Member of Popular Holdings Limited	• Partner, Head of Corporate Commercial Practice Group and Co-Head of Employment Practice Group of Rajah & Tann Singapore LLP • Non-Executive Director of Spartans Rugby Singapore Limited

Name of Director	Date of First Appointment	Date of Last Re-election	Past Directorships in other listed companies and principal commitments over the preceding three years	Present Directorships in other listed companies and principal commitments
Ms Tan Yee Peng • Independent Director • ARC Chairperson • NC Member	15 March 2023	27 April 2023	• Lead Independent Director, Audit and Risk Committee Chairperson, Nominating Committee Member and Remuneration Committee Member of Dutech Holdings Limited • Council Member of Ministry of Health, Agency for Care Effectiveness • Independent Director and Audit Committee Chairperson and Compensation Committee Member of TDCX Inc., previously listed on the New York Stock Exchange	• Member of Vanguard Healthcare Medifund Committee • Director of Vanguard Health Fund Limited • Director of 1FSS Private Limited • Director of Dutech Holdings Pte Ltd • Chief Executive Officer and Executive Director of Hercules Pte Ltd • Audit and Risk Committee Member of MOH Holdings Pte Ltd • Director and Audit and Risk Committee Chairperson of Singapore Aerospace Manufacturing Pte Ltd • Director and Audit Committee Chairperson of Ren Ci Hospital • Director and Treasurer of TTSH Community Fund • Director of Tri Star Security Pte Ltd • Independent Director, Audit and Risk Committee Chairperson, Nominating Committee Member and Remuneration Committee Member of Oiltek International Limited, listed on SGX • Director and Audit and Risk Committee member of Accuron Technologies Limited • Director of Hupsteel Pte Ltd • Director of Hup Seng Huat Land Pte Ltd • Director of Hoe Seng Huat Pte Ltd

Name of Director	Date of First Appointment	Date of Last Re-election	Past Directorships in other listed companies and principal commitments over the preceding three years	Present Directorships in other listed companies and principal commitments
				• Director of Sheares Healthcare International Holdings Pte Ltd • Director of Sheares Healthcare China Holdings Pte Ltd • Director of Sheares Healthcare Group Pte Ltd • Director of Corporate Monitor Limited
Ms Low Beng Lan • Independent Director • ARC Member • RC Member	15 March 2024	25 April 2024	–	–

Notes:

1. An alternate Director bears all the duties and responsibilities of a Director.
2. Mr Kingston Kwek Eik Huih is the son of Mr Kwek Leng Beng, the Executive Chairman of CDL and brother of Mr Sherman Kwek, the Group CEO and Executive Director of CDL.

Succession Planning

The Board believes in carrying out succession planning for itself to ensure continuity of leadership. Board renewal is a continual process and in this regard, the NC reviews annually the composition of the Board and Board committees and recommends to the Board, among other things, the selection and appointment of new Directors, whether in addition to the existing Board members or as replacement of retiring Board members, with a view to maintaining an optimal Board composition bearing in mind the Group's strategic priorities and the factors affecting the long-term success of the Group, and by considering the trends affecting the Group, reviewing the skills needed and identifying any gaps (which includes considering whether there is an appropriate level of diversity of thought). The NC would use these considerations in setting the appointment criteria for successors. The Board would be able to function smoothly notwithstanding any resignation or retirement of any Director given the present number of members and mix of competencies on the Board.

Please refer to the sections titled "Board Diversity" on pages 75 to 78 and "Selection of New Directors" on page 79 for further information. With regard to succession planning for key management personnel, please refer to the section titled "Nominating Committee" on pages 73 to 74 for further information.

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.

While Board performance is ultimately reflected in the long-term performance of the Group, the Board believes that engaging in a regular process of assessment and evaluation of Board performance in order to identify key strengths and areas for improvement is essential to effective stewardship and to attaining success for the Company.

Board and Board Committee Evaluation Process

Each year, the NC undertakes a formal annual process to assess the effectiveness of the Board as a whole and the Board committees.

The NC uses objective and appropriate criteria to assess the performance of the Board and effectiveness of Board committees. Assessment parameters include evaluation of Board structure, conduct of meetings, corporate strategy, corporate planning, risk management, internal controls, measuring and monitoring performance, compensation, financial reporting and communication with shareholders.

As part of the process, each Director is required to complete an appraisal form with the above assessment parameters. The completed appraisal forms are collated by the company secretary who then presents the results to the NC Chairperson who in turn presents a report to the NC and the Board. The feedback, comments and recommendations by the Directors are reviewed and discussed constructively by the NC and the Board to identify areas for improvement and follow up action to be taken by the Board and Management.

The NC is satisfied that for FY2024, the Board and the Board committees were effective in the conduct of their respective duties. The results of the NC’s assessment were communicated to and accepted by the Board. No external facilitator was used in FY2024.

Individual Director Evaluation Process

The Company has in place a formal process to evaluate the performance of individual Directors.

As part of the process, each Director (including the Chairman) is requested to complete a self-evaluation form. Performance criteria include factors such as the Director’s attendance, preparedness, candour, participation and contribution at Board meetings, industry and business knowledge, commitment and dedication. The completed self-evaluation forms are collated by the company secretary who then presents the results to the NC, which assesses the performance of the individual Directors, and will discuss with each individual Director if necessary. Each member of the NC will recuse himself or herself from the NC’s deliberations on his or her own performance.

The performance of individual Directors is taken into account in their re-appointment or re-election. Specific needs which arise from time to time are taken into account in any appointment of new Directors.

The NC is satisfied that for FY2024, each Director contributed to the effectiveness of the Board and, if applicable, Board committee(s). The results of the NC’s assessment were communicated to and accepted by the Board. No external facilitator was used in FY2024.

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.

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.

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.

The Board established the RC to oversee the remuneration of the Board and Management. In carrying out this role, the RC also aims to set the appropriate remuneration framework and policies to deliver annual and long-term performance of the Group. Details on the composition and scope of duties and responsibilities of the RC are set out in the section titled "Remuneration Committee" on pages 72 to 73.

The broad principles that guide the RC in its administration of fees, benefits, remuneration and incentives for the Board and Management are set out below.

Remuneration of Non-Executive Directors

The Group CEO is an Executive Director and is therefore remunerated as part of Management. He does not intend to receive Director's fees for himself as evidenced by his renunciation at the RC meeting, and hence there is no resolution passed by the Board to approve any Director's fees for him.

The RC recommends the Non-Executive Directors' fees for the Board's endorsement and approval by shareholders. The Company seeks shareholders' approval at the AGM so that Directors' fees can be paid on a quarterly basis in arrears. No Director decides his or her own fees.

The remuneration packages of Non-Executive Directors comprise base Directors' fees and additional fees for services rendered on the various Board committees (depending on whether he/she served in the capacity as the Chairperson or as a member of the relevant Board committee). Non-Executive Directors who cease to be a Director during any part of the financial year are paid pro-rated fees for the term of their office. No attendance fees for Board or Board committee meetings or travel allowance are payable to Non-Executive Directors. In reviewing the structure and level of such fees, the RC takes into consideration factors such as the roles and responsibilities of, and effort and time spent by, the Directors, changes in the business, corporate governance practices and regulatory rules, and the interval since the last fee review. The RC also compares the Company's fee framework against industry practices.

The Company established the First Sponsor Employee Share Option Scheme on 19 May 2014, which had since expired on 18 May 2024. No options were granted under the scheme as at the date of its expiry. Details of the First Sponsor Employee Share Option Scheme can be found in the Directors' Statement on page 105 of this Annual Report. The First Sponsor Employee Share Option Scheme allowed for participation by Non-Executive Directors.

FY2024

The RC recommended and the Board approved that the scale of fees under the framework for the Non-Executive Directors' fees for FY2024 remain the same as the previous financial year. Accordingly, the scale of fees for FY2024 is as set out below:

Base Directors' Fee	FY2023 scale of Directors' fees	FY2024 scale of Directors' fees
Board Chairman	S$52,500 per annum[1]	S$52,500 per annum[1]
Director	S$52,500 per annum	S$52,500 per annum
Fee for appointment to ARC		
Committee Chairperson	S$60,500 per annum	S$60,500 per annum
Committee Member	S$36,500 per annum	S$36,500 per annum
Fee for appointment to RC		
Committee Chairman	S$19,000 per annum	S$19,000 per annum
Committee Member	S$13,000 per annum	S$13,000 per annum
Fee for appointment to NC		
Committee Chairman	S$19,000 per annum	S$19,000 per annum
Committee Member	S$13,000 per annum	S$13,000 per annum

Note:

1. Mr Ho Han Leong Calvin and Mr Ho Han Khoon Alvin elected not to receive Directors' fees.

No remuneration consultant was appointed in FY2024.

The aggregate Directors' fees paid/payable to Non-Executive Directors for FY2024 was S$393,438, details of which are set out in the table below:

Name of Director	Directors' Fees (S$)
Mr Ho Han Leong Calvin[1]	–
Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)	–
Mr Kingston Kwek Eik Huih	52,500
Ms Ting Ping Ee Joan Maria[2]	38,123
Mr Yee Chia Hsing[3]	20,637
Mr Wee Guan Oei Desmond[4]	84,514
Ms Tan Yee Peng[5]	121,904
Ms Low Beng Lan[6]	75,760
Total	**393,438**

Notes:

1. Mr Ho Han Leong Calvin and Mr Ho Han Khoon Alvin elected not to receive Directors' fees.
2. In addition to the base Directors' fee, Ms Ting Ping Ee Joan Maria received additional fees as the NC Chairperson and a member of the ARC and the RC, pro-rated up to 25 April 2024.
3. In addition to the base Directors' fee, Mr Yee Chia Hsing received an additional fee as a member of the NC, pro-rated up to 25 April 2024.
4. In addition to the base Directors' fee, Mr Wee Guan Oei, Desmond is entitled to receive an additional fee as the RC Chairman and an additional fee as NC Chairman from 25 April 2024 to 31 December 2024.
5. In addition to the base Directors' fee, Ms Tan Yee Peng is entitled to receive an additional fee as the ARC Chairperson and an additional fee as a member of the NC from 25 April 2024 to 31 December 2024.
6. In addition to the base Directors' fee, Ms Low Beng Lan is entitled to receive additional fees as a member of the ARC and the NC from 25 April 2024 to 31 December 2024.

The reduction of S$19,562 in Directors' fees from S$413,000 in FY2023 to S$393,438 in FY2024 was due to the effect of the retirement of Ms Ting Ping Ee Joan Maria and Mr Yee Chia Hsing as Independent Directors on 25 April 2024, and the pro-rated Directors' fees payable to an additional Independent Director, Ms Low Beng Lan, who was appointed on 15 March 2024. The payment of the Directors' fees of S$393,438 was approved by shareholders as a lump sum at the 2024 AGM.

None of the Directors received any fee or remuneration from the Company's subsidiaries.

FY2025

For FY2025, it is proposed that aggregate fees of S$371,000 be paid to the Non-Executive Directors. The scale of fees under the framework for the Non-Executive Directors' fees for FY2025 is the same as that for FY2024. No remuneration consultant was appointed in determining the fees for FY2025. The decrease of S$22,438 in Directors' fees from S$393,438 in FY2024 to S$371,000 in FY2025 is due to the reduced Board size of 6 Directors, and the full year of Directors' fees payable to Ms Low Beng Lan, who was appointed on 15 March 2024.

Details of the proposed Directors' fees to be paid to Non-Executive Directors for FY2025 are set out in the table below:

Name of Director	Directors' Fees (S$)
Mr Ho Han Leong Calvin[1]	–
Mr Ho Han Khoon Alvin (Alternate Director to Mr Ho Han Leong Calvin)	–
Mr Kingston Kwek Eik Huih	52,500
Mr Wee Guan Oei Desmond[2]	90,500
Ms Tan Yee Peng[3]	126,000
Ms Low Beng Lan[4]	102,000
Total	**371,000**

Notes:

1. Mr Ho Han Leong Calvin and Mr Ho Han Khoon Alvin elected not to receive Directors' fees.
2. In addition to the base Directors' fee, Mr Wee Guan Oei Desmond will receive additional fees as the RC Chairman and NC Chairman.
3. In addition to the base Directors' fee, Ms Tan Yee Peng will receive additional fees as the ARC Chairperson and member of the NC.
4. In addition to the pro-rated base Directors' fee, Ms Low Beng Lan will receive additional fees as a member of the ARC and RC.

The proposed Directors' fees of S$371,000 are subject to shareholders' approval as a lump sum at the 2025 AGM.

No fee or remuneration is payable by the Company's subsidiaries to any of the Directors.

Remuneration of Management

In reviewing the remuneration packages of the Group CEO and key management personnel, the RC considers the level of remuneration based on the Company's remuneration policy which comprises the following distinct objectives:

(a) to ensure that the remuneration packages are competitive in attracting and retaining employees capable of meeting the Company's needs;
(b) to reward employees for achieving corporate performance targets in a fair and equitable way; and
(c) to ensure that the remuneration reflects the employees' duties and responsibilities.

Link to Corporate and Individual Performance

Remuneration for the Group CEO and key management personnel comprises fixed and variable components. The level and mix of the variable component are structured to ensure that the total remuneration for the Group CEO and key management personnel is strongly aligned to the financial performance and returns delivered to shareholders.

Fixed components comprise base salary and, where applicable, fixed allowances and other benefits-in-kind determined by the Company's human resource policies. The base salary is determined based on the responsibilities, experience and competencies that the individual brings to the role, individual performance and market competitiveness. This is approved by the Board based on the RC's recommendation and reviewed annually. Fixed allowances and other benefits-in-kind provided are in line with local market practices and legislative requirements, and are not directly linked to performance.

The variable component comprises the annual variable bonus. The annual variable bonus is intended to recognise the performance and contribution of the individual, while driving the achievement of key business results for the Company and enhancement of shareholder value.

For FY2024, the RC reviewed and is satisfied that, where applicable, adjustments made to the salaries as well as the variable bonuses granted to the Group CEO and key management personnel were reflective of their performance and the contribution made by them.

The RC recognises that long-term incentives reinforce the delivery of long-term growth and shareholder value to drive an ownership culture and retain key talent. The RC will consider granting long-term incentives as a performance-related component to the Group CEO and key management personnel at the appropriate time. This may include the grant of employee share options and awards under any proposed share option scheme or performance share plans that may be approved by shareholders in the future. The RC will also consider the implementation of contractual provisions to reclaim long-term incentives from the Group CEO and key management personnel in the event of exceptional circumstances of misstatement of financial results or of misconduct resulting in financial or other losses to the Company, only after the introduction of long-term incentives.

Remuneration of Group CEO

Details of the remuneration of the Group CEO and Executive Director for FY2024 are set out below:

Group CEO and Executive Director	Salary[1] (S$)	Variable Bonus[2] (S$)	Benefits[3] (S$)	Total (S$)
Mr Neo Teck Pheng	794,007	2,800,000	13,953	3,607,960
% of total remuneration	22.0%	77.6%	0.4%	100.0%

Notes:

1. Salary refers to base salary, allowances and employer's central provident fund contributions.
2. Variable bonus includes employer's central provident fund contributions.
3. Benefits refer to car benefits.

Mr Neo Teck Pheng did not receive any fee or remuneration from the Company's subsidiaries.

Mr Neo Teck Pheng was appointed as a member of the Supervisory Board of NSI N.V. ("**NSI**"), an associated company of the Group that is a public company under the laws of the Netherlands and admitted to listing and trading on Euronext Amsterdam, with effect from 30 September 2024. Nr Neo has elected not to receive any director's fees with regard to his appointment.

Remuneration of Other Key Management Personnel

The top six key management personnel (excluding the Group CEO) in FY2024 are:

(a) Ms Lee Sau Hun, Group CFO;

(b) Mr Shu Zhen, CEO (Guangdong Operations);

(c) Mr Wang Gongyi, CEO (Chengdu Operations);

(d) Ms Zhang Jing, CEO (Shanghai Operations);

(e) Mr Alex Barentsen, CEO (European Hotel Operations and Finance); and

(f) Mr Frans van Toor, CEO (European Office and Residential Operations).

The aggregate remuneration paid/payable in respect of FY2024 to the abovementioned top six key management personnel was S$3.1 million.

As set out above, the Company continues to identify its key management personnel and provided disclosure of the aggregate remuneration paid to the above mentioned top six key management personnel for FY2024. The Company however maintains its view that it is not in its interest to disclose the remuneration of each of its key management personnel in bands no wider than S$250,000 as recommended under Provision 8.1 of the Code. Having considered the highly competitive human resource environment for personnel with the requisite knowledge, expertise and experience in the Group's business activities, such disclosure of specific remuneration information may give rise to recruitment and talent retention issues. There would be negative impact to the Group if members of the experienced and qualified senior management team are poached, which may affect the ability to both nurture a sustainable talent pool and ensure the smooth continuity in leadership needed for the achievement of the strategic objectives of the Group. The Company believes that shareholders' interest will not be prejudiced as a result of such non-disclosure of the remuneration for each of the Group's key management personnel, and with the Company's disclosure on the aggregate remuneration of the identified top six key management personnel, shareholders are provided an insight into the level of remuneration paid to the identified top six key management personnel.

For FY2024, there were no termination, retirement or post-employment benefits granted to the Directors, the Group CEO and key management personnel.

Other than the Group CEO who is a controlling shareholder of the Company, there was no employee of the Group who is a substantial shareholder of the Company, or an immediate family member of a Director, the Group CEO or a substantial shareholder of the Company, and whose remuneration exceeded S$100,000 during FY2024.

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 interests of the company and its shareholders.

The Board has overall responsibility for the governance of risk, including the determination of the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The ARC assists the Board in carrying out the Board's responsibility of overseeing the Group's risk management and internal controls. Having considered the Group's business and operations, as well as its existing risk management and internal controls systems, the Board is of the view that, currently, a separate Risk Committee is not required.

The Group has in place a risk management framework which identifies the key risks within the Group's business, along with mitigating measures. The categories of risks identified in the risk management framework include strategic, operational, financial and treasury, IT and compliance risks. The risk management framework is reviewed on an ongoing basis.

The identification and day-to-day management of risks rest with Management. Management is responsible for the effective implementation of risk management strategy, policies and processes to facilitate the achievement of business objectives within the risk tolerance established by the Board. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. The systems of risk management and internal controls are reviewed by Management regularly in order to ensure that sufficient checks and balances exist within the system to safeguard the Company's assets, and ensure maintenance of proper accounting records and compliance with relevant legislation and best practices. The Board reviews and approves the processes for managing risks recommended by Management.

The risk management and internal controls systems are reviewed at least annually by Management, the ARC and the Board. The Group's external auditors highlight any material internal control weaknesses that come to their attention in the course of their audit. Please refer to the section titled "External Auditors" on page 91 for further information on the appointment of external auditors. The Group's internal auditors, PricewaterhouseCoopers LLP ("**PwC**"), reviews the Group's internal controls and reports directly to the ARC. Please refer to the section titled "Internal Audit" on pages 91 to 92 for further information on the internal audit function carried out by PwC. All audit findings and recommendations made by the external auditors and PwC are reported to and discussed with the ARC during its meetings. This gives the ARC the opportunity to comment on the effectiveness and adequacy of internal controls and to submit its findings to the Board so as to reassure the Board that sufficient checks have been put in place and enable the Board to comment on the adequacy and effectiveness of the internal controls.

Assurance from Key Management Personnel

The Board received assurance from the Group CEO and the Group CFO that:

(a) the financial records have been properly maintained and the financial statements for FY2024 give a true and fair view of the Company's operations and finances; and

(b) the systems of risk management and internal controls within the Group are adequate and effective to address the risks (including financial, operational, compliance and IT risks) which Management considers to be relevant and material in the context of the current scope of the Group's business operations as at 31 December 2024.

Based on its assessment of the work performed by PwC and the external auditors as well as the assurance from the Group CEO and Group CFO, the Board, with the concurrence of ARC, is of the opinion that the systems of risk management and internal controls within the Group are adequate and effective to address the risks (including financial, operational, compliance and IT risks) which the Group considers to be relevant and material in the context of the current scope of the Group's business operations as at 31 December 2024. During FY2024, no material weakness was identified in the Group's risk management or internal controls systems.

While the Board notes that the systems of risk management and internal controls established by Management provide reasonable assurance that the Group, as it strives to achieve its business objective, will not be significantly affected by any event that can be reasonably foreseen or anticipated, the Board acknowledges that no system of risk management and internal controls can provide absolute assurance in this regard, or absolute assurance against the occurrence of human and system errors, poor judgement in decision-making, losses, fraud or other irregularities. The Board, together with the ARC and Management, will continue to enhance and improve the existing risk management and internal controls frameworks to identify and mitigate these risks.

In FY2024, Management provided assurance to the Board on the integrity of the half year unaudited financial results and the Board in turn provided a negative assurance confirmation in respect of such results to shareholders as required by Rule 705(5) of the Listing Manual.

Audit Committee

Principle 10 : The Board has an audit committee which discharges its duties objectively.

Details on the composition and scope of duties and responsibilities of the ARC are set out in the section titled "Audit and Risk Committee" on pages 68 to 71.

External Auditors

The Board is responsible for the initial appointment of the external auditors. Shareholders then approve the appointment at the Company's AGM. The external auditors hold office until their removal or resignation. The ARC assesses the external auditors based on factors such as the performance and quality of their audit and the independence and objectivity of the external auditors, and recommends their appointment to the Board. Pursuant to the requirements of SGX, an audit partner may only be in charge of a maximum of five consecutive annual audits and may then return after two years. The Company has complied with Rules 712 and 715 of the Listing Manual in relation to the appointment of its external auditors.

The ARC reviewed the non-audit services provided by the external auditors, Ernst & Young LLP ("**EY**") (including other member firms of EY International), during FY2024 and the fees paid for such services. The ARC is satisfied that the independence and objectivity of EY were not affected by the provision of those services. EY also provided confirmation of its independence to the ARC. The total fees paid/payable to EY (including other member firms of EY International) for FY2024 are disclosed in the table below:

External Auditor Fees for FY2024	Total Audit Fees	Total Non-Audit Fees	Total Fees Paid/Payable
S$'000	646.1	48.0	694.1
% of total audit fees		7.4%	

At the recommendation of the ARC and as approved by the Board, the re-appointment of EY as the external auditors is subject to shareholders' approval at the 2025 AGM.

As part of the external audit of the FSNL Hotels Group B.V. ("**FSNL Hotels Group**") in FY2024 by its auditors, BDO Audit & Assurance B.V. ("**BDO**"), BDO also conducted a general controls review of the FSNL Hotel Group's key IT processes, by examining three specific hotel IT applications, namely the property management system, the revenue management system and the F&B point of sale system, as operated by the external management company (the "**BDO Review**"). BDO's management letter subsequent to the completion of the BDO Review was submitted to the ARC in February 2025, and the Group is working with the management company to implement the recommendations set out therein.

Internal Audit

The ARC's responsibilities over the Group's risk management and internal controls are complemented by the work of the internal audit.

The Company has in past years outsourced its internal audit function to PwC. At the recommendation of the ARC, the Board approved the re-engagement of PwC as the internal auditors of the Group for FY2024. In FY2024 and as in past years, the ARC assessed the adequacy and effectiveness of the internal audit function by reviewing the audit plan submitted by PwC at the start of the year and the quality of its reports during the year. PwC has unfettered access to the ARC, the Board and Management as well as the Group's documents, records, properties and personnel, and has appropriate standing within the Company. PwC's primary line of reporting is to the ARC Chairperson. The ARC has unfettered access to PwC and meets with PwC without the presence of Management at least annually (except as previously disclosed).

The Company's internal audit function is independent of the external audit. PwC is a corporate member of the Institute of Internal Auditors Singapore, and is staffed by professionals with relevant qualifications and experience. The Group's engagement with PwC stipulates that its work shall comply with the PricewaterhouseCoopers Global Internal Audit Services Methodology, which is aligned to the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.

At the beginning of each year, an annual internal audit plan entailing the review of selected functions or business units of the Group is developed and agreed to by the ARC. The audit plan is devised in such a way that all major functions or business units will be audited within an internal-audit cycle. The ARC directs PwC, as and when deemed necessary and important, to focus on certain aspects of an audit to be conducted, as well as to audit any operational or business aspects.

In FY2024, PwC conducted an internal audit review of the Group's Dongguan operations (the "**Dongguan Ops Review**"), covering the Group's joint ventures and investment management companies in Dongguan, as well as vendor assessment and contract management. As at the date of this Annual Report, all recommendations by PwC from the Dongguan Ops Review have been implemented by the Group.

In compliance with Rule 711B(3) of the Listing Manual, PwC also conducted an internal audit review of the sustainability reporting process of the Group ("**SR Process Review**"). The SR Process Review included an assessment of the effectiveness of the controls over sub-processes such as governance structure and application of existing frameworks. As at the date of this Annual Report, all recommendations by PwC have been implemented, except for a recommendation that is expected to be implemented by 30 April 2026, being the due date of the issuance of the FY2025 Sustainability Report.

Having reviewed the audit plans and the concluding reports of PwC in relation to the Dongguan Ops Review and the SR Process Review, the ARC is satisfied that the Company's internal audit function was adequately resourced to perform the work for the Group.

For FY2024, the ARC reviewed the adequacy of the internal audit function to ensure that the internal audits were conducted effectively and that Management provided the necessary cooperation to enable PwC to perform its internal audit function. After reviewing the PwC reports and remedial actions implemented by Management, the ARC is satisfied that the internal audit function was 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.

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.

MANAGING STAKEHOLDERS 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.

Shareholder Rights

The Company is fully committed to treating all shareholders fairly and equitably. All shareholders enjoy specific rights under the Company's Articles of Association and the relevant laws and regulations. The Company ensures that all material information is disclosed on a comprehensive, accurate and timely basis via SGXNet, and where appropriate, also posted on the Company's corporate website at www.1st-sponsor.com.sg.

The Company recognises that the release of timely, regular and relevant information regarding the Group's performance, progress and prospects aids shareholders in their investment decisions.

Shareholders are entitled to attend general meetings and are accorded the opportunity to participate effectively in and vote at general meetings (including through the appointment of up to two proxies, if they are unable to attend in person or in the case of a corporate shareholder, through its appointed representative). A shareholder who is a relevant intermediary (as defined in the Companies Act 1967) may appoint more than two proxies each. This enables indirect investors to be appointed as proxies to participate at general meetings. Shareholders are also informed of the rules, including the voting procedures, that govern the general meetings.

Conduct of General Meetings

Shareholders are informed of general meetings through notices sent to all shareholders. All shareholders of the Company will typically receive the notice of AGM, proxy form and request form to request for hard copies of the Annual Report, at least 21 days in advance. Shareholders may download the Annual Report and notice of AGM from the Company's corporate website. The notice of AGM is also advertised in either The Straits Times or The Business Times for the benefit of shareholders.

The general meeting procedures provide shareholders the opportunity to raise questions relating to each resolution tabled for approval. Opportunities are given to shareholders to participate, engage and openly communicate their views on matters relating to the Company to the Directors.

Shareholders or their appointed proxies are given the opportunity to vote at general meetings. The Company has been conducting electronic poll voting for all resolutions passed at general meetings for greater transparency in the voting process. An independent scrutineer is also appointed for the electronic poll voting process. Prior to the commencement of the general meeting, the independent scrutineer would review the proxies and the proxy process. A proxy verification process agreed upon with the scrutineer is also in place. Votes cast for or against and the respective percentages on each resolution are tallied and displayed 'live' on-screen to shareholders immediately at the general meetings. The outcome of the general meeting (including total numbers of votes cast for or against the resolutions and the respective percentages) is also promptly announced on SGXNET after the general meetings. Each share is entitled to one vote. Provision has been made under Article 60 of the Company's Articles of Association allowing for shareholders to vote in absentia. Examples of absentia voting are voting via telephone or electronic means at general meetings. The Company has not previously implemented voting in absentia by telephone or electronic means due to concerns relating to the authentication of shareholder identity and other related security and integrity issues.

All Directors (including the chairpersons of the respective Board committees) and Management are in attendance at general meetings to address any queries that shareholders may have. The external auditors attend the AGMs to assist the Directors in answering any queries relating to the conduct of the audit and the preparation and content of the auditors' report. The Directors and Management also interact with shareholders after general meetings.

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings. "Bundling" of resolutions will be avoided unless the resolutions are interdependent and linked so as to form one significant proposal. Where resolutions are "bundled", the Company will explain the reasons and material implications in the notice of meeting. Detailed information on each resolution in the notice of AGM is in the explanatory notes to the notice of AGM in the Annual Report.

The company secretary prepares minutes of the general meetings, which capture the essence of the comments or queries from meeting attendees and responses from the Board and Management. These minutes are available on the Company's corporate website.

2024 AGM

The 2024 AGM was held in a wholly physical format and there was no option for shareholders to participate virtually. Shareholders were able to participate in the 2024 AGM by (a) attending the 2024 AGM in person; (b) submitting questions to the Chairman of the meeting in advance of, or live at, the 2024 AGM; and (c) voting at the 2024 AGM themselves or through duly appointed proxy(ies). All Directors (including the Group CEO who is also a Director) attended the 2024 AGM, except Mr Yee Chia Hsing who retired as a Director at the close of the 2024 AGM. A record of the Directors' attendance at the 2024 AGM can be found in the section titled "Attendance Record of Meetings of Shareholders, Board and Board Committees in FY2024" on pages 65 to 66.

2025 AGM

Pursuant to the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023, as read with Listing Rule 730A of the SGX-ST Listing Manual and recent practice guidance amendment by the SGX-ST on the conduct of general meetings on or after 1 July 2023, listed companies are required to hold their general meetings either at a physical location in Singapore, or at a physical location in Singapore and using virtual meeting technology. The 2025 AGM will be held in a wholly physical format and there will be no option for shareholders to participate virtually. Shareholders may participate in the 2025 AGM by (a) attending the 2025 AGM in person; (b) submitting questions to the Chairman of the meeting in advance of, or live at, the 2025 AGM; and (c) voting at the 2025 AGM themselves or through duly appointed proxy(ies).

Disclosure of Information on a Timely Basis

To facilitate the exercise of shareholders' rights, the Company ensures that all material information relating to the Company and its financial performance is disclosed in an accurate and timely manner via SGXNET.

The Company adopts half-yearly announcements of its financial results. In accordance with the Listing Manual, the Company reports its financial results for the first half of the financial year, within the prescribed forty-five days from the end of the half year, and its financial results for the full financial year, within the prescribed sixty days from the end of the financial year. The financial results and all other information (including a presentation pack highlighting key developments of the Group) are published through SGXNET, via media releases and on the Company's corporate website, to ensure fair dissemination to shareholders. With respect to the financial performance of the Group for the first and third quarters of each financial year and in line with the recommendation by the Corporate Governance Advisory Committee, the Company provides voluntary business updates to keep shareholders informed on various matters considered useful and relevant to enable shareholders to have a better understanding of the Company's performance in the context of the current business environment. The voluntary business updates include a discussion of the significant factors that affected the Company's interim performance, relevant market trends including the risks and opportunities that may have a material impact on the Company's prospects.

Briefings for analysts and other interested investors will be held immediately after the release of its half year financial results and full year financial results. In FY2024, the Company held briefings for analysts and other interested investors immediately after the release of its FY2023 results and half year financial results. The analysts and investors were invited to attend the briefings face-to-face and were also given the option to attend by way of conference call. The Company does not practise selective disclosure. Price-sensitive or trade-sensitive information is first publicly released through SGXNET, either before the Company meets with any analysts or investors or simultaneously with such meetings.

Dividend Policy

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, financial position, results of operations, capital needs, plans for expansion and other factors which the Board may deem appropriate. The Board will work towards a stable payout with a steady growth when appropriate, subject to the successful implementation of the Group's business strategy and prevailing market conditions. Any payout is clearly communicated to shareholders via an announcement on SGXNET when the Company discloses its financial results.

The Company has been declaring dividends at half-year and final year-end. For FY2024, the Board recommended a final tax exempt (one-tier) dividend of 3.55 Singapore cents per ordinary share for shareholders' approval at the 2025 AGM. If approved, the total dividend for FY2024 would be 4.65 Singapore cents per ordinary share. This is 10.7% higher than the 4.20 Singapore cents per ordinary share paid for FY2023. If approved, the proposed dividend shall be paid on 19 May 2025. The Company will continue to aim for a stable payout with a steady growth when appropriate, subject to the successful implementation of the Group's business strategy and prevailing market conditions.

Corporate Website

The Company adopts transparent, accountable and effective communication practices as a key means to enhance standards of corporate governance. The Company aims to provide clear and continuous disclosure of its corporate governance practices through efficient use of technology. The following information is made available on the Company's corporate website at www.1st-sponsor.com.sg:

(a) Board and Management profiles;

(b) Notices of general meetings, results of general meetings and minutes of general meetings;

(c) Annual Reports;

(d) Letters/Circulars to shareholders;

(e) Company announcements;

(f) Press releases;

(g) Financial results;

(h) Company policies; and

(i) Milestone events.

The latest Annual Report, financial results (including the presentation pack highlighting key developments of the Group) and company announcements are posted on the Company's corporate website following their release to the market, to ensure fair dissemination to shareholders.

Managing Stakeholders Relationships

An investor relations contact is provided on the Company's corporate website, which shareholders can use to voice their concerns or feedback. The Company has in place a formal Investor Relations ("**IR**") Policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. The IR Policy sets out the mechanism through which shareholders may contact the Company with questions and through which the Company may respond to such questions. The IR Policy is available on the Company's corporate website.

The Group will be publishing its standalone FY2024 Sustainability Report ("**SR**") on SGXNET and the Group's corporate website by 30 April 2025 in compliance with Rule 711A of the Listing Manual.

ADDITIONAL INFORMATION

Dealings in Securities

The Group has adopted an internal compliance code which provides guidance to its Directors and officers with regard to dealings in the Company's securities.

Under the internal compliance code, the Directors and officers of the Group are required to refrain from dealing in the Company's securities (a) while in possession of material unpublished price-sensitive or trade-sensitive information, (b) during the two weeks immediately preceding and up to the time of the announcement of the Company's voluntary business updates for the first and third quarters and (c) during the one month immediately preceding and up to the time of the announcement of the Company's financial statements for the half year and full financial year. Prior to the commencement of each relevant period, an email would be sent to all Directors and officers of the Group to inform them of the duration of the period. They are also advised not to deal in the Company's securities on short-term or speculative considerations. Further, the Directors and officers of the Group are prohibited from using any information with respect to other companies or entities obtained in the course of their employment in connection with securities transactions of such companies or entities. There has not been any incidence of non-compliance.

Any dealings by the Directors in securities of the Company are disclosed, in accordance with the requirements of the Securities and Futures Act 2001.

Code of Business Conduct and Ethics, Anti-Corruption Policy & Guidelines and Fraud Policy & Guidelines

The Board and Management are committed to conducting business with integrity and consistent with high standards of business ethics and in compliance with all applicable laws and regulatory requirements. The Company has in place the Code of Business Conduct and Ethics crystallising the Company's business principles and practices with respect to matters which may have ethical implications. The code, which provides a communicable and understandable framework for officers and employees to observe the Company's principles such as honesty, integrity, responsibility and accountability at all levels of the organisation and in the conduct of the Company's business in their relationships with customers, suppliers and amongst employees, have been disseminated to officers and employees of the Group.

The Code of Business Conduct and Ethics provides guidance on issues such as:

(a) conflicts of interest and the appropriate disclosures to be made;

(b) the Company's stance against corruption and bribery;

(c) compliance with applicable laws and regulations including those relating to the protection of the environment and the conservation of energy and natural resources;

(d) compliance with the Company's policies and procedures, including those on internal controls and accounting;

(e) safeguarding and proper use of the Company's assets, confidential information and intellectual property rights, including the respect of the intellectual property rights of third parties; and

(f) competition and fair dealing in the conduct of the Company's business, in its relationships with customers, suppliers, competitors and towards its employees.

In line with the Board's commitment to maintain high ethical standards which are integral to the Group's corporate identity and business, the Company has also put in place the following two corporate policies:

(a) Anti-Corruption Policy & Guidelines which set out the responsibilities of the Group companies and of each employee in observing and upholding the Company's 'zero-tolerance' position against all forms of corruption, bribery and extortion and provide information and guidance to employees on how to recognise, address, resolve, avoid and prevent instances of corruption, bribery and extortion which may arise in the course of their work; and

(b) Fraud Policy & Guidelines which provide guidance on actions which may constitute fraudulent conduct and highlight the importance of the implementation, maintenance and compliance with the internal controls framework of the Group and its policies and procedures.

These policies are available on the Company's corporate website and have also been disseminated to officers and employees of the Group. These policies have been translated into Mandarin for dissemination to employees of the Group in the PRC.

Whistle-Blowing Policy

The Company has put in place a whistle-blowing policy which sets out the procedures for a whistle-blower to make a report to the Company on any misconduct or wrongdoing relating to the Group, its officers and employees, in confidence, whether anonymously or otherwise, without fear of reprisals in any form. Anonymous complaints may be considered, taking into account the severity and credibility of the issues raised and the likelihood of confirmation of the allegation from attributable sources and information provided. The misconduct or wrongdoing that is reportable under the policy includes (a) criminal offences, (b) breaches of laws and regulations, for example fraud, theft, bribery, corruption, insider trading or money laundering, (c) irregularities in financial reporting, accounting or other financial matters, (d) conduct that is in violation of the Company's policies, procedures or guidelines, (e) unauthorised disclosure of confidential information whether within or outside the Group, (f) undeclared conflicts of interest in business dealings, (g) endangerment of the health and safety of an individual and (h) concealment of any of the above. The ARC is responsible for overseeing and monitoring the whistle-blowing.

Reporting Mechanism

A mechanism for the submission of issues and concerns has been established where whistle-blowers will have direct access to the ARC and may report any issue or concern by mail or email to the ARC. Any report involving any member(s) of the ARC may be submitted by email to the Group CEO, who shall refer the report to the remaining member(s) of the ARC.

Investigations

The ARC has the authority to conduct independent investigations into any complaints and to determine the manner in which the complaint should be investigated. To ensure the independence and effectiveness of the investigations of a report, any investigation will be conducted in a timely manner and will be fair and independent from the whistle-blower as well as the persons involved in the complaint. In determining the appropriate approach to each investigation, the ARC may consider, among other things:

(a) whether an internal or external investigator should lead the investigation;

(b) whether the matter should be referred to the external auditors;

(c) whether the matter should be referred to law enforcement agencies or regulatory authorities; and

(d) the nature of any technical, financial or legal advice that may be required to support an investigation.

The ARC will consider the investigation report to determine what, if any, actions are to be taken.

Confidentiality and No Reprisal

The policy is aimed at encouraging the reporting of misconduct or wrongdoing and the Company is committed to ensuring that whistle-blowers will be treated fairly, and protected from reprisals or any other detrimental or unfair treatment. The Company will treat all information received confidentially and protect the identity of all whistle-blowers. The policy sets out:

(a) the steps that the Company will take to protect confidentiality and to protect the whistle-blower against reprisals or any other detrimental or unfair treatment;

(b) the recourse that is available to the whistle-blower if he or she suffers any reprisals or other detrimental or unfair treatment; and

(c) the disciplinary action that may be taken against anyone shown to have subjected a whistle-blower to detrimental or unfair treatment.

The policy is available on the Company's corporate website and has also been disseminated to officers and employees of the Group. This policy has been translated into Mandarin for dissemination to employees of the Group in the PRC.

IPTs

The Company has adopted an internal policy in respect of IPTs. The Directors are required to disclose their interest and any conflict of interest in such transactions, and will accordingly abstain from the deliberation and voting on resolutions relating to these transactions. For each material IPT, key information pertaining to the IPT together with the identification of the relationship of each party is provided to the ARC for review and evaluation. The ARC will review the IPT to ensure that the IPT is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders. In the event that the relevant threshold as stipulated in the Listing Manual is met, the IPT including the interested person(s) and its or their relationship with the Company, will be announced via SGXNET or put to vote by disinterested shareholders at the Company's general meeting as the case may be.

The ARC reviewed IPTs entered into by the Group during FY2024. During FY2024, there were no IPTs with an aggregate value of S$100,000 or more, except for the following:

		Aggregate value of all IPTs entered into during FY2024 (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate[28] pursuant to Rule 920 of the Listing Manual) (S$'000)	Aggregate value of all IPTs conducted under shareholders' mandate[28] pursuant to Rule 920 of the Listing Manual (excluding transactions less than S$100,000) (S$'000)
Transactions with Tai Tak Frankfurt B.V. ("TTFB")[1]			
(1)	Further injection of equity by FS NL Property 18 B.V. ("**NLP18**")[2] into FSCT DE Property 1 Real Estate GmbH & Co. KG ("**FSCT**")[3].	3,557[4]	–
(2)	Provision of capital expenditure project management services by FS NL Holdings B.V. ("**FSNL**")[5] to FSCT.	988[6]	
(3)	Provision of a senior loan by FS Europe Holdings Pte. Ltd. ("**FSEH**")[7] to TTFB.	9,266[8]	–
Transaction with CDL Properties B.V. ("CDLP")[9]			
(1)	Further injection of equity by NLP18 into FSCT.	3,557[4]	
(2)	Provision of capital expenditure project management services by FSNL to FSCT.	988[6]	
(3)	Provision of a senior loan by FSEH to CDLP.	9,266[10]	
Transactions with Tai Tak Holdings Private Limited ("TTHP")[11]			
(1)	Acquisition of additional equity interest by FS Pitt Street Hotel Pte. Ltd. ("FSPS")[12] in v5 Pitt Street Hotel Trust ("**Hotel Trust**")[13].	9,959[14]	
(2)	Acquisition by Hotel Trust of the property at 194 to 204 Pitt Street, Sydney.	20,759[15]	
(3)	Provision of asset management services by FSNL to Hotel Trust.	305[16]	
Transaction with Providence Ecogreen Pte. Ltd. ("Providence")[17]			
(1)	Interest payable in connection with a loan from Providence to Hotel Trust.	161[18]	
Transactions with Hotel Trust			
(1)	Injection of equity by FSPS into Hotel Trust.	276[19]	
(2)	Interest receivable in connection with a loan from FS Nieuw Holland 2 Pte. Ltd. ("**FSNH2**")[20] to Hotel Trust.	1,696[21]	
Transactions with Sunmaster Holdings Pte. Ltd. ("SHPL")[22]			
(1)	Provision of a senior loan by SHPL to NLP18.	189[23]	
(2)	Assignment and transfer by FSEH to SHPL of a loan owing by CDLP to FSEH.	9,266[24]	
Transactions with Tekoil Investments Pte Ltd ("TIPL")[25]			
(1)	Provision of a senior loan by TIPL to NLP18.	189[26]	
(2)	Assignment and transfer by FSEH to TIPL of a loan owing by TTFB to FSEH.	9,266[27]	

Notes:

1. TTFB is a wholly-owned subsidiary of Tai Tak, a controlling shareholder of the Company.
2. NLP18 is a wholly-owned subsidiary of the Company.
3. FSCT is a joint venture entity which is 25%, 25% and 50% owned by CDLP (see Note 9), TTFB and NLP18 respectively.
4. The amount of equity injected.
5. FSNL is a wholly-owned subsidiary of the Company.
6. The amount of fees to be charged by FSNL.
7. FSEH is a wholly-owned subsidiary of the Company.
8. The amount of principal and interest receivable.
9. CDLP is a wholly-owned subsidiary of CDL, a controlling shareholder of the Company.
10. The amount of principal and interest receivable.
11. TTHP is a wholly-owned subsidiary of Tai Tak, a controlling shareholder of the Company.
12. FSPS is a wholly-owned subsidiary of the Company.
13. Hotel Trust is a joint venture entity established in Australia to acquire the hotel component of the Sydney House project (formerly known as the City Tattersalls Club project), now known as Sydney House Hotel. FSPS acquired an additional 20.0% equity interest in Hotel Trust from a third party, bringing its equity interest to 90.5%. The remaining 9.5% equity interest in Hotel Trust remained unchanged and is owned by TTHP. Hotel Trust is an associate of Tai Tak, a controlling shareholder of the Company.
14. The estimated maximum funding (in the form of equity and loan) that may be required to be contributed by FSPS, taking into account the estimated funding required for Sydney House Hotel.
15. The estimated maximum funding (in the form of equity and loan) required to be contributed by FSPS to fund its proportionate share of the acquisition cost and related stamp duty.
16. The amount of fees to be charged by FSNL.
17. Providence is a wholly-owned subsidiary of Tai Tak, a controlling shareholder of the Company.
18. FSPS' proportionate share of interest payable by Hotel Trust to Providence on the loan.
19. FSPS' equity injection to fund its proportionate share of the asset management fees payable by Hotel Trust to FSNL.
20. FSNH2 is a wholly-owned subsidiary of the Company.
21. The amount of interest receivable by FSNH2.
22. SHPL is a wholly-owned subsidiary of CDL, a controlling shareholder of the Company.
23. The amount of interest payable on the loan.
24. The amount of principal and interest payable on the loan.
25. TIPL is a wholly-owned subsidiary of Tai Tak, a controlling shareholder of the Company.
26. The amount of interest payable on the loan.
27. The amount of principal and interest payable on the loan.
28. The Company does not have a shareholders' mandate for IPTs.

The above IPTs were carried out on normal commercial terms and were not prejudicial to the interests of the Company and its minority shareholders.

Material Contracts

Since the end of the previous financial year ended 31 December 2023, no material contracts involving the interest of the Group CEO, any Director or controlling shareholder has been entered into by the Company or any of its subsidiaries, and no such contract subsisted as at 31 December 2024, save as may be disclosed on SGXNET or herein.

CORPORATE GOVERNANCE

SUMMARY OF DISCLOSURES OF CODE

Rule 710 of the Listing Manual requires Singapore listed companies to describe their corporate governance practices with specific reference to the Code in their annual reports. This summary of disclosures describes the Company's corporate governance practices with specific reference to the express disclosure requirements in the principles and provisions of the Code.

Principles and provisions of the Code	Page reference in this Annual Report
Provision 1.2 The induction, training and development provided to new and existing Directors	Pages 66 to 67
Provision 1.3 Matters that require Board approval	Page 64
Provision 1.4 Names of the members of the Board committees, the terms of reference of the Board committees, any delegation of the Board's authority to make decisions, and a summary of each Board committee's activities	Pages 68 to 74
Provision 1.5 The number of meetings of the Board and Board committees held in the year, as well as the attendance of every Board member at these meetings	Pages 65 to 66
Provision 2.4 The Board diversity policy and progress made towards implementing the Board diversity policy, including objectives	Pages 75 to 78
Provision 4.3 Process for the selection, appointment and re-appointment of Directors to the Board, including the criteria used to identify and evaluate potential new Directors and channels used in searching for appropriate candidates	Pages 79 to 83
Provision 4.4 Where the Board considers a Director to be independent notwithstanding the existence of a relationship which may affect his or her independence, the nature of the Director's relationship and the reasons for considering him or her as independent	Pages 74 to 75
Provision 4.5 The listed company directorships and principal commitments of each Director, and where a Director holds a significant number of such directorships and commitments, the NC's and Board's reasoned assessment of the ability of the Director to diligently discharge his or her duties	Pages 80 to 83
Provision 5.2 How the assessments of the Board, the Board Committees and each Director have been conducted, including the identity of any external facilitator and its connection, if any, with the Company or any of its Directors	Page 84
Provision 6.4 The engagement of any remuneration consultants and their independence	Pages 85 to 89
Principle 8 Clear disclosure of remuneration policies, level and mix of remuneration, and procedure for setting remuneration, and the relationship between remuneration, performance and value creation	Pages 85 to 89

Principles and provisions of the Code	Page reference in this Annual Report
Provision 8.1 The policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of: (a) each individual Director and the CEO; and (b) at least the top five key management personnel (who are not Directors or the CEO) in bands no wider than S$250,000 and in aggregate the total remuneration paid to these key management personnel	For Non-Executive Directors, pages 85 to 87 For Group CEO and key management personnel, pages 87 to 89
Provision 8.2 Names and remuneration of employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S$100,000 during the year, in bands no wider than S$100,000, stating clearly the employee's relationship with the relevant Director or the CEO or substantial shareholder	Page 89
Provision 8.3 All forms of remuneration and other payments and benefits, paid by the Company and its subsidiaries to Directors and key management personnel of the Company, and details of employee share schemes	For Non-Executive Directors, pages 85 to 87 For Group CEO and key management personnel, pages 87 to 89 For employee share option scheme, pages 85, 105, and 207
Provision 9.2 Whether the Board has received assurance from: (a) the CEO and the CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and (b) the CEO and the other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems	Pages 89 to 90
Provision 10.1(f) The existence of a whistle-blowing policy and procedures for raising such concerns	Pages 96 to 97
Provision 11.3 Directors' attendance at general meetings of shareholders held during the financial year	Pages 65 to 66 and pages 93 to 94
Provision 11.6 The Company's dividend policy	Page 94
Provision 12.1 The steps taken to solicit and understand the views of shareholders	Pages 92 to 95
Provision 13.2 The strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period	Page 95

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DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of First Sponsor Group Limited (the "Company") and its subsidiaries (collectively, the "Group") and the statements of financial position of the Company for the financial year ended 31 December 2024.

Opinion of the directors

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the statements of financial position of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2024 and the financial performance, changes in equity and cash flows of the Group for the year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

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

Ho Han Leong Calvin	
Ho Han Khoon Alvin	(Alternate Director to Ho Han Leong Calvin)
Kingston Kwek Eik Huih	
Neo Teck Pheng	
Wee Guan Oei Desmond	
Tan Yee Peng	
Low Beng Lan	(Appointed on 15 March 2024)

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 objects are, or one of whose objects is, to enable directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors' interests

According to the register of directors' shareholdings kept by the Company, particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and children) in shares, debentures, warrants and share options in the Company and in related corporations are as follows:

	Holdings in name of director or nominee		**Holdings in which a director is deemed to have an interest**	
	At beginning of the year	**At end of the year**	**At beginning of the year**	**At end of the year**
The Company				
Ordinary Shares				
Ho Han Leong Calvin	7,700,000	8,500,000	538,237,263	538,237,263
Ho Han Khoon Alvin (Alternate Director to Ho Han Leong Calvin)	4,090,000	4,450,000	344,121,000	344,121,000
Neo Teck Pheng	11,176,907	11,176,907	364,467,149	364,467,149
Warrants (2019)[1]				
Ho Han Leong Calvin	800,000	–	–	–
Ho Han Khoon Alvin (Alternate Director to Ho Han Leong Calvin)	300,000	–	–	–
Warrants (2020)				
Ho Han Leong Calvin	–	–	75,215,849	75,215,849
Ho Han Khoon Alvin (Alternate Director to Ho Han Leong Calvin)	–	–	43,010,764	43,010,764
Neo Teck Pheng	5,750	5,750	43,010,764	43,010,764
$100.0 million 3.29% Fixed Rate Notes due 2025 ($)				
Ho Han Leong Calvin	–	–	13,000,000	13,000,000
$244.0 million 4.85% Perpetual Convertible Capital Securities ("PCCS")				
Ho Han Leong Calvin	–	1,700,000	–	107,647,452
Ho Han Khoon Alvin (Alternate Director to Ho Han Leong Calvin)	–	890,000	–	91,824,200
Neo Teck Pheng	–	6,304,610	–	91,824,200

(1) Warrants (2019) expired on 30 May 2024 and were delisted from the Official List of the Singapore Exchange Securities Trading Limited on 31 May 2024.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year.

There were no changes in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2025.

Except as disclosed under the "Share options" section of this statement, neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, 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.

Share options

Employee share option scheme

On 19 May 2014, the shareholders of the Company adopted a share option scheme known as the First Sponsor Employee Share Option Scheme (the "Share Option Scheme").

The Share Option Scheme provides eligible participants (which include the Non-Executive Directors) with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty.

The Share Option Scheme is administered by the Administration Committee, comprising members of the Remuneration Committee and the Nominating Committee. The exercise price of the options that are granted under the Share Option Scheme shall be determined at the discretion of the Administration Committee and may be:

(a) set at a discount to a price (the "Market Price") equal to the average of the last dealt prices for the shares on the Singapore Exchange Securities Trading Limited ("SGX-ST") for the five consecutive market days immediately preceding the relevant date of grant of the relevant option (subject to a maximum discount of 20.0%), in which event, such options may be exercised after the second anniversary from the date of grant of the options; or

(b) fixed at the Market Price in which event, such options may be exercised after the first anniversary of the date of grant of the options.

The aggregate number of shares which may be offered by way of grant of options to all controlling shareholders of the Company and their respective associates under the Share Option Scheme shall not exceed 25.0% of the total number of shares available under the Share Option Scheme, with the number of shares which may be offered by way of granting options to each controlling shareholder of the Company and his respective associate not exceeding 10.0% of the total number of shares available under the Share Option Scheme.

The Share Option Scheme had expired on 18 May 2024. During the financial year, no options have been granted under the Share Option Scheme.

During the financial year, there were:

(i) no options granted by the Company to any person to take up unissued shares in the Company; and

(ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

Audit and Risk Committee

The members of the Audit and Risk Committee during the financial year and at the date of this statement are:

Tan Yee Peng	(Chairperson)
Low Beng Lan	(Appointed as Member on 25 April 2024)
Ting Ping Ee Joan Maria	(Retired on 25 April 2024)
Ho Han Leong Calvin	(Member)
Ho Han Khoon Alvin (Alternate Director to Ho Han Leong Calvin)	

The Audit and Risk Committee performs the functions specified in the SGX-ST Listing Manual and the Code of Corporate Governance.

The Audit and Risk Committee has held 4 meetings since the last directors' statement. In performing its functions, the Audit and Risk Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

Audit and Risk Committee (cont'd)

The Audit and Risk Committee also reviewed the following:

- assistance provided by the Company's officers to the external and internal auditors;
- quarterly financial information of the Group;
- half-year financial information and annual financial statements of the Group and the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX-ST Listing Manual).

The Audit and Risk Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit and Risk Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit & Risk Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the board of directors of the Company that the auditors, Ernst & Young LLP, be nominated for re-appointment as auditors at the forthcoming annual general meeting of the Company.

In appointing our auditors for the Company and its subsidiaries, we have complied with Rules 712 and 718 of the SGX-ST Listing Manual.

Auditor

Ernst & Young LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

Ho Han Leong Calvin
Director

Neo Teck Pheng
Director

Singapore
12 March 2025

INDEPENDENT AUDITOR'S REPORT

Report on the audit of the financial statements

Opinion

We have audited the financial statements of First Sponsor Group Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2024, the statement of changes in equity, the consolidated statement of profit or loss, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group and the statements of financial position of the Company are properly drawn up in accordance with International Financial Reporting Standards (the "IFRSs") 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 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (the "SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (the "ACRA Code")* together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Carrying value of development properties in subsidiaries, associates and joint ventures

The Group through its subsidiaries, associates and joint ventures, develops commercial and residential properties in China, the Netherlands and Australia for sale. As at 31 December 2024, the carrying value of the Group's development properties amounted to $1,267.8 million which is approximately 25.8% of the Group's total assets. As at the same date, the Group also has interests in associates and joint ventures engaged in property development activities amounting to $1,166.7 million, which is approximately 23.8% of the Group's total assets.

The Group's development properties in subsidiaries, associates and joint ventures are stated at the lower of cost and estimated net realisable value. The cost of development properties comprises specifically identified costs, including prepaid land lease payments, acquisition costs, development expenditure, capitalised borrowing costs and other related expenditure. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs to completion and selling expenses.

Key audit matters (cont'd)

Carrying value of development properties in subsidiaries, associates and joint ventures (cont'd)

The determination of the carrying value of development properties was significant to our audit due to significant judgement involved in estimating the net realisable values of the development properties as at 31 December 2024. In addition, the determination of any impairment required on the Group's development properties, and in the case of loans to associates and joint ventures, any expected credit loss ("ECL") required, are primarily driven by the net realisable value and outlook for the sale and completion of the related development properties. Further, there was increased level of judgement and estimation uncertainty arising from the uncertainty in market and economic conditions in China. Accordingly, we have identified this as a key audit matter.

As part of our audit, we:

- inquired and discussed with management to understand the property development and business plans, current progress, potential delays to the development projects and their expected financial performance;
- determined the appropriateness of cost capitalised to development properties by understanding the nature of cost and checking against underlying supporting documents;
- reviewed expected future development cost and selling expenses by checking against underlying supporting documents, making inquiries with relevant project executives and reviewing the computations and estimation of the progress of the projects;
- evaluated the reasonableness of the key assumptions used by management in determining the net realisable values of development properties, comparing them to relevant evidence such as available market data and prices from recent sales transactions;
- for development properties in the initial stage of development, assessed the appropriateness of the valuation models used by management and the reasonableness of the significant assumptions by reference to recent comparable transacted prices and budget project revenue and cost; and
- reviewed the adjustments made for development properties to measure them at the lower of cost and net realisable value.

We also assessed the adequacy of the Group's disclosures for development properties and interests in and balances with associates and joint ventures in Note 13 and Note 33 to the financial statements respectively.

Valuation of investment properties

The Group owns a portfolio of investment properties comprising hotels and commercial properties in China and the Netherlands. As at 31 December 2024, the fair value of the investment properties amounted to $222.3 million, which is approximately 4.5% of the Group's total assets.

The investment properties are stated at their fair values based on independent external valuations.

The valuation process was significant to our audit due to significant judgement involved in determining the appropriate valuation methodology used, and in estimating the underlying assumptions to be applied. The valuations are also highly sensitive to key assumptions applied such as market growth and discount rates. Further, there was increased level of judgement and estimation uncertainty involved in determining the appropriate valuation methodology to be used and in estimating the underlying assumptions to be applied arising from the changes in market and economic conditions brought on by inflationary pressure and geopolitical tension. Accordingly, we have identified this as a key audit matter.

Key audit matters (cont'd)

Valuation of investment properties (cont'd)

As part of our audit, we:

- evaluated the independence, objectivity and competence of the external valuers;
- involved our internal real estate and valuation specialists to assist us in assessing the appropriateness of the valuation models and the reasonableness of the significant assumptions, such as market growth and discount rates, by reference to historical rates and market data; and
- discussed with the external valuers and obtained explanations to support the selection of valuation techniques and basis for the significant assumptions used, including key valuation adjustments made in response to the changes in market and economic conditions.

We also assessed the adequacy of the disclosures related to investment properties in Note 5 to the financial statements.

Impairment assessment of goodwill and property, plant and equipment

As at 31 December 2024, the carrying amount of goodwill and property, plant and equipment amounted to $6.8 million and $584.2 million respectively, which is approximately 0.1% and 11.9% respectively, of the Group's total assets. Property, plant and equipment includes the Group's operating hotels in China and Europe. The Group's policy is to carry property, plant and equipment at cost less accumulated depreciation and accumulated impairment losses. The Group's policy is to carry goodwill at cost less impairment losses if any.

Management has identified impairment indicators for the hotels of the Group. Accordingly, management has estimated the recoverable amounts of these assets based on value-in-use calculations.

The impairment assessment was significant to our audit due to significant judgement involved in identification of impairment indicators, and the determination of the appropriate valuation methodology to be used, and in estimating the underlying assumptions to be applied. Further, there was increased judgement involved in making various assumptions for the underlying calculations due to inflationary pressure and geopolitical tension. Accordingly, we have determined this as a key audit matter.

The impairment assessment of goodwill and property, plant and equipment is performed together when they form part of a cash generating unit.

As part of our audit, we:

- carried out procedures to understand management's process for identifying impairment indicators;
- validated the key cash flow assumptions used in the value-in-use calculations by management and corroborated these key assumptions, such as the occupancy rate, average daily rate and revenue growth rate, by comparing them to internal forecasts, current market data and historical trend analyses;
- involved our internal valuation specialists to review the appropriateness of the valuation methods and assumptions used in the valuations carried out by management, including the review of the reasonableness of the discount and terminal growth rates adopted; and
- involved our internal valuation specialists to review and perform comparative computations to test the reasonableness of the significant assumptions in the impairment test.

We also assessed the adequacy of the disclosures relating to property, plant and equipment in Note 4 to the financial statements.

Other information

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 IFRS, 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 the 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 the 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.

Auditor's responsibilities for the audit of the financial statements (cont'd)

- 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.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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.

The engagement partner on the audit resulting in this independent auditor's report is Mr Low Bek Teng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore

12 March 2025

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Non-current assets					
Property, plant and equipment	4	**584,216**	603,837	**953**	1,126
Investment properties	5	**222,267**	169,858	**–**	–
Goodwill	6	**6,779**	23,315	**–**	–
Subsidiaries	7	**–**	–	**3,199,782**	1,759,602
Interests in associates and joint ventures	8	**1,447,656**	1,256,002	**11**	9,680
Derivative assets	9	**26,402**	57,016	**26,402**	57,016
Other investments	10	**11,784**	27,115	**–**	–
Deferred tax assets	11	**20,327**	30,336	**–**	–
Trade and other receivables	12	**307,348**	366,957	**–**	–
		2,626,779	2,534,436	**3,227,148**	1,827,424
Current assets					
Derivative assets	9	**85,062**	70,090	**85,062**	70,090
Other investment	10	**–**	39,963	**–**	–
Trade and other receivables	12	**729,089**	650,197	**9,971**	1,202,602
Development properties	13	**1,267,821**	1,168,686	**–**	–
Inventories		**1,551**	1,550	**–**	–
Asset held-for-sale	14	**11,005**	–	**–**	–
Cash and cash equivalents	15	**187,772**	177,799	**30,769**	45,976
		2,282,300	2,108,285	**125,802**	1,318,668
Total assets		**4,909,079**	4,642,721	**3,352,950**	3,146,092
Equity					
Share capital	16	**146,878**	144,176	**146,878**	144,176
Share premium	17	**528,545**	506,058	**528,757**	506,270
Reserves	18	**1,347,032**	1,322,899	**1,004,350**	1,056,994
Equity attributable to owners of the Company		**2,022,455**	1,973,133	**1,679,985**	1,707,440
Perpetual convertible capital securities	19	**243,150**	–	**243,150**	–
Non-controlling interests		**105,360**	115,356	**–**	–
Total equity		**2,370,965**	2,088,489	**1,923,135**	1,707,440

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Non-current liabilities					
Derivative liabilities	9	**1,436**	2,870	**1,436**	2,870
Deferred tax liabilities	11	**60,027**	58,108	**–**	–
Loans and borrowings	20	**1,097,372**	999,848	**922,343**	870,049
Other payables	21	**13,967**	21,212	**–**	–
Lease liabilities	22	**91,949**	97,228	**5**	69
		1,264,751	1,179,266	**923,784**	872,988
Current liabilities					
Current tax payable		**16,375**	19,329	**2,440**	4,085
Derivative liabilities	9	**2,642**	6,334	**2,642**	6,334
Loans and borrowings	20	**194,453**	250,705	**216,453**	250,705
Trade and other payables	21	**1,020,412**	1,032,807	**284,432**	304,393
Lease liabilities	22	**3,084**	3,128	**64**	147
Contract liabilities	23	**35,347**	61,357	**–**	–
Receipts in advance	24	**1,050**	1,306	**–**	–
		1,273,363	1,374,966	**506,031**	565,664
Total liabilities		**2,538,114**	2,554,232	**1,429,815**	1,438,652
Total equity and liabilities		**4,909,079**	4,642,721	**3,352,950**	3,146,092

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year Ended 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000
Revenue	25	**317,559**	282,928
Cost of sales		**(181,711)**	(151,056)
Gross profit		**135,848**	131,872
Administrative expenses		**(51,577)**	(47,708)
Selling expenses		**(17,727)**	(17,312)
Other income/(expenses) (net)		**29,922**	(12,306)
Other gains (net)	26	**374**	3,873
Results from operating activities		**96,840**	58,419
Finance income		**51,238**	53,254
Finance costs		**(94,829)**	(81,347)
Net finance costs	27	**(43,591)**	(28,093)
Share of after-tax profit/(loss) of associates and joint ventures		**59,510**	(2,630)
Profit before tax	28	**112,759**	27,696
Tax expense	29	**(23,051)**	(14,617)
Profit for the year		**89,708**	13,079
Attributable to:			
Equity holders of the Company		**93,017**	12,522
Non-controlling interests		**(3,309)**	557
Profit for the year		**89,708**	13,079
Earnings per share (cents)			
- Basic	30	**8.29**	1.29
- Diluted	30	**7.86**	1.08

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year Ended 31 December 2024

	Group	
	2024	**2023**
	$'000	**$'000**
Profit for the year	**89,708**	13,079
Other comprehensive income		
Items that are or may be reclassified subsequently to profit or loss:		
Translation difference realised on disposal of a subsidiary	**–**	(93)
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	**(6,265)**	(42,396)
Translation differences on financial statements of foreign subsidiaries, net of tax	**(20,501)**	(11,053)
Total other comprehensive income for the year, net of tax	**(26,766)**	(53,542)
Total comprehensive income for the year	**62,942**	(40,463)
Total comprehensive income attributable to:		
Equity holders of the Company	**74,434**	(36,685)
Non-controlling interests	**(11,492)**	(3,778)
Total comprehensive income for the year	**62,942**	(40,463)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year Ended 31 December 2024

Group	Share capital $'000	Share premium $'000	Statutory reserve $'000	Capital reserve $'000	Distributable reserve $'000	Foreign currency translation reserve $'000	Retained earnings $'000	Total attributable to equity holders of the Company $'000	Perpetual convertible capital securities $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2024	144,176	506,058	53,117	245	655,029	(113,310)	727,818	1,973,133	–	115,356	2,088,489
Total comprehensive income for the year											
Profit/(loss) for the year	–	–	–	–	–	–	93,017	93,017	–	(3,309)	89,708
Other comprehensive income											
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	–	–	–	–	–	(6,265)	–	(6,265)	–	–	(6,265)
Translation differences on financial statements of foreign subsidiaries, net of tax	–	–	–	–	–	(12,318)	–	(12,318)	–	(8,183)	(20,501)
Total other comprehensive income	–	–	–	–	–	(18,583)	–	(18,583)	–	(8,183)	(26,766)
Total comprehensive income for the year	–	–	–	–	–	(18,583)	93,017	74,434	–	(11,492)	62,942
Transaction with owners, recognised directly in equity											
Contributions by and distributions to owners											
Dividends paid to the owners of the Company	–	–	–	–	–	–	(47,286)	(47,286)	–	–	(47,286)
Issuance of new shares pursuant to exercise of warrants	2,702	22,487	–	–	–	–	–	25,189	–	–	25,189
Issuance of perpetual convertible capital securities ("PCCS") (Note 19)	–	–	–	–	–	–	–	–	243,983	–	243,983
PCCS issue expenses	–	–	–	–	–	–	–	–	(833)	–	(833)
Distributions to PCCS holders	–	–	–	–	–	–	(3,015)	(3,015)	–	–	(3,015)
Transfer to statutory reserve	–	–	215	–	–	–	(215)	–	–	–	–
Total contributions by and distributions to owners	2,702	22,487	215	–	–	–	(50,516)	(25,112)	243,150	–	218,038
Changes in ownership interests in subsidiaries											
Capital contribution by non-controlling interests	–	–	–	–	–	–	–	–	–	1,496	1,496
Total changes in ownership interests in subsidiaries	–	–	–	–	–	–	–	–	–	1,496	1,496
Total transactions with owners of the Company	2,702	22,487	215	–	–	–	(50,516)	(25,112)	243,150	1,496	219,534
At 31 December 2024	146,878	528,545	53,332	245	655,029	(131,893)	770,319	2,022,455	243,150	105,360	2,370,965

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Group	Share capital $'000	Share premium $'000	Statutory reserve $'000	Capital reserve $'000	Distributable reserve $'000	Foreign currency translation reserve $'000	Retained earnings $'000	Total attributable to equity holders of the Company $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2023	118,802	296,772	59,204	245	655,029	(64,103)	744,316	1,810,265	115,722	1,925,987
Total comprehensive income for the year										
Profit for the year	–	–	–	–	–	–	12,522	12,522	557	13,079
Other comprehensive income										
Translation difference realised on disposal of a subsidiary	–	–	–	–	–	(84)	–	(84)	(9)	(93)
Share of translation differences on financial statements of foreign associates and joint ventures, net of tax	–	–	–	–	–	(42,396)	–	(42,396)	–	(42,396)
Translation differences on financial statements of foreign subsidiaries, net of tax	–	–	–	–	–	(6,727)	–	(6,727)	(4,326)	(11,053)
Total other comprehensive income	–	–	–	–	–	(49,207)	–	(49,207)	(4,335)	(53,542)
Total comprehensive income for the year	–	–	–	–	–	(49,207)	12,522	(36,685)	(3,778)	(40,463)
Transaction with owners, recognised directly in equity										
Contributions by and distributions to owners										
Dividends paid to the owners of the Company	–	–	–	–	–	–	(35,107)	(35,107)	–	(35,107)
Issuance of new shares pursuant to exercise of warrants	25,374	209,286	–	–	–	–	–	234,660	–	234,660
Transfer from statutory reserve	–	–	(6,087)	–	–	–	6,087	–	–	–
Total contributions by and distributions to owners	25,374	209,286	(6,087)	–	–	–	(29,020)	199,553	–	199,553
Changes in ownership interests in subsidiaries										
Capital contribution by non-controlling interests	–	–	–	–	–	–	–	–	3,412	3,412
Total changes in ownership interests in subsidiaries	–	–	–	–	–	–	–	–	3,412	3,412
Total transactions with owners of the Company	25,374	209,286	(6,087)	–	–	–	(29,020)	199,553	3,412	202,965
At 31 December 2023	144,176	506,058	53,117	245	655,029	(113,310)	727,818	1,973,133	115,356	2,088,489

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000
Cash flows from operating activities			
Profit for the year		**89,708**	13,079
Adjustments for:			
Depreciation of property, plant and equipment	4, 28	**18,961**	20,343
Fair value loss/(gain) (net) on:			
- derivative assets/liabilities	28	**10,516**	51,046
- investment properties	5, 28	**(30,942)**	(2,512)
- other investments	28	**(3,609)**	3,127
Finance income	27	**(51,238)**	(53,254)
Finance costs	27	**94,829**	81,347
(Gain)/loss on disposal of:			
- a joint venture	26	**–**	(4,364)
- other investments	26	**(217)**	–
- an investment property	26	**(93)**	–
- an associate	26	**–***	–
- property, plant and equipment (net)	26	**1**	(53)
- a subsidiary	26	**–**	508
Impairment loss/(reversal of impairment loss) on:			
- financial assets – third party trade receivables (net)	28	**159**	(33)
- loan receivable from a joint venture	28	**–**	(6,098)
- property, plant and equipment (net)	4, 28	**(452)**	–
- goodwill	28	**16,164**	–
Gain on bargain purchase	26	**(76)**	–
Write-down of development properties	13, 28	**31,507**	25,326
Property, plant and equipment written off	26	**11**	36
Share of after-tax (profit)/loss of associates and joint ventures		**(59,510)**	2,630
Tax expense	29	**23,051**	14,617
		138,770	145,745
Changes in:			
Contract liabilities		**(25,947)**	46,359
Development properties		**(146,511)**	(372,440)
Inventories		**(46)**	(182)
Loans and borrowings		**59,832**	(18,809)
Other investments		**40,181**	80,819
Trade and other receivables		**(11,664)**	(185,978)
Trade and other payables		**(19,451)**	(32,279)
Cash generated from/(used in) operations		**35,164**	(336,765)
Interest received		**6,681**	5,612
Interest paid		**(6,847)**	(11,051)
Tax paid		**(10,596)**	(55,293)
Net cash generated from/(used in) operating activities		**24,402**	(397,497)

* Amount less than $1,000

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended 31 December 2024

	Note	Group 2024 $'000	Group 2023 $'000
Cash flows from investing activities			
Acquisition of a subsidiary, net of cash acquired	31	**6**	–
Advances to associates (net)		**(5)**	–*
(Advances to)/repayment from joint ventures (net)		**(11,889)**	744
Return of capital from an associate		**511**	–
Return of capital from a joint venture		**2,123**	–
Interest received		**48,177**	49,522
Deposit received in respect of disposal of asset held-for-sale		**2,973**	–
Payment for acquisition of other investments		**(63,799)**	(15,653)
Payment for additions to property, plant and equipment		**(10,498)**	(34,084)
Payment for additions to investment property		**–**	(69)
Payment for investments in associates and joint ventures		**(73,245)**	(135,695)
Proceeds from disposal of:			
- a joint venture		**28**	25,117
- property, plant and equipment		**–***	779
- a subsidiary, net of cash received	32	**–**	4,129
Net cash used in investing activities		**(105,618)**	(105,210)
Cash flows from financing activities			
(Repayment to)/advances from associates (net)		**(4,808)**	5,546
(Repayment to)/advances from joint ventures (net)		**(9,181)**	39,646
Advances from/(repayment to) non-controlling interests of subsidiaries (net)		**750**	(6,711)
Capital contribution by non-controlling interests		**1,496**	3,412
Dividends paid to the owners of the Company		**(47,286)**	(35,107)
Interest paid		**(86,165)**	(77,017)
Proceeds from issuance of ordinary shares		**25,189**	234,660
Proceeds from issuance of PCCS		**243,983**	–
Payment of lease liabilities	35	**(6,877)**	(6,411)
Payment of transaction costs related to:			
- borrowings		**(10,116)**	(2,816)
- PCCS		**(803)**	–
Loan from a non-controlling interest of a subsidiary		**72**	–
Proceeds from bank borrowings		**2,133,705**	2,058,313
Repayment of bank borrowings		**(2,147,423)**	(1,798,381)
Net cash from financing activities		**92,536**	415,134
Net increase/(decrease) in cash and cash equivalents		**11,320**	(87,573)
Cash and cash equivalents at the beginning of the year		**177,799**	270,263
Effect of exchange rate changes on balances held in foreign currencies		**(1,347)**	(4,891)
Cash and cash equivalents at the end of the year		**187,772**	177,799

* Amount less than $1,000

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Significant non-cash transactions

During the financial year ended 31 December 2024,

(i) advances due to a joint venture amounting to $8,821,000 (A$10,000,000) were settled via a set-off against capital reduction proceeds receivable from the joint venture of an equivalent amount.

(ii) a loan receivable due from a third party amounting to $7,752,000 (A$8,789,000) was settled via a set-off against an advance to a joint venture of an equivalent amount.

(iii) an advance to a joint venture amounting to $7,063,000 (A$8,008,000) was capitalised as additional equity investment in the joint venture.

During the financial year ended 31 December 2023, the loans and interest receivable thereon due from a joint venture amounting to $54,757,000 (€37,714,000) were capitalised as additional equity investment in the joint venture. Advances to a joint venture amounting to $10,756,000 (RMB56,731,000) were also capitalised as additional equity into the joint venture.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Corporate and Group information

First Sponsor Group Limited ("FSGL" or the "Company") is incorporated in the Cayman Islands and has its registered office at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The principal place of business of the Company is 19 Lorong Telok, Singapore 049031.

The principal activities of the Company are those relating to investment holding. The principal activities of the subsidiaries are those relating to investment holding, property development and sales, property investment, hotel ownership and operations and provision of property financing services.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities"), and the Group's interests in equity-accounted investees.

2. Material accounting policy information

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a historical cost basis, except for the assets and liabilities identified in Note 2.10 which have been measured at fair value. The consolidated financial statements are presented in Singapore Dollars ("$") and all values are rounded to the nearest thousand ($'000), except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

2.3 Standards issued but not yet effective

The Group has not adopted the following standards which have been issued but not yet effective:

Description	**Effective for annual periods beginning on or after**
Lack of Exchangeability – Amendments to IAS 21 and IFRS 1	1 January 2025
Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS – Volume 11	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Sales or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28	Date to be determined

The directors expect that the adoption of the above standards will have no material impact on the financial statements in the year of initial application.

2. Material accounting policy information (cont'd)

2.4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value on date of loss of control.

2.5 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group measures the non-controlling interests at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

2. Material accounting policy information (cont'd)

2.5 Business combinations and goodwill (cont'd)

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 *Financial Instruments*, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of (i) the consideration transferred, (ii) the amount recognised for non-controlling interests, and (iii) any previous interest held in a business combination achieved in stages, over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date allocated to each of the Group's cash-generating units ("CGU") that are expected to benefit from the combination irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

2.6 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to the equity holders of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to equity holders of the Company.

2. Material accounting policy information (cont'd)

2.7 Foreign currency

The Group's financial statements are presented in Singapore Dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

Group companies

The functional currencies of certain subsidiaries, associates and joint ventures are currencies other than the Singapore Dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Singapore Dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Singapore Dollars at the average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing exchange rate.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries with functional currencies other than the Singapore Dollar, are translated into Singapore Dollars at the exchange rates ruling at the dates of the transactions. Frequently recurring cash flows of such subsidiaries which arise throughout the year are translated into Singapore Dollars at the average exchange rates for the year.

2.8 Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee as defined in Note 2.4.

In the Company's statements of financial position, investments in subsidiaries are accounted for at cost less any impairment losses.

2. Material accounting policy information (cont'd)

2.9 Associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investment in its associates and joint ventures are accounted for using the equity method.

On the date when an investment becomes an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. When accounting for the step acquisition of an associate or a joint venture (financial instrument becoming an associate or a joint venture), the Group applies a "fair value as deemed cost" approach, where the fair value of the previously held interest at the date that significant influence or joint control is obtained is deemed to be the cost for the initial application of equity accounting. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of the associate or joint venture's profit or loss in the period in which the investment is accounted for using the equity method.

Under the equity method, the investment in an associate or a joint venture is carried in the balance sheet at cost plus changes in the Group's share of net assets of the associate or joint venture from the date that the significant influence and joint control commences for the associate and joint venture respectively to the date that such significant influence or joint control ceases.

The statement of profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in other comprehensive income of these investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture. When the Group's share of losses of its associate or joint venture equals or exceeds its interest in the investee, the carrying amount of that interest in the investee, together with any long-term interests that, in substance, form part thereof, is reduced to $1, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

The financial statements of an associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

An impairment loss in respect of an associate or joint venture is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with the requirements for non-financial assets. An impairment loss is recognised in profit or loss. An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount and only to the extent that the recoverable amount increase.

Upon loss of power over an associate or joint control over a joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of power or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2. Material accounting policy information (cont'd)

2.10 Fair value measurement

The Group measures its derivative financial instruments, equity investments and non-financial assets such as investment properties at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

Fair value related disclosures for financial instruments and non-financial assets that are measured at fair value or where fair values are disclosed, are summarised in the following notes:

- Disclosures for valuation methods, significant estimates and assumptions — Note 3
- Investment properties — Note 5
- Financial instruments — Note 34

2.11 Impairment of non-financial assets

The Group assesses at the end of each reporting period whether there is an indication that an asset, other than goodwill and intangible assets with infinite useful life, may be impaired. If such an indication exists, the Group makes an estimate of the asset's recoverable amount.

Goodwill and intangible assets with infinite useful life are tested for impairment annually on 31 December and more frequently when circumstances indicate that the carrying value may be impaired.

2. Material accounting policy information (cont'd)

2.11 Impairment of non-financial assets (cont'd)

The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a CGU).

An impairment loss is recognised in the statement of profit or loss whenever the carrying amount of an asset, or the CGU to which it belongs, exceeds its recoverable amount. The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of the impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. The reversal of the impairment loss is credited to the statement of profit or loss in the year in which it arises. Impairment loss relating to goodwill cannot be reversed in future periods.

2.12 Property, plant and equipment and depreciation

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than construction in progress, are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is based on the cost of an asset less its estimated residual value.

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment, unless it is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. No depreciation is recognised on construction-in-progress.

Depreciation is recognised from the date that property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

No depreciation is provided on freehold land.

The estimated useful lives for the current year are as follows:

Interest in leasehold land and leased assets	3 to 35 years
Buildings	
● Core component of hotel and hotspring buildings	34 to 50 years
● Other buildings	3 to 40 years
● Surface, finishes and services of hotel and hotspring buildings	30 years
Plant and machinery	5 to 15 years
Equipment and furniture	1 to 10 years
Motor vehicles	5 to 10 years

2. Material accounting policy information (cont'd)

2.12 Property, plant and equipment and depreciation (cont'd)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

Residual values ascribed to the core component of hotel and hotspring buildings depend on the nature, location and tenure of the hotels and hotspring properties. No residual values are ascribed to building surface, finishes and services of hotel and hotspring buildings. The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction-in-progress includes a hotel under renovation, and software under implementation, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction. Construction-in-progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.13 Investment properties

Investment properties are properties (including interests in leasehold land under operating leases) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise, including the corresponding tax effect. Fair values are determined based on an annual valuation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised either when they have been disposed of (i.e., at the date the recipient obtains control) or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use and the fair value at the date of transfer becomes its initial cost as an investment property. Subsequent to initial recognition, investment properties are stated at fair value.

2. Material accounting policy information (cont'd)

2.14 Development properties

(a) Properties under development for sale

Properties under development are those properties which are held with the intention of development and sale in the ordinary course of business. They are stated at the lower of cost and estimated net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

The cost of properties under development for sale comprises specifically identified costs, including prepaid land lease payments, acquisition costs, development expenditure, capitalised borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property not ready for sale are capitalised, on a specific identification basis, as part of the cost of the properties under development for sale until the completion of development properties or date of repayment of the borrowings if earlier. When completed, the properties under development are classified as completed properties for sale.

(b) Completed properties for sale

Completed properties for sale are measured at the lower of cost or net realisable value. Cost is determined by apportionment of the total land costs, development costs and capitalised borrowing costs if any, based on floor area of the unsold properties. Net realisable value is determined by reference to sale proceeds of properties sold in the ordinary course of business less all estimated selling expenses; or is estimated by management in the absence of comparable transactions after taking into consideration prevailing market conditions.

The aggregated costs are presented as development properties while progress billings are recorded in contract liabilities in the statements of financial position.

2.15 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) As lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.11 *Impairment of non-financial assets*.

2. Material accounting policy information (cont'd)

2.15 Leases (cont'd)

(a) As lessee (cont'd)

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(b) As lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.16 Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instruments.

Financial assets are classified, at initial recognition, and subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVPL").

2. Material accounting policy information (cont'd)

2.16 Financial assets (cont'd)

Initial recognition and measurement (cont'd)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out in Note 2.24 to the financial statements below.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at FVPL, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

Financial assets at fair value through profit or loss

Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at FVPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are carried in the statements of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity and debt investments which the Group had not irrevocably elected to classify at FVOCI. Such derivative instruments which are initially recognised at FVPL, are subsequently remeasured at FVPL with net fair value changes recognised in the statement of profit or loss at the reporting date. Derivatives are carried as assets when their fair value is positive and as liabilities when their fair value is negative. Dividends on equity investments classified as financial assets at FVPL are also recognised as other income in the statement of profit or loss when the right of payment has been established.

2. Material accounting policy information (cont'd)

2.16 Financial assets (cont'd)

Subsequent measurement (cont'd)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at FVOCI when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at FVOCI are not subject to impairment assessment.

De-recognition

A financial asset is derecognised when:

- the contractual right to receive cash flows from the asset has expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

  When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

  Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

2.17 Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVPL and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2. Material accounting policy information (cont'd)

2.17 Impairment of financial assets (cont'd)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a "12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a "lifetime ECL").

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The Group considers a financial guarantee contract to be in default when the debtor of the loan is unlikely to pay its credit obligations to the creditor and the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The Group determines that a financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Debt investments at FVOCI and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and lease receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Simplified approach

For trade receivables and lease receivables, the Group applies the simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

2.18 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash.

2. Material accounting policy information (cont'd)

2.19 Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition, as financial liabilities at FVPL, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities not at FVPL, i.e., loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group or the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequent to initial recognition, the Group or the Company measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2. Material accounting policy information (cont'd)

2.20 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Borrowing costs are capitalised until the assets are substantially completed for their intended use and ready for handover. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.21 Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.22 Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.23 Employee benefits

(a) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(b) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Contributions to defined contribution plans are recognised as an expense in the period in which the related service is performed.

The Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution scheme.

2. Material accounting policy information (cont'd)

2.23 Employee benefits (cont'd)

(b) Defined contribution plans (cont'd)

Pursuant to the relevant regulations of the People's Republic of China ("PRC") government, the PRC subsidiaries of the Group ("PRC Subsidiaries") have participated in central pension schemes (the "Schemes") operated by local municipal governments whereby the PRC Subsidiaries are required to contribute a certain percentage of the basic salaries of their employees to the Schemes to fund their retirement benefits. The local municipal governments undertake to assume the retirement benefit obligations of all existing and future retired employees of the PRC Subsidiaries. The only obligation of the PRC Subsidiaries with respect to the Schemes is to pay the ongoing required contributions under the Schemes mentioned above. Contributions under the Schemes are accounted for as contributions to defined contribution plans as described above.

In each of the Netherlands and Germany, the Group participates in a compulsory industry scheme for all eligible employees. The compulsory industry scheme is a defined contribution plan which is administered by an insurance company. This means that the Group is only required to pay the agreed contributions to the insurance company which bears the full actuarial risk. Contributions to the scheme are accounted for as contributions to defined contribution plans as described above. Contributions payable and refunds receivable are included under current liabilities and current assets respectively. Industry fund pension expenditure is based on an annually renewed premium percentage over the pension base as defined in the related scheme.

2.24 Revenue

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

(a) Sale of development properties

The Group develops and sells residential and commercial properties before the completion of construction of the properties. Revenue is recognised when control over the property has been transferred to the customer.

For the contracts to sell residential properties and commercial properties, the Group assessed that revenue is recognised at a point in time when (a) the construction of the relevant property has been completed; (b) the property is ready for handover to the purchasers; and (c) collectability of the proceeds is reasonably assured and the Group has present right to the proceeds.

Where contracts relate to the sale of completed properties, revenue is recognised when collectability of the proceeds is reasonably assured and the Group has present right to the proceeds.

2. Material accounting policy information (cont'd)

2.24 Revenue (cont'd)

(a) Sale of development properties (cont'd)

Significant financing component

In determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money for contracts with customers that include a significant financing component. In adjusting for the significant financing component, the Group uses a discount rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception, such that it reflects the credit characteristics of the party receiving financing in the contract.

The Group has elected to apply the practical expedient not to adjust the transaction price for the existence of a significant financing component when the period between the transfer of control of goods or service to a customer and the payment date is one year or less.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

The contract liabilities will be increased by the amount of interest expense being accrued by the Group to reflect the effect of any significant financing benefit obtained from the customers during the period between the payment date and the date of delivery of property to customers. As this accrual increases the amount of the contract liabilities during the period of development, it therefore increases the amount of revenue recognised when control of the completed property is transferred to the customer.

(b) Rental income

Rental income from investment properties is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Contingent rentals are recognised as income in the accounting period in which they are earned.

(c) Hotel income

Hotel revenue from accommodation, sales of food and beverages and other ancillary services is recognised when the Group satisfies a performance obligation by transferring control of a promised good or services to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied performance obligation.

(d) Interest income on entrusted loans and loans to third parties, associates and joint ventures

Interest income on entrusted loans made via entrustment banks and on loans to third parties, associates and joint ventures is recognised as it accrues in profit or loss, using the effective interest method.

2.25 Taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty to related income taxes, if any.

2. Material accounting policy information (cont'd)

2.25 Taxes (cont'd)

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences associated with investments in subsidiaries, associates and joint ventures to the extent that it is probable that the temporary differences will not reverse in the foreseeable future and no taxable profit will be available against which the temporary differences can be utilised; and
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Where investment properties are carried at their fair values in accordance with the accounting policy set out in Note 2.13, the amount of deferred tax recognised is measured using the tax rates that would apply on the sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered based on the business plans of individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

2. Material accounting policy information (cont'd)

2.26 Share capital, share premium and share issuance expenses

Proceeds from issuance of ordinary shares are recognised as share capital and share premium in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share premium.

2.27 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

    (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

    (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the statements of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.28 Treasury shares

The Group's own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.29 Perpetual convertible capital securities

Perpetual convertible capital securities are classified as equity when there is no contractual obligation to deliver cash or other financial assets to another person or entity to exchange financial assets or liabilities with another person or entity that are potentially unfavourable to the issuer. Incremental costs directly attributable to the issue of perpetual convertible capital securities are recognised as a deduction against perpetual convertible capital securities.

3. Key sources of estimation uncertainty

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. Given the rising interest rate, inflationary cost pressures and geopolitical tension have caused and will likely cause significant disruptions to economic activities, the uncertainties associated with accounting estimates and assumptions may also be increased accordingly.

(a) Valuation of investment properties

The Group engaged independent real estate valuation experts to assess the fair value of the Group's investment properties as at the end of each financial year. Such fair values are determined by the real estate valuation experts using recognised valuation techniques. The key assumptions used to determine the fair value of these investment properties and sensitivity analyses and carrying amount are provided in Note 5.

(b) Impairment assessment of goodwill and property, plant and equipment

As disclosed in Note 4 and Note 5, the recoverable amounts of goodwill and property, plant and equipment with indicators of impairment are determined based on value-in-use calculations. The value-in-use calculations are based on a discounted cash flow model. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The key unobservable inputs applied in the determination of the value-in-use including an inter-relationship between key unobservable inputs, fair value measurement and the carrying amount are disclosed and further explained in Note 4.

(c) Net realisable value of development properties of subsidiaries, associates and joint ventures

Development properties of the Group's subsidiaries, associates and joint ventures are stated at the lower of cost and net realisable value.

Management determines the net realisable value based on its estimates of selling prices and construction costs or independent professional valuations undertaken, where appropriate. Selling prices are based on recent selling prices and prevailing market conditions. Construction costs are estimated based on contracted amounts and in respect of amounts not yet contracted for, based on management's estimates of the amounts to be incurred. Where independent professional valuations are undertaken, the valuations were based on the market comparable method which took into consideration the sales of similar properties transacted in the open market.

Management also assesses if any write-down of completed properties for sale is required based on its estimates net realisable value which are based on recent selling prices and prevailing market conditions less cost to sell. The write-down is included in "other expenses" and "share of after-tax profit/(loss) of associates and joint ventures" as and when the case may be.

4. Property, plant and equipment

	Interests in leasehold land and leased assets (Note 35)	Freehold land	Buildings	Plant and machinery	Equipment and furniture	Motor vehicles	Construction-in-progress	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group								
Cost								
At 1 January 2023	152,215	27,771	484,778	16,206	28,600	2,551	23,262	735,383
Additions	10,178	–	21,766	2,741	10,043	1,663	2,063	48,454
Written off during the year	–	–	(2)	(81)	(33)	–	–	(116)
Disposals	–	–	–	–	(2)	(1,503)	–	(1,505)
Disposal of subsidiaries (Note 32)	–	–	(967)	–	(2)	–	–	(969)
Reclassification	–	–	2,619	4,284	(614)	–	(6,289)	–
Translation differences on consolidation	1,732	535	(340)	(283)	490	(40)	360	2,454
At 31 December 2023 and 1 January 2024	**164,125**	**28,306**	**507,854**	**22,867**	**38,482**	**2,671**	**19,396**	**783,701**
Additions	**247**	**–**	**2,657**	**1,908**	**3,555**	**–**	**4,945**	**13,312**
Written off during the year	**(159)**	**–**	**(7)**	**(46)**	**(764)**	**–**	**–**	**(976)**
Disposals	**–**	**–**	**–**	**(3)**	**(2)**	**–**	**–**	**(5)**
Reclassification	**–**	**–**	**(499)**	**1,396**	**247**	**–**	**(1,144)**	**–**
Translation differences on consolidation	**(4,534)**	**(850)**	**(11,291)**	**(293)**	**(783)**	**3**	**(729)**	**(18,477)**
At 31 December 2024	**159,679**	**27,456**	**498,714**	**25,829**	**40,735**	**2,674**	**22,468**	**777,555**

4. **Property, plant and equipment (cont'd)**

	Interests in leasehold land and leased assets (Note 35) $'000	Freehold land $'000	Buildings $'000	Plant and machinery $'000	Equipment and furniture $'000	Motor vehicles $'000	Construction-in-progress $'000	Total $'000
Group								
Accumulated depreciation, amortisation and impairment loss								
At 1 January 2023	24,090	564	116,704	9,270	10,005	1,618	–	162,251
Reclassification	–	–	–	2,855	(2,855)	–	–	–
Charge for the year (Note 28)	4,054	–	8,083	1,462	6,547	197	–	20,343
Written off during the year	–	–	(1)	(59)	(20)	–	–	(80)
Disposals	–	–	–	–	(2)	(777)	–	(779)
Disposal of subsidiaries (Note 32)	–	–	(115)	–	–	–	–	(115)
Translation differences on consolidation	146	11	(1,968)	(134)	225	(36)	–	(1,756)
At 31 December 2023 and 1 January 2024	**28,290**	**575**	**122,703**	**13,394**	**13,900**	**1,002**	**–**	**179,864**
Reclassification	**–**	**–**	**(58)**	**58**	**–**	**–**	**–**	**–**
Charge for the year (Note 28)	**3,938**	**–**	**7,944**	**1,413**	**5,522**	**144**	**–**	**18,961**
Impairment loss/(reversal of impairment loss) for the year (Note 28)	**2,716**	**891**	**(4,059)**	**–**	**–**	**–**	**–**	**(452)**
Written off during the year	**(159)**	**–**	**(2)**	**(40)**	**(764)**	**–**	**–**	**(965)**
Disposals	**–**	**–**	**–**	**(3)**	**(1)**	**–**	**–**	**(4)**
Translation differences on consolidation	**(2,403)**	**(35)**	**(1,608)**	**(134)**	**108**	**7**	**–**	**(4,065)**
At 31 December 2024	**32,382**	**1,431**	**124,920**	**14,688**	**18,765**	**1,153**	**–**	**193,339**
Carrying amounts								
At 31 December 2023	135,835	27,731	385,151	9,473	24,582	1,669	19,396	603,837
At 31 December 2024	**127,297**	**26,025**	**373,794**	**11,141**	**21,970**	**1,521**	**22,468**	**584,216**

4. Property, plant and equipment (cont'd)

	Interests in leased assets (Note 35) $'000	Equipment and furniture $'000	Motor vehicles $'000	Construction-in-progress $'000	Total $'000
Company					
Cost					
At 1 January 2023	441	990	356	–	1,787
Additions	–	75	588	–	663
Disposal	–	–	(356)	–	(356)
At 31 December 2023 and 1 January 2024	**441**	**1,065**	**588**	**–**	**2,094**
Additions	**–**	**25**	**–**	**120**	**145**
Written off during the year	**–**	**(525)**	**–**	**–**	**(525)**
At 31 December 2024	**441**	**565**	**588**	**120**	**1,714**
Accumulated depreciation					
At 1 January 2023	84	591	323	–	998
Charge for the year	146	117	54	–	317
Disposal	–	–	(347)	–	(347)
At 31 December 2023 and 1 January 2024	**230**	**708**	**30**	**–**	**968**
Charge for the year	**144**	**115**	**59**	**–**	**318**
Written off during the year	**–**	**(525)**	**–**	**–**	**(525)**
At 31 December 2024	**374**	**298**	**89**	**–**	**761**
Carrying amounts					
At 31 December 2023	211	357	558	–	1,126
At 31 December 2024	**67**	**267**	**499**	**120**	**953**

Impairment of assets

Dutch Bilderberg Hotels

The eleven hotels owned by Queens Bilderberg Nederland B.V. ("QBN"), all located in the Netherlands ("Dutch Bilderberg Hotels"), are consolidated as property, plant and equipment of the Group since the Group's acquisition of 95.0% equity interest in QBN on 2 May 2022. For the purposes of impairment testing, goodwill arising from the acquisition of QBN has been allocated to the individual Dutch Bilderberg Hotels which are separate cash generating units ("CGUs").

The estimated recoverable amounts of the CGUs as at the end of the financial year are determined based on value-in-use of the individual hotels determined by management. The value-in-use calculation is a discounted cash flow model using cash flow projections for the next 10 years, based on the most recent forecasts approved by management covering five years and five additional years based on a fixed growth rate. The terminal growth rate has been set at 2% (2023: 2%) for all the CGUs. The discounted cash flow models also take into account the probability of changes to cashflow projection, the changing interest rates, escalating energy costs and shortage of personnel within the hospitality sector and rising cost pressure thereon. The discount rates applied are the estimated weighted average cost of capital of the CGUs. The key assumptions are those relating to expected changes in average daily rates, occupancy rates and discount rates.

4. Property, plant and equipment (cont'd)

Impairment of assets (cont'd)

Dutch Bilderberg Hotels (cont'd)

In 2024, based on the value-in-use of the individual hotels determined by management, the estimated recoverable amount of some of the hotels are determined to be lower than their carrying amount. However, the estimated recoverable amount of two hotels which have been previously impaired are higher than their carrying amount as at 31 December 2024. Accordingly, an impairment loss on goodwill amounting to $16,164,000 (Note 6) and a net impairment loss on property, plant and equipment amounting to $12,920,000 in aggregate, was included as part of other expenses in the consolidated statement of profit or loss for the financial year ended 31 December 2024. The impairment had resulted from the weaker operating performance in some of the hotels which had been affected by the increase in the operating costs in the Netherlands. The reversal of impairment for the two hotels is driven by the improved operating performance of the hotels upon the completion of their renovation.

In 2023, based on the value-in-use of the individual hotels determined by management, the estimated recoverable amounts of the Dutch Bilderberg Hotels approximated their carrying values as at 31 December 2023. As such, no further impairment loss of the property, plant and equipment and related goodwill was recognised in the financial year ended 31 December 2023.

In determining the value-in-use, the following table shows the key unobservable inputs used in the valuation model:

Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flow method	• Occupancy rate: 61% to 83% (2023: 59% to 84%) • Average daily rate ("ADR"): €98 to €181 (2023: €98 to €188) • Discount rate: 8% to 12.5% (2023: 8% to 12.5%) • Terminal growth rate: 2% (2023: 2%)	A significant increase in occupancy rate, ADR and terminal growth rate, and a significant decrease in discount rate would result in a significantly higher fair value measurement and vice versa.

Hampton by Hilton Utrecht Centraal Station & Crowne Plaza Utrecht Centraal Station

The two hotels located in the same building in Utrecht, the Netherlands are deemed to be one CGU by management. The Group acquired the hotels on a bare-shell basis in 2017 and completed the renovation of the hotels progressively in 2019 and 2020. The 193-room Hampton by Hilton Utrecht Centraal Station commenced operations in June 2019 whilst the 144-room Crowne Plaza Utrecht Centraal Station commenced operations in June 2020, and was closed intermittently during 2020 to 2022 due to Covid-19. In 2024, based on the value-in-use of the CGU determined by management, a reversal of cumulative impairment loss amounting to $13,372,000 (€9,256,000) is included as other income in the consolidated statement of profit of loss. The higher estimated recoverable amount of the CGU leading to the reversal of past impairment made is driven solely by the improved operating performance of the hotels as reflected in the increased occupancy rates and ADR of the CGU.

4. Property, plant and equipment (cont'd)

Impairment of assets (cont'd)

Hampton by Hilton Utrecht Centraal Station & Crowne Plaza Utrecht Centraal Station (cont'd)

In determining the value-in-use, the following table shows the key unobservable inputs used in the valuation model:

Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flow method	• Occupancy rate: 84% to 89% (2023: 81% to 87%) • ADR: €140 to €157 (2023: €136 to €143) • Discount rate: 10.0% (2023: 10.0%) • Terminal growth rate: 0% (2023: 0%)	A significant increase in occupancy rate, ADR and terminal growth rate, and a significant decrease in discount rate would result in a significantly higher fair value measurement and vice versa.

Bilderberg Bellevue Hotel Dresden

Based on the value-in-use determined by management as at 31 December 2024 and 31 December 2023, the estimated recoverable amount of the hotel approximated its carrying value as at the end of the respective financial year.

In determining the value-in-use, the following table shows the key unobservable inputs used in the valuation model:

Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flow method	• Occupancy rate: 70% to 73% (2023: 68% to 73%) • ADR: €128 to €150 (2023: €124 to €136) • Discount rate: 10.25% (2023: 10.25%) • Terminal growth rate: 0% (2023: 0%)	A significant increase in occupancy rate, ADR and terminal growth rate, and a significant decrease in discount rate would result in a significantly higher fair value measurement and vice versa.

Puccini Hotel Milan, Tapestry Collection by Hilton

Based on the value-in-use determined by management as at 31 December 2024 and 31 December 2023, the estimated recoverable amount of the hotel approximated its carrying value as at the end of the respective financial year.

4. Property, plant and equipment (cont'd)

Impairment of assets (cont'd)

Puccini Hotel Milan, Tapestry Collection by Hilton (cont'd)

In determining the value-in-use, the following table shows the key unobservable inputs used in the valuation model:

Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flow method	• Average occupancy rate: 76.7% (2023: 76.9%) • ADR: €205 to €249 (2023: €210 to €232) • Discount rate: 9.0% (2023: 9.0%) • Terminal growth rate: 2% (2023: 2%)	A significant increase in average occupancy rate, ADR and terminal growth rate, and a significant decrease in discount rate would result in a significantly higher fair value measurement and vice versa.

Crowne Plaza Chengdu Wenjiang Hotel, Holiday Inn Express Chengdu Wenjiang Hotspring Hotel and adjoining hotspring facility

Based on the value-in-use determined by management as at 31 December 2024 and 2023, no impairment losses were recognised for the financial years ended 31 December 2024 and 31 December 2023, as the estimated recoverable amount approximated the carrying amount of the respective CGU as at the end of the respective financial year.

In determining the value-in-use, the following table shows the key unobservable inputs used in the valuation model:

Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Hotspring facility		
Discounted cash flow method	• Revenue growth rate: 5% to 14% (2023: 4% to 12%) • Discount rate: 7.5% (2023: 7.5%)	A significant increase in revenue growth rate and a significant decrease in discount rate would result in a significantly higher fair value measurement.
Hotels		
Discounted cash flow method	• Occupancy rate: 49% to 82% (2023: 55% to 82%) • ADR: RMB275 to RMB405 (2023: RMB281 to RMB435) • Discount rate: 7.5% (2023: 7.5%) • Terminal growth rate: 2% (2023: 2%)	A significant increase in occupancy rate, ADR and terminal growth rate, and a significant decrease in discount rate would result in a significantly higher fair value measurement and vice versa.

5. Investment properties

	Note	Group 2024 $'000	Group 2023 $'000
At 1 January		**169,858**	175,334
Additions		**–**	69
Disposal		**(1,325)**	–
Fair value gain (net)	28	**30,942**	2,512
Lease incentives		**(402)**	(404)
Disposal of a subsidiary	32	**–**	(6,226)
Transfer from development properties		**25,997**	–
Translation differences on consolidation		**(2,803)**	(1,427)
At 31 December		**222,267**	169,858

The investment properties comprised two hotels in Amsterdam and an adjoining car park, a retail mall in Pudong, Shanghai, PRC, and commercial and industrial properties in Dongguan and Chengdu, PRC. The investment properties are leased to third party tenants. Each of the leases contains rent indexed to consumer prices, some on an annual basis whilst others once every two to three years. The leases contain an initial non-cancellable period of one to twenty-five years. No contingent rents are charged on all the investment properties.

During the current financial year ended 31 December 2024, the Group transferred the retail podium of Plot E1 of the Millennium Waterfront from development properties to investment properties as the construction of this component was completed during the year and has commenced to lease these units for rental income.

Measurement of fair value

(i) Fair value hierarchy

The fair value measurement for investment properties of $222,267,000 (2023: $168,533,000) has been categorised as a Level 3 fair value based on the inputs to the valuation technique used. $1,325,000 of the investment properties as at 31 December 2023 was categorised as a Level 2 fair value based on contracted sale prices, and these have been disposed during the current financial year.

The fair values of the investment properties as at 31 December 2024 were based on valuations undertaken by independent valuers. The fair values at the reporting date were based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

The valuation of the investment properties was derived based on the discounted cash flow, income capitalisation and/or market comparable methods. The discounted cash flow method takes into consideration the estimated net rent (using the current and projected average rental rates and occupancy) and a discount rate applicable to the nature, location and type of asset. The income capitalisation approach takes into consideration the estimated net rent and a yield rate applicable to the nature, location and type of asset. The market comparable method takes into consideration the sales of similar properties that have been transacted in the open market adjusted for location, age, size and other factors, if applicable.

5. Investment properties (cont'd)

Measurement of fair value (cont'd)

(i) Fair value hierarchy (cont'd)

Level 3 fair value

The following table shows a reconciliation of the beginning balance to the ending balance of investment properties for which fair value measurements are categorised under Level 3 of the fair value hierarchy.

		Group	
	Note	2024	2023
		$'000	$'000
At 1 January		**168,533**	173,957
Additions		**–**	69
Disposal of a subsidiary	32	**–**	(6,226)
Fair value gain (net) recognised in profit or loss – unrealised	28	**30,942**	2,512
Lease incentives		**(402)**	(404)
Transfer from development properties		**25,997**	–
Translation differences on consolidation		**(2,803)**	(1,375)
At 31 December		**222,267**	168,533

(ii) Valuation policies and procedures

Management of the Singapore-based corporate headquarters ("Group management") oversees the Group's financial reporting valuation process and is responsible for setting the Group's valuation policies and procedures. In this regard, Group management reports to the Company's Audit and Risk Committee.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and IFRS 13 *Fair Value Measurement* guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, external valuation experts are requested to calibrate the valuation models and inputs to actual market transactions that are relevant to the valuation if such information is reasonably available.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

5. Investment properties (cont'd)

Measurement of fair value (cont'd)

(iii) Valuation technique and key unobservable inputs

The following table shows the key unobservable inputs used in the valuation models:

Valuation technique	Key unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flow method	● Exit yield of 5.60% (2023: 6.75%) ● Discount rate of 6.25% (2023: 9.25%) ● Occupancy rate of 100% (2023: 100%)	A significant decrease in exit yield and discount rate, and a significant increase in occupancy rate would result in a significantly higher fair value measurement and vice versa.
Income capitalisation method	● Net initial yield of 3.0% to 7.5% (2023: 3.0% to 5.75%) ● Net reversionary yield of 3.5% to 8.0% (2023: 3.5% to 5.5%) ● Market rent: RMB103 per sq m to RMB1,368 per sq m (2023: RMB99 per sq m to RMB564 per sq m) ● Occupancy rate of 81.0% to 97.0% (2023: 97.0%)	A significant decrease in net initial yield and net reversionary yield, and a significant increase in market rent and occupancy rate would result in a significantly higher fair value measurement and vice versa.
Market comparable method	● Average sales price of RMB1,436 to RMB14,986 per sq m (2023: RMB1,485 to RMB5,588 per sq m)	A significant increase in average sales prices would result in a significantly higher fair value measurement and vice versa.

6. Goodwill

	Note	Group 2024 $'000	Group 2023 $'000
Cost			
At 1 January		**39,088**	38,348
Translation differences on consolidation		**(1,174)**	740
At 31 December		**37,914**	39,088
Accumulated impairment			
At 1 January		**(15,773)**	(15,474)
Impairment for the year	28	**(16,164)**	–
Translation differences on consolidation		**802**	(299)
At 31 December		**(31,135)**	(15,773)
Net book value			
At 1 January		**23,315**	22,874
At 31 December		**6,779**	23,315

Impairment assessment of goodwill

Refer to Note 4 for the key assumptions used in the estimation of the recoverable amount at the end of the financial year.

7. Subsidiaries

	Company 2024 $'000	Company 2023 $'000
Investment in subsidiaries, at cost	**3,209,140**	1,768,960
Less: Impairment loss	**(9,358)**	(9,358)
	3,199,782	1,759,602

7. Subsidiaries (cont'd)

Impairment of investment in subsidiaries

Management performed an impairment assessment of its investment in subsidiaries with indicators of impairment and no further impairment loss was recognised by the Company for the year ended 31 December 2024.

The Company assessed the recoverable amount of its investment in subsidiaries based on fair value less estimated cost of disposal.

Details of significant subsidiaries are as follows:

	Name of subsidiaries	Principal activity	Principal place of business/ Country of incorporation	Effective equity interest held by the Group 2024 %	2023 %
	Direct subsidiary of the Company				
*	FS Australia Holdings Pte. Ltd. ("FSAH")	Investment holding	Singapore	**100**	100
	Held through subsidiaries				
**	Chengdu Gaeronic Real Estate Co., Ltd ("CDRE")	Property development, property investment, and investment holding	PRC	**100**	100
**	Chengdu Millennium Zhong Ren Real Estate Co., Ltd	Property development, hotel ownership and operations, and property investment	PRC	**100**	100
**	Chengdu Yong Chang Real Estate Co., Ltd ("CDYC")	Property development and property investment	PRC	**100**	100
**	Dongguan East Sun Limited ("DGES")	Property investment and investment holding	PRC	**90**	90
**	Dongguan East Sun No. 5 Property Management Co., Ltd.	Property investment and property management	PRC	**90**	90
**	Dongguan East Sun No. 6 Property Management Co., Ltd.	Property investment and property management	PRC	**90**	90
****	Concord Focus Development Limited ("Concord")	Investment holding	Singapore/ Hong Kong	**60**	60
**	Dongguan Kanghe Property Management Consulting Services Co., Ltd	Property investment and property development	PRC	**60**	60
**	Dongguan Shouye Investment Consultancy Co., Ltd. ("Shouye")	Property investment and property management	PRC	**49.5 (ii)**	49.5 (ii)
**	First Sponsor (Guangdong) Group Limited ("FSGD")	Investment holding	PRC	**100**	100
*	FS Euro Pte. Ltd.	Investment holding	Singapore	**100**	100

7. Subsidiaries (cont'd)

Details of significant subsidiaries are as follows: (cont'd)

	Name of subsidiaries	Principal activity	Principal place of business/ Country of incorporation	Effective equity interest held by the Group 2024 %	2023 %
	Held through subsidiaries (cont'd)				
**^	FS NL Holdings B.V.	Investment holding	The Netherlands	**100**	100
**	FS Milan Property 1 S.r.l	Hotel ownership and operations	Italy	**100**	100
^	FS NL Amstel Development 16 B.V.	Hotel ownership	The Netherlands	**100**	100
**^	FS NL Property 2 B.V.	Property investment	The Netherlands	**100**	100
**^	FS NL Zuidoost Property 11 B.V.	Property investment and property development	The Netherlands	**100**	100
**^	FS NL Zuid Property 12 B.V.	Property investment and property development	The Netherlands	**100**	100
****	FSE Propco 2 GmbH	Hotel ownership	Germany	**94.9**	94.9^
**	Guangzhou Panyu Chuang's Real Estate Development Co., Ltd.	Property development	PRC	**95**	95
**	Guangzhou Kaixiang Property Management Co., Ltd.	Property management	PRC	**95**	95
**	FS Dongguan No.12 Real Estate Development Co., Ltd.	Property development	PRC	**100**	100
**	Shanghai Sigma Enterprise Co., Ltd (i)	Property financing and property investment	PRC	**100**	100
**	Dongguan Dongfu No.1 Investment Consultancy Co., Ltd.	Investment holding and property management	PRC	**100**	100
**	Dongguan Dongfu No.2 Investment Consultancy Co., Ltd.	Investment holding and property management	PRC	**100**	100
***	Queens Bilderberg (Nederland) B.V.	Investment holding	The Netherlands	**95**	95
***	Hotel De Bovenste Molen B.V.	Hotel operations and hotel ownership	The Netherlands	**95**	95
***	RE De Bilderberg B.V.	Hotel ownership	The Netherlands	**95**	95

7. Subsidiaries (cont'd)

Details of significant subsidiaries are as follows: (cont'd)

	Name of subsidiaries	Principal activity	Principal place of business/ Country of incorporation	Effective equity interest held by the Group	
				2024	2023
				%	%
	Held through subsidiaries (cont'd)				
***	Bilderberg Garderen B.V.	Hotel operations and hotel ownership	The Netherlands	**95**	95
***	RE – Bilderberg Amsterdam B.V.	Hotel ownership	The Netherlands	**95**	95
***	RE Keizerskroon B.V.	Hotel ownership	The Netherlands	**95**	95
***	RE Europa B.V.	Hotel ownership	The Netherlands	**95**	95
***	RE – Parkhotel B.V.	Hotel ownership	The Netherlands	**95**	95
***	Bilderberg Barneveld B.V.	Hotel operations and hotel ownership	The Netherlands	**95**	95
***	Bilderberg Zwolle B.V.	Hotel operations and hotel ownership	The Netherlands	**95**	95
***	Chateau Holtmühle Beheer B.V.	Hotel ownership	The Netherlands	**95**	95
***	Dolce Vaalsbroek B.V.	Hotel ownership	The Netherlands	**95**	95
**	FS NL Property 20 B.V.	Property development and property investment	The Netherlands	**100**	100

* Audited by Ernst & Young Singapore.

** Audited by Ernst & Young Singapore or other member firms of Ernst & Young International for group reporting purpose.

*** Audited by BDO Netherlands.

**** Audited by other member firms of Ernst & Young International.

^ Not subject to audit by law of country of incorporation.

(i) Held by CDYC, FS Dongguan No. 3 Pte. Ltd., CDRE and FSGD in the proportion of 9.1%, 36.4%, 9.1% and 45.4% respectively.

(ii) The Group's effective stake in Shouye is held via a 51%-owned subsidiary, FS Dongguan No. 6 Investment Consultancy Co., Ltd. ("FSDG6"), which in turn owns 97% equity interest in Shouye.

7. Subsidiaries (cont'd)

Interest in subsidiaries with material non-controlling interests

As at 31 December 2024, no non-controlling interest was considered individually material to the Group.

The Group has the following subsidiaries with non-controlling interests ("NCI") that are material to the Group as at 31 December 2023.

Name of subsidiaries	Principal place of business	Proportion of ownership interest held by NCI	Profit/(loss) allocated to NCI during the year $'000	NCI at the end of the year $'000
2023				
Concord and its subsidiary ("Concord subgroup")	Singapore	40%	(1,609)	38,608
FSDG6 and its subsidiary ("FSDG6 subgroup")	PRC	49%	4,662	51,750
Dongguan Aoshou No. 2 Real Estate Development and Management Co., Ltd. ("Aoshou subgroup")	PRC	32.5%	(426)	(328)
DGES and its subsidiaries ("DGES subgroup")	PRC	10.0%	(837)	3,726
FS Dongguan No. 6 Ltd and its subsidiaries ("Panyu subgroup")	PRC	5.0%	(828)	14,626

Summarised financial information of subsidiaries with material non-controlling interests

Summarised financial information before intercompany eliminations of the subsidiaries with material NCI are as follows:

Summarised statement of financial position as at 31 December 2023

	Concord subgroup $'000	FSDG6 subgroup $'000	Aoshou subgroup $'000	DGES subgroup $'000	Panyu subgroup $'000
Current					
Assets	140,564	23,034	2	8,890	285,257
Liabilities	(44,200)	(384,888)	(114,606)	(37,875)	(735)
Net current assets/(liabilities)	96,364	(361,854)	(114,604)	(28,985)	284,522
Non-current					
Assets	156	457,915	113,595	70,785	203,977
Liabilities	–	–	–	(4,538)	(195,983)
Net non-current assets	156	457,915	113,595	66,247	7,994
Net assets/(liabilities)	96,520	96,061	(1,009)	37,262	292,516

7. Subsidiaries (cont'd)

Summarised statement of comprehensive income for 2023

	Concord subgroup $'000	FSDG6 subgroup $'000	Aoshou subgroup $'000	DGES subgroup $'000	Panyu subgroup $'000
Revenue	10,622	–	–	2,792	4,844
Cost of sales	(5,249)	–	–	(836)	(4,267)
Administrative expenses	(431)	(1)	(1)	(427)	(188)
Selling expenses	(599)	–	–	–	(2,717)
Other operating expenses	(1)	(1)	–*	(422)	(14,813)
Other gains/(losses) (net)	15	–	–	(1,145)	–
Share of after-tax profit/(loss) of associates and joint ventures	–	8,597	(1,310)	(8,368)	–
Net finance income	194	67	–*	74	68
Profit/(loss) before tax	4,551	8,662	(1,311)	(8,332)	(17,073)
Tax (expense)/credit	(8,574)	(9)	–	(36)	515
Loss/(profit) after tax	(4,023)	8,653	(1,311)	(8,368)	(16,558)
Other comprehensive income	–	–	–	–	–
Total comprehensive income	(4,023)	8,653	(1,311)	(8,368)	(16,558)

Summarised statement of cash flows for 2023

	Concord subgroup $'000	FSDG6 subgroup $'000	Aoshou subgroup $'000	DGES subgroup $'000	Panyu subgroup $'000
Operating	(4,839)	(26,691)	48	(329)	(81,819)
Investing	193	67	(49)	4,594	68
Financing	–	–	49	(10,997)	100,836
Net (decrease)/increase in cash and cash equivalents	(4,646)	(26,624)	48	(6,732)	19,085

8. Interests in and balances with associates and joint ventures

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Interests in associates		**1,062,169**	854,738	**11**	11
Interests in joint ventures		**385,487**	401,264	**–**	9,669
Total interests in associates and joint ventures		**1,447,656**	1,256,002	**11**	9,680
Balances with associates and joint ventures					
Financial assets measured at fair value through profit or loss - debt securities	10	**–**	39,963	**–**	–
Loans to associates (trade)	12	**337,472**	327,762	**–**	–
Loans to joint ventures (trade)	12	**93,967**	74,329	**–**	–
Loans to joint ventures (non-trade)	12	**259,244**	255,682	**–**	–
Amount due from associates (trade)	12	**3,356**	–	**–**	–
Amount due from associates (non-trade)	12	**8,411**	6,895	**21**	16
Amount due from joint ventures (trade)	12	**2,194**	–	**–**	–
Amount due to associates (non-trade)	21	**(679,222)**	(692,618)	**–**	–
Amount due to joint ventures (non-trade)	21	**(89,848)**	(111,154)	**–**	(9,008)

$337,472,000 (2023: $324,789,000) of the loans to associates (trade) by the Group as at 31 December 2024 are unsecured, interest-bearing with interest rates ranging between 2.85% and 7.0% (2023: 2.85% and 7.5%) per annum and will mature between 2025 and 2027 (2023: 2024 and 2027). The loan receivable amounting to $2,973,000 as at 31 December 2023 was unsecured, interest-free, repayable on demand and was fully repaid in February 2024.

Trade receivables from associates as at 31 December 2024 include $3,342,000 (2023: nil) deferred interest receivable from an associate on loans granted to the associate by the Group. These balances are unsecured, bear interest at rates ranging between 4.40% and 6.10% per annum and repayable by the associate when it is in the position to do so but in any case no later than 2026 to 2031.

The loans to joint ventures (trade) as at 31 December 2024 consist of:

(a) a loan to an 18%-held joint venture amounting to $74,529,000 (RMB400,050,000) (2023: $74,329,000 (RMB400,050,000)) which is secured by (i) 72% equity interest held by two third party partners in the joint venture, (ii) corporate guarantees from these parties and their related companies, and (iii) personal guarantees from senior management and ultimate beneficial owners of the joint venture partners. The loan as at 31 December 2024 was interest bearing at 5% (2023: 13%) per annum and will be due on 31 March 2025.

(b) loans due from a 90.5%-owned joint venture amounting to $19,438,000 (A$22,987,000) (2023: nil) which are unsecured, interest-bearing at 5.5% per annum and due in 2025.

The loans to joint ventures (non-trade) as at 31 December 2023 consisted of a loan to a 50%-owned joint venture amounting to $1,694,000 (A$1,880,000) which was unsecured, interest-free and repayable on demand. The other 50% equity interest in the joint venture is indirectly held by Tai Tak Estates Sendirian Berhad ("Tai Tak"), a substantial shareholder of the Company. The loan was fully repaid in August 2024.

8. Interests in and balances with associates and joint ventures (cont'd)

Trade receivables from joint ventures amounting to $2,194,000 as at 31 December 2024 include interest receivable of $1,954,000, of which $1,693,000 has been fully received subsequent to the year end and $261,000 is interest-bearing at 5.5% per annum and due in 2025. The remaining $240,000 is unsecured, interest-free and repayable in 2025.

Other than as disclosed above, the remaining non-trade amounts due from associates and joint ventures are unsecured, interest-free, and repayable on demand.

Details of significant associates are as follows:

	Name of associates	Principal activity	Principal place of business/Country of incorporation	Effective equity interest held by the Group	
				2024	2023
				%	%
	Held by the Company				
^	FS Dongguan Investment Holdings Limited ("FSDIH")	Investment holding	British Virgin Islands	**30**	30
	Held through subsidiaries				
**	Dongguan Baozhu Industrial Investment Co., Ltd. ("DGBI")	Property investment and investment holding	PRC	**27**	27
**	Dongguan China Railway Poly Industrial Development Co., Ltd ("DGGT") (i)	Property development, property investment, hotel and property management	PRC	**17.3**	17.3
**	Dongguan East Sun No. 1 Property Management Co., Ltd. ("East Sun No. 1")	Property investment and property management	PRC	**5.5** (iii)	49.5
^	FS GBA JV Limited ("FSGBA") (ii)	Investment holding	British Virgin Islands	**–**	49.9
*	FSMC NL Property Group B.V.	Property development, property investment and investment holding	The Netherlands	**33**	33
^	FSMCR Hilton Rotterdam B.V. ("FSMCR")	Investment holding	The Netherlands	**33**	33
^	NL Property 1 B.V. ("NLP1")	Property investment	The Netherlands	**33**	33
^	v5 Pitt Street Trust	Property development	Australia	**39.9**	39.9
^	NL Coolsingel Property 21 B.V.	Property investment	The Netherlands	**33**	33
***	NSI N.V ("NSI")	Property investment	The Netherlands	**23.2** (iv)	–

8. Interests in and balances with associates and joint ventures (cont'd)

Details of significant associates are as follows: (cont'd)

^ Not subject to audit by law of country of incorporation.

* Audited by BDO Netherlands.

** Audited by Ernst & Young Singapore or other member firms of Ernst & Young International for group reporting purpose.

*** Audited by PricewaterhouseCoopers Accountants N.V.

(i) Proportion of ownership interest held by the Group in DGGT is 35% as at 31 December 2024 and 31 December 2023. The Group's effective interest in DGGT is 17.3% as at 31 December 2024 and 31 December 2023.

(ii) The entire 49.9% equity interest was disposed on 25 June 2024 to a third party.

(iii) 44.0% equity stake has been reclassified to asset held-for-sale as at 31 December 2024 (refer to Note 14 for more details).

(iv) Represents % of voting ordinary shares. The shareholders of NSI, which is listed on Euronext Amsterdam, approved the appointment of the Group CEO and Executive Director of the Company to the NSI Supervisory Board, effective from 30 September 2024, following the Extraordinary General Meeting convened by NSI on the same date. As a result of this appointment, the Group's approximately 13.7% shareholding in NSI's issued share capital or 14.4% voting interest as at that date was reclassified from an investment carried at fair value through profit or loss to an associated company. The Group further increased its interest to 22.0% in NSI's issued share capital or 23.2% in NSI's voting share capital as at 31 December 2024.

The Group has not recognised losses relating to associated companies where its share of losses in the entities exceeds the Group's interest in the entities. The Group's cumulative share of unrecognised losses at the end of the financial year was $3,722,000 (2023: $3,854,000). The Group has no obligation in respect of these losses.

The following summarises the financial information of each of the Group's material associates based on their respective (consolidated) financial statements prepared in accordance with IFRS, modified for fair value adjustments on acquisition and differences in the Group's accounting policies. The table also analyses, in aggregate, the carrying amount and share of profit and other comprehensive income of the remaining individually immaterial associates.

2024	Associate NSI $'000
Revenue	105,067
Profit from continuing operations	**17,873**
Attributable to investee's shareholders	17,873
Other comprehensive income	–
Total comprehensive income	**17,873**
Non-current assets	1,473,258
Current assets	15,125
Non-current liabilities	(469,723)
Current liabilities	(66,764)
Net assets	951,896
Non-controlling interests	–
Net assets attributable to the owners of the company (100%)	951,896
Proportion of the Group's ownership	23.2%
Group's share of net assets	220,840

8. Interests in and balances with associates and joint ventures (cont'd)

	Associate NSI $'000	Individually immaterial associates $'000	Total $'000
2024			
Group's interest in net assets of investees at beginning of the year	**–**	**854,738**	**854,738**
Reclassification from other investments – quoted equity investments	**81,491**	**–**	**81,491**
Group's share of:			
- profit/(loss) from continuing operations	**93,327**	**(7,521)**	**85,806**
- other comprehensive income	**(1,963)**	**(5,377)**	**(7,340)**
Total comprehensive income	**91,364**	**(12,898)**	**78,466**
Additions during the year	**47,985**	**–**	**47,985**
Capital reduction during the year	**–**	**(511)**	**(511)**
Carrying amount of interest in investees at end of the year	**220,840**	**841,329**	**1,062,169**

	Associate DGBI $'000	Associate DGGT $'000	Associate FSDIH $'000	Associate NLP1 $'000	Associate FSMC $'000	Associate FSMCR $'000
2023						
Revenue	202,912	366,606	14,000	5,470	34,108	5,003
Profit/(loss) from continuing operations	55,381	24,564	8,225	(8,020)	(42,168)	3,674
Attributable to investee's shareholders	55,381	24,564	8,225	(8,020)	(42,168)	3,674
Other comprehensive income	(28,912)	(51,077)	(13,838)	498	678	78
Total comprehensive income	26,469	(26,513)	(5,613)	(7,522)	(41,490)	3,752
Non-current assets	96	5	42,197	97,727	456,539	74,122
Current assets	934,751	3,402,910	537,734	1,293	6,756	324
Non-current liabilities	(6,531)	(787,234)	–	(82,514)	(451,278)	(74,453)
Current liabilities	(176,014)	(1,321,490)	(268,855)	(986)	(49,718)	(646)
Net assets/(liabilities)	752,302	1,294,191	311,076	15,520	(37,701)	(653)
Non-controlling interests	–	–	8,645	–	–	–
Net assets/(liabilities) attributable to the owners of the company (100%)	752,302	1,294,191	319,721	15,520	(37,701)	(653)
Proportion of the Group's ownership	27%	35%	30%	33%	33%	33%
Group's share of net assets/(liabilities)	203,122	452,967	95,916	5,122	(12,441)	(215)

8. Interests in and balances with associates and joint ventures (cont'd)

	Associate DGBI $'000	Associate DGGT $'000	Associate FSDIH $'000	Associate NLP1 $'000	Associate FSMC $'000	Associate FSMCR $'000	Individually immaterial associates $'000	Total $'000
2023								
Group's interest in net assets of investees at beginning of the year	195,975	462,247	97,600	9,760	14,806	383	59,647	840,418
Group's share of:								
- profit/(loss) from continuing operations	14,953	8,597	2,467	(2,646)	(13,915)	1,212	1,317	11,985
- other comprehensive income	(7,806)	(17,877)	(4,151)	164	224	26	(667)	(30,087)
Total comprehensive income	7,147	(9,280)	(1,684)	(2,482)	(13,691)	1,238	650	(18,102)
Group's contribution during the year	–	–	–	–	–	–	36,573	36,573
Capital reduction during the year	–	–	–	(2,156)	–	–	(1,995)	(4,151)
Carrying amount of interest in investees at end of the year	203,122	452,967	95,916	5,122	1,115	1,621	94,875	854,738

8. Interests in and balances with associates and joint ventures (cont'd)

Details of significant joint ventures are as follows:

	Name of joint ventures	Principal activity	Principal place of business/Country of incorporation	Effective equity interest held by the Group 2024 %	2023 %
	Held through subsidiaries				
^	FSCT DE Property 1 Real Estate GmbH & Co. KG	Property investment	Germany	**50**	50
*	Dongguan Tianye Industrial Investment Development Co., Ltd.	Property investment and property development	PRC	**36**	36
*	Dongguan Wan Li Group Limited	Property investment and investment holding	PRC	**44.1**	44.1
*	Shenzhen Heshuntongye Industrial Co., Ltd.	Investment holding	PRC	**18**	18
*	Dongguan Jiuyuan Cuilong Property Investment Co., Ltd.	Property investment and property development	PRC	**46.6**	46.6
*	Dongguan Hongyue Industrial Investment Co., Ltd.	Property investment and property development	PRC	**27**	27
*	FS Dongguan Xingcheng Real Estate Development Co., Ltd.	Property investment and property development	PRC	**50**	50

^ Not subject to audit by law of country of incorporation.

* Audited by Ernst & Young Singapore or other member firms of Ernst & Young International for group reporting purpose.

The Group has not recognised losses relating to joint ventures where its share of losses of the joint ventures exceeds the Group's interest in these joint ventures. The Group's cumulative share of unrecognised losses at the end of the reporting year was nil (2023: $786,000). The Group has no obligation in respect of these losses.

The following summarises, in aggregate, the financial information of the Group's interests in joint ventures, based on the amounts reported in the Group's consolidated financial statements.

	2024 $'000	2023 $'000
Carrying amount of interests in joint ventures	**385,487**	401,264
Group's share of:		
- loss from continuing operations	**(26,296)**	(14,615)
- other comprehensive income	**(891)**	(12,309)
Total comprehensive income	**(27,187)**	(26,924)

9. Derivative assets and liabilities

	Group and Company 2024 $'000	2023 $'000
Derivative assets		
Cross currency swaps ("CCSs")	**17,380**	51,417
Foreign currency swaps ("FCSs")	**48,171**	43,277
Foreign currency forward contracts ("FXFs")	**45,913**	32,412
	111,464	127,106
Non-current	**26,402**	57,016
Current	**85,062**	70,090
	111,464	127,106
Derivative liabilities		
Cross currency swaps	**(776)**	(5,889)
Foreign currency swaps	**(3,268)**	(322)
Foreign currency forward contracts	**(34)**	(2,993)
	(4,078)	(9,204)
Non-current	**(1,436)**	(2,870)
Current	**(2,642)**	(6,334)
	(4,078)	(9,204)

The total notional amount of the various outstanding financial derivative contracts as at 31 December 2024 amounted to $4,270,824,000 (2023: $2,933,372,000), comprising €1,242,294,000, A$384,257,000 and CNH11,742,766,000 (2023: €875,644,000, A$139,108,000, US$72,709,000 and CNH7,721,103,000) with remaining tenures of between approximately 10 days to 37 months (2023: one month to 39 months).

Information about the Group's exposure to foreign exchange risk, liquidity risk and fair value measurement, is included in Note 34.

10. Other investments

	Note	Group 2024 $'000	2023 $'000
Financial assets measured at fair value through profit or loss			
- quoted equity securities		**11,784**	27,115
- debt securities	8	**–**	39,963
		11,784	67,078
Non-current		**11,784**	27,115
Current		**–**	39,963
		11,784	67,078

The debt securities held as at 31 December 2023 comprised four 3-year Singapore Dollar denominated junior convertible bonds ("JCBs") with aggregate principal value of $39,963,000 yielding a coupon of 15% per annum due in 2024, which the Group had subscribed from a 49.9%-held associate in 2021. The JCBs were secured, among others, by (a) 50.1% equity interest in the associate, (b) corporate guarantees and funding undertakings from various third parties including the ultimate holding company of the associate, which is a Hong Kong listed company and, (c) equity interest in two holding companies which own a majority stake in two Dongguan development projects. The debt securities were fully disposed in February 2024.

Information about the Group's exposure to credit and market risks, and fair value measurement, is included in Note 34.

11. Deferred tax assets/(liabilities)

Movements in deferred tax assets and liabilities of the Group (prior to offsetting of balances) during the year are as follows:

	At 1 January 2023	Recognised in profit or loss (Note 29)	Disposal of subsidiaries (Note 32)	Reclassifications	Translation differences on consolidation	At 31 December 2023	Recognised in profit or loss (Note 29)	Translation differences on consolidation	At 31 December 2024
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group									
Deferred tax assets									
Development properties	6,501	(4,261)	–	–	(163)	2,077	**2,850**	**13**	**4,940**
Property, plant and equipment	16,171	(1,030)	212	(2,001)	(459)	12,893	**(621)**	**(10)**	**12,262**
Contract liabilities	393	5	–	–	(15)	383	**(259)**	**–**	**124**
Receipts in advance	51	(50)	–	–	(1)	–	**–**	**–**	**–**
Trade, other receivables and prepaid taxes	13,191	(5,857)	–	–	(388)	6,946	**(6,013)**	**3**	**936**
Others	6	(9)	–	194	(59)	132	**(10)**	**–**	**122**
Tax losses	6,100	3,252	(30)	–	(301)	9,021	**(4,198)**	**13**	**4,836**
Total	42,413	(7,950)	182	(1,807)	(1,386)	31,452	**(8,251)**	**19**	**23,220**
Deferred tax liabilities									
Property, plant and equipment	(44,105)	2,067	–	–	(840)	(42,878)	**3,267**	**1,222**	**(38,389)**
Investment properties	(15,102)	(2,177)	1,571	1,807	171	(13,730)	**(8,475)**	**310**	**(21,895)**
Development properties	(1,615)	(592)	–	–	(34)	(2,241)	**(166)**	**71**	**(2,336)**
Others	(427)	36	–	–	16	(375)	**75**	**–**	**(300)**
Total	(61,249)	(666)	1,571	1,807	(687)	(59,224)	**(5,299)**	**1,603**	**(62,920)**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for taxation purposes. The nature of temporary differences as at 31 December 2024 and 2023 included differences in depreciation for tax purposes and financial reporting purposes, revaluations to fair value, impairment of property, plant and equipment, contract liabilities and others.

11. Deferred tax assets/(liabilities) (cont'd)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts, determined after appropriate offsetting, are included in the statements of financial position as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Deferred tax assets	**20,327**	30,336
Deferred tax liabilities	**(60,027)**	(58,108)

Unrecognised temporary differences relating to investments in subsidiaries

As at 31 December 2024 and 2023, no deferred tax liability has been recognised for taxes that would be payable on the undistributed earnings of the Group's subsidiaries in the PRC as the Group has determined that such undistributed earnings of its subsidiaries in the PRC will not be distributed in the foreseeable future.

Such temporary differences for which no deferred tax liability has been recognised aggregated to $445,991,000 as at 31 December 2024 (2023: $406,954,000). The deferred tax liability thereon is estimated to be $22,240,000 (2023: $20,348,000).

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items as at the end of the financial year ended 31 December:

	Group	
	2024	**2023**
	$'000	**$'000**
Tax losses	**83,373**	81,099
Interest carry-forward	**52,994**	48,131
Other deductible temporary differences	**35,287**	25,956
Total	**171,654**	155,186

The tax losses, interest carry forward and deductible temporary differences are subject to agreement by the tax authorities and compliance with tax regulations in the respective countries in which certain subsidiaries operate.

Deferred tax assets have not been recognised in respect of the above items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

According to tax legislation as at 31 December, the expiry dates of the tax losses are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Expiry date:		
- Less than 1 year	**–**	12
- Between 2 and 5 years	**2,935**	80
- Indefinite	**80,438**	81,007
	83,373	81,099

11. Deferred tax assets/(liabilities) (cont'd)

Unrecognised deferred tax assets (cont'd)

Under Dutch tax loss utilisation rules, losses can only be fully deducted (on an annual basis) up to an amount of €1 million plus 50% of the taxable profit that exceeds €1 million.

Under the earnings stripping rule, deduction of net interest expenses is limited to the higher of (i) 20% of fiscal earnings before interest, tax, depreciation and amortisation ("EBITDA") and (ii) a threshold of €1 million. With effect from 1 January 2025, deduction of net interest expenses is limited to the higher of (i) 24.5% of fiscal EBITDA and (ii) a threshold of €1 million.

Interest carry-forward may be carried forward indefinitely and in unlimited amounts. The deductible temporary differences do not expire under current tax legislation in the respective countries.

12. Trade and other receivables

		Group		Company	
	Note	2024 $'000	2023 $'000	2024 $'000	2023 $'000
Trade receivables	(i)	**186,535**	211,374	**–**	–
Loans to associates (trade)	8	**337,472**	327,762	**–**	–
Loans to joint ventures (trade)	8	**93,967**	74,329	**–**	–
Loans to joint ventures (non-trade)	8	**259,244**	255,682	**–**	–
Amount due from associates (trade)	8	**3,356**	–	**–**	–
Amount due from associates (non-trade)	8	**8,411**	6,895	**21**	16
Amount due from joint ventures (trade)	8	**2,194**	–	**–**	–
Amount due from an affiliate of a non-controlling interest of a subsidiary (non-trade)	(ii)	**26,548**	26,477	**–**	–
Amount due from non-controlling interests of subsidiaries (non-trade)	(iii)	**69,116**	67,419	**–**	–
Non-trade amount due from subsidiaries	(iv)	**–**	–	**7,036**	1,197,646
Security deposits		**195**	202	**4**	8
Advance payment to contractors		**589**	1,236	**–**	–
Interest receivable from banks		**2,717**	4,747	**2,717**	4,747
Other receivables		**5,705**	3,803	**–**	2
		996,049	979,926	**9,778**	1,202,419
Less: Impairment losses	(i), (v)	**(24,703)**	(24,489)	**–**	–
		971,346	955,437	**9,778**	1,202,419
Value-added tax and goods and services tax recoverable		**22,371**	22,564	**17**	26
Prepayments	(vi)	**42,720**	39,153	**176**	157
		1,036,437	1,017,154	**9,971**	1,202,602

12. Trade and other receivables (cont'd)

	Group		Company	
	2024	2023	**2024**	2023
	$'000	$'000	**$'000**	$'000
Non-current	**307,348**	366,957	**–**	–
Current	**729,089**	650,197	**9,971**	1,202,602
	1,036,437	1,017,154	**9,971**	1,202,602

(i) Trade receivables net of impairment loss amounting to $161,832,000 as at 31 December 2024 (2023: $186,885,000) consist of $136,189,000 secured property financing loan receivables (2023: $168,404,000), bearing fixed interest that ranged from 10.0% to 13.8% (2023: 8.0% to 13.8%) per annum and include interest receivables thereon amounting to $12,434,000 (2023: $7,860,000).

(ii) The amount due from an affiliate of a non-controlling interest of a subsidiary as at 31 December 2024 and 31 December 2023 is unsecured, interest-free and repayable on demand.

(iii) The year-end balance consists of:

- an unsecured loan to a non-controlling interest of a subsidiary amounting to $21,360,000 (2023: $21,303,000). This loan is interest-free and repayable on demand; and

- unsecured interest-free advances to non-controlling interests of subsidiaries of $47,756,000 (2023: $46,116,000) which are repayable on demand. $17,097,000 (2023: $15,556,000) of these advances are granted to an entity which is wholly owned by a key management personnel of the Group.

(iv) The non-trade amount due from subsidiaries as at 31 December 2024 and 31 December 2023 is unsecured, interest-free and repayable on demand.

(v) The movements in allowance for impairment in respect of trade and other receivables during the year are follows:

	2024	2023
	$'000	$'000
At 1 January	**24,489**	31,495
Impairment loss recognised (Note 28)	**159**	–
Impairment loss reversed (Note 28)	**–**	(6,131)
Translation differences on consolidation	**55**	(875)
At 31 December	**24,703**	24,489

Refer to Note 34 for details of the ECL assessment of the Group.

(vi) Prepayments of the Group as at 31 December 2024 included prepaid taxes of $19,966,000 (2023: $16,969,000) and $16,901,000 (2023: $18,729,000) of prepayment for the bulk purchase of certain inventory from the 27%-held Skyline Garden project company.

13. Development properties

	Group	
	2024	**2023**
	$'000	**$'000**
Properties under development-for-sale	**982,226**	1,102,540
Completed properties for sale	**340,598**	98,510
Leasehold land	**17,617**	17,613
	1,340,441	1,218,663
Allowance for write-down	**(72,620)**	(49,977)
	1,267,821	1,168,686

The movement in the allowance for write-down in respect of development properties during the year is as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
At 1 January	**49,977**	26,366
Allowance made (Note 28)	**31,507**	25,326
Transfer to investment properties	**(1,342)**	–
Utilised	**(7,716)**	(415)
Translation difference	**194**	(1,300)
At 31 December	**72,620**	49,977
Interest expense capitalised during the year (Note 27)	**14,534**	12,021

The interest capitalised in development properties during the financial year ended 31 December 2024 ranged from 3.45% to 6.9% (2023: 3.25% to 5.8%) per annum and consisted of $494,000 (2023: $1,307,000) capitalised as part of leasehold land. The accumulated interest capitalised in leasehold land amounted to $1,801,000 as at 31 December 2024 (2023: $1,307,000). Refer to Note 35 for more details of the leasehold land excluding capitalised interest.

Project-related staff costs amounting to $1,824,000 (2023: $1,888,000) were also capitalised in development properties during the financial year ended 31 December 2024.

During the financial year ended 31 December 2024, development properties recognised in cost of sales amounted to $53,841,000 (2023: $19,336,000).

Refer to Note 3(c) for further disclosures of management's assessment of the net realisable values of the Group's development properties.

14. Asset held-for-sale

Asset held-for-sale as at 31 December 2024 relates to an investment in an associate. On 6 December 2024, the Group entered into a binding agreement to dispose of 44.0% equity interest out of its 49.5% equity interest in East Sun No. 1 to a third party for a cash consideration valuing the industrial property owned by East Sun No. 1 at approximately $15,758,000 (RMB84,810,000).

Consequently, the carrying amount of the investment in the associate was reclassified to asset held-for-sale in December 2024, with the Group's retained 5.5% equity interest remaining as an investment in associate as at 31 December 2024.

14. Asset held-for-sale (cont'd)

Cumulative income or expense recognised in other comprehensive income

There is no cumulative income or expense included in other comprehensive income relating to the asset held-for-sale.

15. Cash and cash equivalents

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Fixed deposits	**31,130**	62,355	**19,556**	31,066
Cash at bank and in hand	**156,642**	115,444	**11,213**	14,910
	187,772	177,799	**30,769**	45,976

Cash and cash equivalents as at 31 December 2024 included $86,554,000 (2023: $52,894,000) which were deposited with financial institutions in the PRC. The remittance of these funds by the Group out of the PRC is subject to currency exchange restrictions. $20,353,000 (2023: $20,153,000) of these funds were held under PRC development project rules, where the utilisation of the funds is restricted to project related payments.

In addition, $5,307,000 (2023: $5,472,000) of cash at bank is restricted in use to secure a bank guarantee for an equivalent amount granted to a third party energy supplier.

16. Share capital

	Group and Company			
	2024		**2023**	
	Number of shares	**US$'000**	**Number of shares**	**US$'000**
Authorised share capital				
At 1 January and 31 December	**2,000,000,000**	**200,000**	2,000,000,000	200,000

	Group			
	2024		**2023**	
	Number of shares	**$'000**	**Number of shares**	**$'000**
Ordinary shares issued and fully paid				
At 1 January	**1,109,214,900**	**144,176**	923,849,075	118,802
Exercise of warrants	**20,050,994**	**2,702**	185,365,825	25,374
At 31 December [(i)]	**1,129,265,894**	**146,878**	1,109,214,900	144,176

(i) Excludes 307,682 shares in the Company held by a subsidiary which are accounted for as treasury shares in the consolidated financial statements of the Group in accordance with IAS 32 *Financial Instruments: Presentation*.

16. Share capital (cont'd)

	Company			
	2024		2023	
	Number of shares	$'000	Number of shares	$'000
Ordinary shares issued and fully paid				
At 1 January	**1,109,522,582**	**144,176**	924,156,757	118,802
Exercise of warrants	**20,050,994**	**2,702**	185,365,825	25,374
At 31 December	**1,129,573,576**	**146,878**	1,109,522,582	144,176

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are also entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets. Each ordinary share has a par value of US$0.10.

Rights and bonus issue of warrants

On 31 May 2019, an aggregate of 192,797,846 warrants were allotted and issued by the Company, comprising 113,576,237 warrants pursuant to a rights issue and 79,221,609 warrants pursuant to a bonus issue (collectively, "Warrants (2019)").

Each Warrant (2019) entitled the warrant holder to exercise the warrant into one new ordinary share in the Company at an exercise price of $1.30 during the period from 31 May 2019 to 30 May 2024, subject to adjustments under certain conditions. 12,229,752 remaining unexercised Warrants (2019) expired on 30 May 2024 and were delisted from the Official List of the Singapore Exchange Securities Trading Limited on 31 May 2024.

On 22 September 2020, pursuant to a bonus issue, 227,618,864 warrants ("Warrants (2020)") were allotted and issued on the basis of one warrant for every four existing shares.

Each Warrant (2020) shall entitle the warrant holder to exercise such warrant into one new ordinary share of the Company at the exercise price of $1.08, subject to adjustments under certain conditions, from 24 March 2021 to 21 March 2029.

During the current financial year, 20,050,994 (2023: 185,365,825) new ordinary shares were issued pursuant to the exercise of 16,064,622 Warrants (2019) (2023: 156,659,322) and 3,986,372 Warrants (2020) (2023: 28,706,503).

As at 31 December 2024, 184,361,709 Warrants (2020) (2023: 188,348,081) remain unexercised, of which 76,920 are held by a subsidiary of the Company.

Capital management

The Group defines "capital" as including all components of equity. The Group's objectives when managing its capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. This will in turn maintain investor and creditor confidence and sustain the future development of the business.

In order to achieve an optimal capital structure, the Group may issue new shares, obtain new borrowings or sell its assets. Excess capital, if any, may also be returned to shareholders.

The Group's capital structure is regularly reviewed and managed with due regard to its capital management objectives and practices. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Company or the Group, to the extent that these do not conflict with the directors' fiduciary duties towards the Company.

There were no changes in the Group's approach to capital management during the financial year.

16. Share capital (cont'd)

Capital management (cont'd)

The Company is not subject to any externally imposed capital requirements. However, the subsidiaries incorporated in the PRC are subject to currency exchange restrictions on the remittance of funds out of the PRC.

The quantitative information is as provided in the Statement of Changes in Equity.

17. Share premium

The share premium account represents the excess of the issue price over the par value of ordinary shares issued by the Company and may be applied only for the purposes specified in the Cayman Islands Companies Law.

18. Reserves

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Statutory reserve	**53,332**	53,117	**–**	–
Capital reserve	**245**	245	**(5,988)**	(5,988)
Distributable reserve	**655,029**	655,029	**655,029**	655,029
Foreign currency translation reserve	**(131,893)**	(113,310)	**–**	–
Retained earnings	**770,319**	727,818	**355,309**	407,953
	1,347,032	1,322,899	**1,004,350**	1,056,994

Statutory reserve

In accordance with the Company Law applicable to the subsidiaries in the PRC, wholly-owned subsidiaries are required to make appropriations to a statutory reserve. 10.0% of the statutory after-tax profits as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the statutory reserve until the cumulative total of the reserve reaches 50.0% of the subsidiaries' registered capital. The statutory reserve may be used to offset any accumulated losses, for business expansion or increase the registered capital of the subsidiaries. The statutory reserve is not available for dividend distribution, other than in the event of liquidation of the PRC subsidiaries.

Capital reserve

The capital reserve of the Group comprises:

(a) interest waived on intercompany loans; and

(b) the difference between the fair value and the cost of treasury shares reissued.

The capital reserve of the Company comprises:

(a) interest waived on intercompany loans;

(b) the difference between the fair value and the cost of treasury shares reissued; and

(c) accrued dividend income on the redeemable preference shares waived by a subsidiary of the Company during the year ended 31 December 2015.

18. Reserves (cont'd)

Distributable reserve

Distributable reserve arose from the capital reduction carried out by the Company in August 2017, of which $7,735,000 was utilised for the issuance of bonus shares in 2018.

Foreign currency translation reserve

The foreign currency translation reserve represents exchange difference arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

Dividends

The following dividends were declared and paid or payable by the Group and Company:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Declared and paid:				
Interim tax-exempt (one-tier) ordinary dividend paid of 1.10 cents (2023: 1.10 cents) per ordinary share in respect of the financial year ended 31 December 2024 (2023: 31 December 2023)	**12,422**	10,162	**12,425**	10,166
Final tax-exempt (one-tier) ordinary dividend declared of 3.10 cents (2023: 2.70 cents) per ordinary share in respect of the financial year ended 31 December 2023 (2023: 31 December 2022)	**34,864**	24,945	**34,874**	24,952
	47,286	35,107	**47,299**	35,118

In February 2025, the directors proposed a final tax-exempt (one-tier) ordinary dividend of 3.55 cents per qualifying ordinary share which is payable in May 2025. The estimated total final dividend of $40,089,000 and $40,100,000 for the Group and Company respectively was not provided for as at 31 December 2024.

19. Perpetual convertible capital securities

Rights issue of $244.0 million in aggregate principal amount of 4.85% Series 3 perpetual convertible capital securities ("PCCS") in the denomination of $1.08 for each PCCS ("2024 Rights Issue")

On 30 September 2024, pursuant to a rights issue, the Company issued 225,910,315 PCCS on the basis of one PCCS for every five existing ordinary shares at an issue price of $1.08 for each PCCS. Each PCCS shall entitle the PCCS holder to convert such PCCS into one new ordinary share in the Company at a conversion price of $1.08, subject to adjustments under certain conditions.

Each PCCS confers on the holder the right to receive a distribution of 4.85% per annum, paid semi-annually on 7 January and 7 July. The Company may, at its sole discretion, elect to defer the distribution subject to the compliance with applicable notice requirements. On any distribution payment date, the distributions of PCCS (including any arrears of distribution) must be paid prior to any dividend distribution, or the declaration of such dividend distribution, by the Company to its ordinary shareholders. In the event that conversion rights are exercised, any distribution due in respect of the converted PCCS will be fully extinguished.

No PCCS has been converted into ordinary shares in the Company during the year since its issuance on 30 September 2024.

20. Loans and borrowings

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Non-current liabilities				
Secured bank loans	**175,029**	151,799	**–**	–
Unsecured bank loans	**922,343**	770,091	**922,343**	770,091
Unsecured notes				
- third parties	**–**	77,958	**–**	77,958
- subsidiary	**–**	–	**–**	22,000
	1,097,372	999,848	**922,343**	870,049
Current liabilities				
Unsecured bank loans	**116,459**	250,705	**116,459**	250,705
Unsecured notes				
- third parties	**77,994**	–	**77,994**	–
- subsidiary	**–**	–	**22,000**	–
	194,453	250,705	**216,453**	250,705
Total loans and borrowings	**1,291,825**	1,250,553	**1,138,796**	1,120,754

Terms and debt repayment schedule

Terms and conditions of outstanding loans and borrowings are as follows:

	Group		Company	
	2024	2023	2024	2023
	$'000	$'000	$'000	$'000
Secured bank loans				
Repayable:				
After 1 year but within 5 years	**175,029**	151,799	**–**	–
Unsecured bank loans				
Repayable:				
- Within 1 year	**116,459**	250,705	**116,459**	250,705
- After 1 year but within 5 years	**922,343**	770,091	**922,343**	770,091
	1,213,831	1,172,595	**1,038,802**	1,020,796
Unsecured notes				
Repayable:				
- Within 1 year	**77,994**	–	**99,994**	–
- After 1 year but within 5 years	**–**	77,958	**–**	99,958
	1,291,825	1,250,553	**1,138,796**	1,120,754

The secured bank loans as at the end of the financial year bear interest ranging from 4.10% to 4.30% (2023: 4.20% to 4.50%) per annum. These development loans are secured on certain development properties and the Group's equity in the project companies. In addition, two indirect wholly owned-subsidiaries of the Group provided corporate guarantees for these loans.

The unsecured bank loans of the Group and Company as at the end of the financial year bear interest ranging from 2.94% to 6.00% (2023: 4.76% to 6.89%) per annum.

The unsecured notes pertain to the issuance of $100.0 million in principal amount of 3.29% fixed rate notes due February 2025 by the Company in February 2020 ("Notes") which were issued pursuant to a $1.0 billion Multicurrency Debt Issuance Programme established in 2015.

During the financial year ended 31 December 2020, a wholly-owned subsidiary of the Company repurchased $22,000,000 in aggregate principal amount of the Notes from unrelated third parties by way of a married deal.

The Notes have been fully redeemed in February 2025.

20. Loans and borrowings (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Liabilities								
	Loans and borrowings $'000	Loans from non-controlling interests of subsidiaries $'000	Non-trade amount due to associates $'000	Loans from an affiliate of a non-controlling interest of a subsidiary $'000	Lease liabilities $'000	Non-trade amount due to joint ventures $'000	Non-trade amount due to non-controlling interests of subsidiaries $'000	Interest payable $'000	Total $'000
Balance at 1 January 2024	1,250,553	9,275	692,618	33,338	100,356	111,154	59,851	10,268	2,267,413
Changes from financing cash flows									
Repayment to associates	–	–	(4,808)	–	–	–	–	–	(4,808)
Repayment to joint ventures	–	–	–	–	–	(9,181)	–	–	(9,181)
Interest paid	–	–	–	–	–	–	–	(86,165)	(86,165)
Advances from non-controlling interests of subsidiaries	–	–	–	–	–	–	750	–	750
Payment of transaction costs related to borrowings	(10,116)	–	–	–	–	–	–	–	(10,116)
Proceeds from bank borrowings	2,133,705	–	–	–	–	–	–	–	2,133,705
Repayment of bank borrowings	(2,147,423)	–	–	–	–	–	–	–	(2,147,423)
Payment of lease liabilities	–	–	–	–	(6,877)	–	–	–	(6,877)
Loan from a non-controlling interest of a subsidiary	–	72	–	–	–	–	–	–	72
	(23,834)	72	(4,808)	–	(6,877)	(9,181)	750	(86,165)	(130,043)
The effect of changes in foreign exchange rates	(184)	(279)	1,823	89	(2,921)	(61)	(251)	–	(1,784)
Other changes									
Liability-related									
Additions	–	–	–	–	247	–	–	90,896	91,143
Amortisation of transaction costs	5,458	–	–	–	–	–	–	–	5,458
Interest expense on lease liabilities	–	–	–	–	3,685	–	–	–	3,685
Capitalisation of borrowing costs		–	–	–	543	–	–	–	543
Repayment of advances from associates in operating cash flows	–	–	(10,411)	–	–	–	–	–	(10,411)
Set-off against capital reduction proceeds receivable from a joint venture	–	–	–	–	–	(8,821)	–	–	(8,821)
Repayment of advances to joint venture in operating cash flows	–	–	–	–	–	(3,243)	–	–	(3,243)
Interest paid in operating cash flows	–	–	–	–	–	–	–	(6,847)	(6,847)
Net proceeds from bank borrowings in operating cash flows	59,832	–	–	–	–	–	–	–	59,832
Total liability-related other changes	65,290	–	(10,411)	–	4,475	(12,064)	–	84,049	131,339
Balance at 31 December 2024	1,291,825	9,068	679,222	33,427	95,033	89,848	60,350	8,152	2,266,925

20. Loans and borrowings (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

	Liabilities								
	Loans and borrowings $'000	Loans from non-controlling interests of subsidiaries $'000	Non-trade amount due to associates $'000	Loans from an affiliate of a non-controlling interest of a subsidiary $'000	Lease liabilities $'000	Non-trade amount due to joint ventures $'000	Non-trade amount due to non-controlling interests of subsidiaries $'000	Interest payable $'000	Total $'000
Balance at 1 January 2023	1,008,386	3,727	759,457	34,665	90,536	71,491	68,798	10,677	2,047,737
Changes from financing cash flows									
Advances from associates (net)	–	–	5,546	–	–	–	–	–	5,546
Advances from joint ventures (net)	–	–	–	–	–	39,646	–	–	39,646
Interest paid	–	–	–	–	–	–	–	(77,017)	(77,017)
Advances from/(repayment to) non-controlling interests of subsidiaries (net)	–	5,263	–	–	–	–	(11,974)	–	(6,711)
Payment of transaction costs related to borrowings	(2,816)	–	–	–	–	–	–	–	(2,816)
Proceeds from bank borrowings	2,058,313	–	–	–	–	–	–	–	2,058,313
Repayment of bank borrowings	(1,798,381)	–	–	–	–	–	–	–	(1,798,381)
Payment of lease liabilities	–	–	–	–	(6,411)	–	–	–	(6,411)
	257,116	5,263	5,546	–	(6,411)	39,646	(11,974)	(77,017)	212,169
The effect of changes in foreign exchange rates	(1,028)	285	(28,193)	(1,327)	1,696	1,821	3,027	–	(23,719)
Other changes									
Liability-related									
Additions	–	–	–	–	10,177	–	–	87,659	97,836
Amortisation of transaction costs	4,888	–	–	–	–	–	–	–	4,888
Interest expense on lease liabilities	–	–	–	–	3,816	–	–	–	3,816
Capitalisation of borrowing costs	–	–	–	–	542	–	–	–	542
Repayment of advances from associates in operating cash flows	–	–	(44,192)	–	–	–	–	–	(44,192)
Repayment to joint ventures (net) in investing cash flows	–	–	–	–	–	(1,804)			(1,804)
Interest paid in operating cash flows	–	–	–	–	–	–	–	(11,051)	(11,051)
Net repayment of bank borrowings in operating cash flows	(18,809)	–	–	–	–	–	–	–	(18,809)
Total liability-related other changes	(13,921)	–	(44,192)	–	14,535	(1,804)	–	76,608	31,226
Balance at 31 December 2023	1,250,553	9,275	692,618	33,338	100,356	111,154	59,851	10,268	2,267,413

21. Trade and other payables

	Note	Group 2024 $'000	Group 2023 $'000	Company 2024 $'000	Company 2023 $'000
Trade payables		**83,184**	69,984	**–**	–
Accruals		**36,604**	34,275	**8,064**	4,527
Value added tax, business tax and other taxes payable		**4,789**	6,006	**171**	84
Non-trade amount due to:					
- former shareholders and affiliates of subsidiaries		**1,565**	1,476	**–**	–
- subsidiaries		**–**	–	**267,070**	282,330
- associates	8	**679,222**	692,618	**–**	–
- joint ventures	8	**89,848**	111,154	**–**	9,008
- non-controlling interests of subsidiaries		**60,350**	59,851	**–**	–
Loans from non-controlling interests of subsidiaries		**9,068**	9,275	**–**	–
Loans from an affiliate of a non-controlling interest of a subsidiary		**33,427**	33,338	**–**	–
Dividends payable		**308**	256	**308**	256
PCCS distribution payable		**3,015**	–	**3,015**	–
Deferred consideration		**4,658**	4,622	**–**	–
Deferred income		**765**	375	**–**	–
Interest payable		**8,152**	10,268	**4,811**	7,982
Deferred wage taxes		**7,265**	9,942	**–**	–
Deposits received		**7,706**	6,402	**–**	–
Other payables		**4,453**	4,177	**993**	206
		1,034,379	1,054,019	**284,432**	304,393
Non-current		**13,967**	21,212	**–**	–
Current		**1,020,412**	1,032,807	**284,432**	304,393
		1,034,379	1,054,019	**284,432**	304,393

Trade payables are unsecured and interest-free.

The non-trade amounts due to former shareholders and affiliates of subsidiaries, subsidiaries, associates, joint ventures, and non-controlling interests of subsidiaries are unsecured, interest-free and repayable on demand. The non-trade amount due to non-controlling interests of subsidiaries include $31,153,000 (2023: $29,029,000) due to an entity which is wholly owned by a key management personnel of the Group.

The loans from non-controlling interests of subsidiaries as at 31 December 2024 and 31 December 2023 are unsecured, interest-bearing at rates ranging from 3.6% to 4.8% per annum and due between 2026 to 2032.

21. Trade and other payables (cont'd)

The loans from an affiliate of a non-controlling interest of a subsidiary as at 31 December 2024 and 2023 were unsecured, interest-fee and due on 31 December 2025.

Deferred wage taxes relate to wage taxes incurred by some of the Group's Dutch hotels in respect of the period from May 2020 to July 2022, which have been deferred as permitted by the Dutch tax authority. The Group expects that out of total deferred wage taxes of $7,265,000 (2023: $9,942,000), $4,307,000 (2023: $6,958,000) would be paid beyond 12 months after the year end and are hence classified as non-current liability in the consolidated statement of financial position. These amounts bear interest at 4.0% per annum (2023: 3.0% per annum).

22. Lease liabilities

	Group		Company	
	2024	**2023**	**2024**	**2023**
	$'000	**$'000**	**$'000**	**$'000**
Non-current	**91,949**	97,228	**5**	69
Current	**3,084**	3,128	**64**	147
	95,033	100,356	**69**	216

The incremental borrowing rates applied to the lease liabilities ranged from 1.8% to 6.0% (2023: 1.8% to 6.0%) per annum for the Group and 2.2% (2023: 2.2%) per annum for the Company.

23. Contract liabilities

Contract liabilities relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances from customers for sale of development properties. Refer to Note 2.24 for more details.

Contract liabilities are recognised as revenue as the Group performs its obligations under the contract. The significant changes in contract liabilities during the financial year are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Revenue recognised that was included in contract liabilities at the beginning of the year	**(46,965)**	(12,227)
Increase due to cash received, excluding amounts recognised as revenue during the year	**20,874**	58,651

The aggregate amount of transaction price allocated to the unsatisfied (or partially satisfied) performance obligations as at 31 December 2024 is $35,347,000 (2023: $61,357,000).

The Group expects to recognise $35,347,000 (2023: $61,357,000) as revenue relating to the transaction price allocated to the unsatisfied (or partially satisfied) performance obligations as at 31 December 2024 in the next five years.

24. Receipts in advance

Receipts in advance comprise rental payments received in advance of due date from tenants and other income collected in advance. The liability is transferred to rental income within profit or loss as and when the service of providing lettable space to a tenant is provided.

25. Revenue

	2024 $'000	2023 $'000
Sale of development properties	**71,080**	36,974
Rental income from investment properties	**16,337**	16,639
Property financing revenue in respect of:		
- loans to third parties	**19,836**	12,860
- loans and debt securities to associates and joint ventures	**25,055**	39,518
	44,891	52,378
Hotel operations	**185,251**	176,937
	317,559	282,928

The following tables provide information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

Property development

Nature of goods or services	The Group constructs residential, commercial and mixed development properties for sale in the PRC and Europe.
When revenue is recognised	**Properties under development for which revenue is recognised at a point in time** For the contracts to sell residential properties and commercial properties in the PRC, the Group assessed that revenue is recognised when (a) the construction of the relevant property has been completed; (b) the property is ready for handover to the purchasers; and (c) collectability of the proceeds is reasonably assured and the Group has present right to the proceeds. **Completed properties for which revenue is recognised at a point in time** Where contracts relate to the sale of completed properties, revenue is recognised when collectability of the proceeds is reasonably assured and the Group has present right to the proceeds.
Significant payment terms	**Properties under development and completed properties** Billings to customers are based on terms set out in the sale and purchase agreement.

25. Revenue (cont'd)

Property financing

Nature of goods or services	The Group generates interest income, establishment fee income and/or commitment fee income from property financing. Property financing may be via interest-bearing loans or subscription of convertible bonds, secured on real estate collateral.
When revenue is recognised	Property financing revenue is recognised as revenue using the effective interest method over the tenure of loans or instruments.
Significant payment terms	Property financing revenue is received according to the terms set out in the loan agreement or convertible bonds subscription deed.

Hotel operations

Nature of goods or services	The Group generates hotel income from owning and operating hotels.
When revenue is recognised	Hotel income is recognised at the point at which the accommodation and related services are provided.
Significant payment terms	For hotel room income, payment is received when the accommodation and related services are provided to the customers and recognised over the period of hotel room stay. For hotel banquet sales, contract consideration will be billed in stages with the final payment to be received when the goods and services are provided to the customers (i.e. at the end of the event). For credit risk management purposes, a portion of the contract consideration is received upfront upon signing of the contract, and the remaining consideration will be billed in stages with the final payment to be received from the customers when goods and services are provided to the customers. As such, no financing component has been recognised as the payment terms are for reasons other than financing. For hotel food and beverages sales and merchandises, payment is received when the goods are provided to the customers.

25. **Revenue (cont'd)**

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Property development		Property financing		Hotel operations		Total*	
	2024	2023	2024	2023	2024	2023	2024	2023
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Primary geographical markets								
PRC	**70,650**	30,971	**20,282**	29,123	**17,224**	20,387	**108,156**	80,481
Europe	**424**	5,997	**18,306**	19,181	**167,940**	156,550	**186,670**	181,728
Others	**6**	6	**6,303**	4,074	**87**	–	**6,396**	4,080
	71,080	36,974	**44,891**	52,378	**185,251**	176,937	**301,222**	266,289
Timing of revenue recognition								
At a point in time	**71,080**	36,974	**–**	–	**185,251**	176,937	**256,331**	213,911
Over time	**–**	–	**44,891**	52,378	**–**	–	**44,891**	52,378
	71,080	36,974	**44,891**	52,378	**185,251**	176,937	**301,222**	266,289

Revenue contribution from a single region is disclosed separately when it exceeds 10% of the Group's revenue respectively.

* This excludes rental income from investment properties and unallocated revenue.

26. Other gains (net)

Other gains (net) comprise:

	Note	Group 2024 $'000	Group 2023 $'000
Gain/(loss) on disposal of:			
- a subsidiary	32	**–**	(508)
- a joint venture		**–**	4,364
- an associate		**(–)***	–
- an investment property		**93**	–
- other investments		**217**	–
- property, plant and equipment (net)		**(1)**	53
Gain on bargain purchase	31	**76**	–
Property, plant and equipment written off		**(11)**	(36)
		374	3,873

* Amount less than $1,000

27. Net finance costs

	Note	Group 2024 $'000	Group 2023 $'000
Finance income			
Interest income under the effective interest method on bank deposits		**2,744**	2,197
Interest income on:			
- structured deposits		**55**	487
- financial derivatives		**48,438**	50,550
- loan to a non-controlling interest of a subsidiary		**–**	20
- third party		**1**	–
		51,238	53,254
Finance costs			
Amortisation of transaction costs		**(5,458)**	(4,888)
Interest expense on:			
- bank loans		**(56,965)**	(47,675)
- financial derivatives		**(42,109)**	(36,155)
- loans from non-controlling interests		**(423)**	(163)
- accrued interest on significant financing component of contract liabilities		**(723)**	(671)
- lease liabilities	35	**(3,685)**	(3,816)
		(109,363)	(93,368)
Less: Amount capitalised	13	**14,534**	12,021
		(94,829)	(81,347)
Net finance costs		**(43,591)**	(28,093)

28. Profit before tax

Profit before tax is after debiting/(crediting) the following:

	Note	Group 2024 $'000	Group 2023 $'000
Audit fees paid/payable to:			
- auditors of the Company		**336**	301
- other auditors		**879**	787
Non-audit fees paid/payable to:			
- auditors of the Company		**35**	5
Depreciation of property, plant and equipment	4	**18,961**	20,343
Direct operating expenses arising from rental of investment properties		**1,652**	1,597
Exchange (gain)/loss (net)		**(57,698)**	(63,183)
Fair value (gain)/loss (net) on:			
- investment properties	5	**(30,942)**	(2,512)
- derivative assets/liabilities		**10,516**	51,046
- other investments		**(3,609)**	3,127
Write-down of development properties	13	**31,507**	25,326
(Reversal of impairment loss)/impairment loss on:			
- property, plant and equipment (net)	4	**(452)**	–
- goodwill	6	**16,164**	–
- loan receivable from a joint venture		**–**	(6,098)
- financial assets – third party trade receivables (net)	12	**159**	(33)
Hotel pre-opening expenses		**149**	–
Expenses relating to short-term leases	35	**540**	234
Staff costs		**84,419**	78,935
Government grants – wage-related*		**(969)**	65
Government grants – non wage-related		**(737)**	(148)
Staff costs			
Wages and salaries		**73,392**	69,270
Contributions to defined contribution plans		**12,182**	11,214
Termination benefits		**669**	339
		86,243	80,823
Less: Amounts capitalised in development properties	13	**(1,824)**	(1,888)
		84,419	78,935

* These relate mainly to various Covid-19 wage support schemes available to the Group entities and have been deducted from the payroll costs recorded in the profit or loss account. The debit balances in the prior period have arisen as the previously estimated government grants were higher than the final audited amounts. These amounts have been added back to the payroll costs recorded in the profit or loss account in the prior periods.

29. Tax expense

	Group 2024 $'000	Group 2023 $'000
Current tax expense		
Current year	**5,380**	3,620
Over-provision in respect of prior years	**(3,053)**	(1,256)
	2,327	2,364
Land appreciation tax expense	**6,891**	2,046
Withholding tax	**283**	1,591
	9,501	6,001
Deferred tax expense		
Origination and reversal of temporary differences	**9,875**	10,031
Under/(over)-provision in respect of prior years	**3,675**	(1,415)
	13,550	8,616
Total tax expense	**23,051**	14,617

Reconciliation of effective tax rate

	Group 2024 $'000	Group 2023 $'000
Profit for the year	**89,708**	13,079
Tax expense	**23,051**	14,617
Profit before tax	**112,759**	27,696
Tax calculated using tax rate of 25% (2023: 25%)	**28,190**	6,924
Effect of different tax rates in other jurisdictions	**(2,991)**	(5,587)
Utilisation of deferred tax assets not recognised	**(6,002)**	(2,361)
Effect of deferred tax assets not recognised	**9,846**	3,491
Expenses not deductible for tax purposes	**21,610**	21,742
Income not subject to tax	**(19,086)**	(11,496)
Land appreciation tax expense	**6,891**	2,046
Effect of tax deduction on land appreciation tax	**(1,723)**	(512)
Under/(over)-provision in respect of prior years	**622**	(2,671)
Effect of share of results of associates and joint ventures	**(14,877)**	658
Withholding tax	**283**	1,591
Others	**288**	792
	23,051	14,617

The Company is established under the laws of the Cayman Islands and is not subject to income tax in that jurisdiction. The Company is a Singapore tax resident from the Year of Assessment 2015 onwards. The Group's operations are mainly in the PRC and the Netherlands. Pursuant to the PRC and Dutch Corporate Income Tax Law, the statutory tax rates applicable to the Group's subsidiaries is 25.0% (2023: 25.0%) in the PRC, whereas the statutory tax rate applicable to the Group's subsidiaries in the Netherlands is 19.0% for the first taxable bracket up to €200,000 and 25.8% for the taxable income beyond that amount.

29. Tax expense (cont'd)

Withholding tax arising from the distribution of dividends

A 10% withholding tax is levied on dividends declared to foreign investors by foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

The Group's determination as to whether to accrue for withholding taxes arising from the distribution of dividends by certain subsidiaries is subject to judgement on the timing of the payment of the dividends. The Group considered the applicable withholding tax rate to be 5% (2023: 5%).

PRC Land Appreciation Tax ("LAT")

LAT is levied on properties developed by the Group for sale in the PRC, at prevailing progressive rates ranging from 30% to 60% on the appreciation of land value, which under the applicable regulations is calculated based on the proceeds of the sale of development properties less deductible expenditures including lease charges of land use rights, borrowing costs and relevant development expenditures. However, the implementation and settlement of LAT varies amongst different tax jurisdictions in the various cities of the PRC and certain projects of the Group have not finalised their LAT calculations and payments with the local tax authorities. The final outcome could be different from the amounts that were initially recorded, and any differences will impact the LAT expenses and the related provision in the period in which the differences realise. Accordingly, judgement is required in determining the amount of land appreciation and the related LAT provision.

30. Earnings per share

Basic earnings per share

The calculation of basic earnings per share was based on the profit attributable to ordinary shareholders as set out below, and the weighted average number of ordinary shares outstanding, calculated as follows:

Profit attributable to ordinary shareholders

	Group	
	2024	**2023**
	$'000	**$'000**
Profit for the year attributable to the owners of the Company (ordinary shareholders and PCCS holders)	**93,017**	12,522
Distributions on PCCS	**(3,015)**	–
Profit attributable to ordinary shareholders	**90,002**	12,522

30. Earnings per share (cont'd)

Weighted average number of ordinary shares (basic) [(i)]

	Group	
	2024	**2023**
	Number of shares	**Number of shares**
Weighted average number of ordinary shares	**1,101,487,994**	923,849,075
Effect of exercise of warrants	**20,050,994**	46,228,760
Weighted average number of ordinary shares during the year	**1,121,538,988**	970,077,835

Weighted average number of ordinary shares (diluted) [(i)]

	Group	
	2024	**2023**
	Number of shares	**Number of shares**
Weighted average number of ordinary shares used in the calculation of basic earnings per share	**1,121,538,988**	970,077,835
Potential ordinary shares issuable from the exercise of warrants	**61,845,892**	188,348,081
Weighted-average number of ordinary shares (diluted) during the year	**1,183,384,880**	1,158,425,916

(i) Adjusted for the effect of 307,682 (2023: 307,682) shares in the Company held by a subsidiary.

31. Acquisition of and gain in control of a subsidiary

On 29 November 2024, Tai Tak Industries Pte. Ltd ("TTIPL"), a wholly-owned subsidiary of Tai Tak, disposed of its 50% equity interest in FS Nieuw Holland 2 Pte. Ltd. ("FSNH2"), a 50:50 associated company of the Company and TTIPL, to FSAH, a wholly-owned direct subsidiary of the Company, for an aggregate cash consideration of approximately $6,000 (A$7,000). Based on the unaudited management accounts of FSNH2 as at 29 November 2024, the net asset value attributable to the 50% equity interest in FSNH2 amounted to approximately $83,000 (A$93,000). On 29 November 2024, the Company also transferred its 50% equity interest in FSNH2 to FSAH for an aggregate cash consideration of approximately $6,000 (A$7,000).

As a result of the abovementioned disposal by TTIPL, FSNH2 has become an indirect wholly-owned subsidiary of the Company. The Group has recognised a gain on bargain purchase amounting to $76,000 (A$86,000) from this acquisition and recorded this under "Other gains (net)" in the consolidated statement of profit or loss (Refer to Note 26).

32. Disposal of subsidiaries

FY2023

Disposal of East Sun No. 2

On 26 September 2023, FSGD and a non-controlling equity holder disposed of their respective 90% and 10% equity stake in East Sun No. 2, to a third party. The Group's 90% attributable share of the cash consideration amounted to $4,382,000 (RMB23,002,000). The consideration was arrived at on a willing-buyer willing-seller basis, taking into account, amongst other things, the assets and liabilities of East Sun No. 2. Based on the unaudited management accounts of East Sun No. 2 as at 26 September 2023, the net asset value attributable to the Group amounted to approximately $4,890,000 (RMB25,668,000).

The net assets and cash flows of the subsidiary disposed of are provided below:

	Note	2023 $'000
Property, plant and equipment	4	854
Investment property	5	6,226
Prepayments		2
Cash at bank		253
Deferred tax liabilities	11	(1,753)
Other payables		(122)
Contract liabilities		(7)
Accruals		(11)
Current tax payable		(9)
Non-controlling interest		(543)
Identified net assets disposed		4,890
Total consideration		4,382
Less: Cash and cash equivalents disposed		(253)
Net cash inflow		4,129
Total consideration		4,382
Less:		
Net identified assets on disposal		(4,890)
Loss on disposal	26	(508)

The loss on disposal of the subsidiary is recognised in "Other gains (net)" in the consolidated statement of profit or loss (refer to Note 26).

33. Operating segments

Information reported to the Group CEO and Group CFO (collectively the Group's chief operating decision makers ("CODM")) for the purpose of resource allocation and assessment of performance is specifically focused on the functionality of services provided. The following summary describes the operations in each of the Group's reportable segments:

- Property development – development and/or purchase of properties for sale
- Property investment – development and/or purchase of investment properties (including hotels) for rental income
- Property financing – provision of interest-bearing loans to associates, joint ventures and third parties, and subscription of debt securities.
- Hotel operations – hotels and hotspring owner

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before income tax, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Change in segmental reporting and restatement of comparatives

During the current financial year, Management has reassessed the Group's operating segments and has modified its segmental reporting as follows:

- reallocation of derivatives assets/derivative liabilities to the unallocated segment; and

- reallocation of the fair value change in derivatives and related foreign exchange differences on the settlement of matured derivatives to the unallocated segment.

The changes are to better reflect the way performance is monitored for each business segment. To ensure comparability, the segmental information for the prior financial year has been restated.

33. Operating segments (cont'd)

Information about reportable segments

	Property development $'000	Property investment $'000	Property financing $'000	Hotel operations $'000	Total reportable segments $'000	Unallocated $'000	Total $'000
2024							
Segment revenue	72,185	22,723	58,512	187,167	340,587	15,204	355,791
Elimination of inter-segment revenue	(1,105)	(8,641)	(13,621)	(1,916)	(25,283)	(12,949)	(38,232)
External revenue	71,080	14,082	44,891	185,251	315,304	2,255	317,559
(Loss)/profit from operating activities	(22,117)	46,853	33,415	2,758	60,909	35,931	96,840
Finance income	33,506	1,943	218	13,705	49,372	1,866	51,238
Finance costs	(54,980)	(3,719)	(17)	(28,807)	(87,523)	(7,306)	(94,829)
Share of after-tax (loss)/profit of associates and joint ventures	(23,763)	82,832	661	(223)	59,507	3	59,510
Segment (loss)/profit before tax	(67,354)	127,909	34,277	(12,567)	82,265	30,494	112,759
Other material non-cash items (debit)/credit:							
Depreciation	(1,273)	(323)	(77)	(16,738)	(18,411)	(550)	(18,961)
Fair value gain/(loss) (net) on:							
- other investments	–	3,466	–	–	3,466	143	3,609
- investment properties	–	30,942	–	–	30,942	–	30,942
- derivatives assets/liabilities	–	–	–	–	–	(10,516)	(10,516)
Exchange (loss)/gain (net)	(269)	(7)	(161)	(57)	(494)	58,192	57,698
Reversal of impairment loss/ (impairment loss) on:							
- property, plant and equipment (net)	–	–	–	452	452	–	452
- goodwill	–	–	–	(16,164)	(16,164)	–	(16,164)
- financial assets – third party trade receivables (net)	(277)	–	–	118	(159)	–	(159)
Property, plant and equipment written off	–	–	–	(11)	(11)	–	(11)
Write-down of development properties	(31,507)	–	–	–	(31,507)	–	(31,507)
Assets							
Segment assets	1,789,824	229,394	618,150	644,799	3,282,167	179,256	3,461,423
Interests in associates and joint ventures	1,166,721	273,825	588	6,522	1,447,656	–	1,447,656
	2,956,545	503,219	618,738	651,321	4,729,823	179,256	4,909,079
Liabilities							
Segment liabilities	(1,630,511)	(118,878)	(413,795)	(344,433)	(2,507,617)	(30,497)	(2,538,114)
Other segment information:							
Capital expenditure*	6	–	–	12,941	12,947	365	13,312

* Includes property, plant and equipment and investment properties, where applicable.

33. Operating segments (cont'd)

Information about reportable segments (cont'd)

	Property development $'000	Property investment $'000	Property financing $'000	Hotel operations $'000	Total reportable segments $'000	Unallocated $'000	Total $'000
2023							
Segment revenue	37,244	23,703	63,106	178,949	303,002	10,588	313,590
Elimination of inter-segment revenue	(270)	(9,252)	(10,728)	(2,012)	(22,262)	(8,400)	(30,662)
External revenue	36,974	14,451	52,378	176,937	280,740	2,188	282,928
(Loss)/profit from operating activities	(9,119)	3,789	47,209	13,856	55,735	2,684	58,419
Finance income	40,908	23	1,207	10,437	52,575	679	53,254
Finance costs	(55,190)	(769)	(8)	(18,123)	(74,090)	(7,257)	(81,347)
Share of after-tax profit/(loss) of associates and joint ventures	18,044	(20,670)	–	–	(2,626)	(4)	(2,630)
Segment (loss)/profit before tax	(5,357)	(17,627)	48,408	6,170	31,594	(3,898)	27,696
Other material non-cash items (debit)/credit:							
Depreciation	(1,336)	(435)	(41)	(18,029)	(19,841)	(502)	(20,343)
Fair value gain/(loss) (net) on:							
- other investments	–	–	–	–	–	(3,127)	(3,127)
- investment properties	–	2,512	–	–	2,512	–	2,512
- derivatives assets/liabilities	–	–	–	–	–	(51,046)	(51,046)
Exchange (loss)/gain (net)	(822)	–	(184)	(36)	(1,042)	64,225	63,183
Reversal of impairment loss on:							
- financial assets – third party trade receivables (net)	–	–	–	33	33	–	33
- financial assets – loan receivable from a joint venture	–	–	6,098	–	6,098	–	6,098
Property, plant and equipment written off	–	–	–	(36)	(36)	–	(36)
Write-down of development properties	(25,326)	–	–	–	(25,326)	–	(25,326)
Assets							
Segment assets	1,638,883	184,263	644,878	680,377	3,148,401	238,318	3,386,719
Interests in associates and joint ventures	1,182,685	64,223	–	2	1,246,910	9,092	1,256,002
	2,821,568	248,486	644,878	680,379	4,395,311	247,410	4,642,721
Liabilities							
Segment liabilities	(1,782,210)	(21,175)	(362,203)	(353,335)	(2,518,923)	(35,309)	(2,554,232)
Other segment information:							
Capital expenditure*	164	594	1	45,660	46,419	2,104	48,523

* Includes property, plant and equipment and investment properties, where applicable.

33. Operating segments (cont'd)

Geographical information

The Group's main businesses are those relating to property development, property investment, property financing and hotel operations.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers and segment assets are based on the geographical location of the assets.

	2024	2023
	$'000	$'000
Revenue		
PRC	**115,472**	88,399
Europe	**195,691**	190,449
Other countries	**6,396**	4,080
	317,559	282,928
Non-current assets*		
PRC	**1,311,411**	1,295,060
Europe	**861,381**	671,252
Other countries	**88,126**	86,700
	2,260,918	2,053,012

* Include goodwill, property, plant and equipment, investment properties and interests in associates and joint ventures.

34. Financial assets and financial liabilities

34.1 Financial instruments risk management objectives and policies

Overview

Risk management is integral to the whole business of the Group. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

Risk management framework

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks are credit risk, liquidity risk, market risk, interest rate risk and foreign currency risk.

The board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Audit and Risk Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Risk management framework (cont'd)

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

Credit risk

Credit risk is the risk of potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Group, as and when they fall due. The Group's and the Company's exposure to credit risk arise primarily from trade and other receivables.

It is the Group's policy that receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. Trade receivables mainly arise from its property financing business and also consist of hotel related trade receivables and rental receivables from its property investment business.

Trade receivables – property development business

The Group has a credit policy in place which establishes credit limits for customers and monitors their balances on an ongoing basis. The Group assesses the credit risk in respect of its property development operations to be relatively low as payments are usually received from property buyers in advance of the handover by the Group.

Trade receivables – hotel trade receivables

The Group has a credit policy in place which establishes credit limits for its hotel customers and monitors their balances on an ongoing basis. The Group does not have any significant concentrations of credit risk from its hotel operations. Goods and services are sold subject to payment deadlines ranging from zero to 90 days. A different payment term may apply to major customers, in which case additional securities are required, including guarantees. The ECL allowance in respect of these balances amounted to $286,000 (2023: $414,000) as at 31 December 2024.

Trade receivables – property investment business

In respect of the credit risk arising from its property investment operations, the Group manages the risk by collecting rental deposits in advance or obtains bankers' guarantee in lieu of cash deposits. The Group monitors the outstanding balances on an ongoing basis, therefore, the credit risk is relatively low.

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Credit risk (cont'd)

Trade receivables – property financing

The Group assesses the credit risk in respect of the property financing operations, including entrusted loans to third parties if any, to be relatively low as such loans are generally secured by a first legal mortgage of land use rights and/or property as well as personal guarantees and/or corporate guarantees. The loan disbursed is capped at a pre-set loan to value ratio of the property collateral.

The Group also disburses interest-bearing unsecured property financing loans to its associates and joint ventures as part of its property financing business. The Group assesses the credit risk in respect of such loan receivables to be low as interest on the loans is generally serviced on a regular basis and the borrower entities are in a healthy cash flow position. The Group reversed an impairment loss amounting to $6,098,000 in the year ended 31 December 2023 relating to a loan to a 50%-owned joint venture, upon the capitalisation of the loan to equity by the joint venture during that year.

In December 2024, the Group commenced legal action against a borrower in the Shanghai court to recover an outstanding loan principal of $70,012,000 (RMB375,800,000). The borrower has breached the loan amortisation plan which was agreed upon with the Group in September 2024. The legal action taken included the placement of preservation orders on the collateralised properties located in the prime Shanghai Pudong New Area, with a valuation of approximately RMB1.4 billion, and certain bank accounts. The first court hearing has been scheduled to take place on 13 March 2025. Considering the outstanding loan principal against the external valuation of the properties which have been placed on "first caveat" by the Group, the "claims-to-preservation" ratio is at a comfortable level of 27%. As such, no allowance for ECL was deemed necessary for the outstanding loan principal due and interest accrued as at 31 December 2024 amounting to $70,902,000 (RMB380,579,000) in aggregate.

Non-trade amount due from subsidiaries

The Company had non-trade receivables from its subsidiaries amounting to $7,036,000 (2023: $1,197,646,000) as at 31 December 2024. Impairment on these balances has been measured on the 12-month expected loss basis which reflects the low credit risk of the exposure. No allowance of these balances is required at the reporting date.

Derivatives

Derivatives are only entered into with banks with sound credit ratings.

Financial guarantees

As at 31 December 2024, the Group provided guarantees amounting to $42,348,000 (2023: $33,435,000) to banks in connection with mortgage loans granted to purchasers to finance their purchase of the properties developed by the Group in the PRC. Pursuant to the terms of the guarantees, if a purchaser defaults on the payment of his or her mortgage loan during the term of the guarantee, the Group is responsible to repay the outstanding amount under the loan and any accrued interest and penalty thereon owed by the defaulting purchaser to the bank. The guarantees will terminate upon the earlier of (i) the completion of the registration of the relevant property mortgages and the issuance of the relevant property ownership certificates of the properties to the purchasers; and (ii) the satisfaction of the mortgage loans by the purchasers of the properties. For certain projects, the guarantees will terminate instead upon the receipt of the certificate of statutory completion.

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Credit risk (cont'd)

Financial guarantees (cont'd)

The Group had also executed guarantees amounting to $452,530,000 as at 31 December 2024 (2023: $415,388,000) in favour of banks in respect of secured development loan facilities granted to certain subsidiaries, joint ventures and an associate of the Group.

The Group computes ECL for financial guarantees using the probability of default approach. In determining ECL for financial guarantees, the Group considers events such as default on instalment payments by purchasers of the properties if any and determines that a significant increase in credit risk would occur when there are changes in the risk that the specified debtor would default on the contract. As at the reporting date, the Group did not recognise any liabilities in respect of the financial guarantees granted in view of the remote default risk.

Credit risk concentration profile

At the end of the reporting year, approximately:

- 73% (2023: 80%) of the Group's trade receivables net of impairment losses were due from two (2023: two) major customers located in the PRC and Australia respectively.

- 68% (2023: 65%) of the Group's trade and other receivables were due from associates and joint ventures, while almost all the Company's receivables were balances with subsidiaries.

Liquidity risk

Liquidity risk is the risk that the Group or the Company will not be able to meet its financial obligations as and when they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically, the Group and the Company ensure that they maintain sufficient reserves of cash on demand and adequate committed lines of funding from major financial institutions and its shareholders to meet its liquidity requirements in the short and longer term. This excludes the potential impact of extreme circumstances that cannot be reasonably predicted.

The Group has contractual commitments to incur expenditure on its development properties, investment properties and property, plant and equipment (Refer to Note 36).

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Analysis of financial liabilities by remaining contractual maturities

The expected undiscounted cash outflows of financial liabilities, including interest payments, if any, and excluding netting agreements are as follows:

	Carrying amount $'000	Contractual cash flows $'000	Cash flows within 1 year $'000	Cash flows after 1 year but within 5 years $'000	Cash flows after 5 years $'000
Group					
2024					
Non-derivative financial liabilities					
Loans and borrowings	**1,291,825**	**(1,383,460)**	**(616,927)**	**(766,533)**	**–**
Lease liabilities	**95,033**	**(139,353)**	**(6,400)**	**(24,275)**	**(108,678)**
Trade and other payables*	**1,024,167**	**(1,038,052)**	**(1,024,328)**	**(13,724)**	**–**
Recognised financial liabilities	**2,411,025**	**(2,560,865)**	**(1,647,655)**	**(804,532)**	**(108,678)**
Financial guarantees	**–**	**(494,877)**	**(494,877)**	**–**	**–**
	2,411,025	**(3,055,742)**	**(2,142,532)**	**(804,532)**	**(108,678)**
Derivative financial instruments					
Derivative assets					
CCSs, FCSs and FXFs (gross settled)	**(111,463)**				
- Outflow		**(3,891,815)**	**(3,248,927)**	**(642,888)**	**–**
- Inflow		**4,157,041**	**3,293,702**	**863,339**	**–**
Derivative liabilities					
CCSs, FCSs and FXFs (gross settled)	**4,078**				
- Outflow		**(444,426)**	**(311,094)**	**(133,332)**	**–**
- Inflow		**512,414**	**379,130**	**133,284**	**–**
2023					
Non-derivative financial liabilities					
Loans and borrowings	1,250,553	(1,276,079)	(251,231)	(1,024,848)	–
Lease liabilities	100,356	(154,623)	(6,680)	(25,173)	(122,770)
Trade and other payables*	1,043,016	(1,064,859)	(1,043,181)	(19,830)	(1,848)
Recognised financial liabilities	2,393,925	(2,495,561)	(1,301,092)	(1,069,851)	(124,618)
Financial guarantees	–	(448,823)	(448,823)	–	–
	2,393,925	(2,944,384)	(1,749,915)	(1,069,851)	(124,618)
Derivative financial instruments					
Derivative assets					
CCSs, FCSs and FXFs (gross settled)	(127,106)				
- Outflow		(2,299,746)	(1,747,264)	(552,482)	–
- Inflow		2,406,946	1,824,977	581,969	–
Derivative liabilities					
CCSs, FCSs and FXFs (gross settled)	9,204				
- Outflow		(708,844)	(509,656)	(199,188)	–
- Inflow		708,779	491,485	217,294	–

* Excluding value added tax, business tax and other taxes payable, deferred consideration and deferred income

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Analysis of financial liabilities by remaining contractual maturities (cont'd)

	Carrying amount $'000	Contractual cash flows $'000	Cash flows within 1 year $'000	Cash flows after 1 year but within 5 years $'000	Cash flows after 5 years $'000
Company					
2024					
Non-derivative financial liabilities					
Loans and borrowings	**1,138,796**	**(1,174,580)**	**(631,589)**	**(542,991)**	**–**
Lease liabilities	**69**	**(70)**	**(65)**	**(5)**	**–**
Trade and other payables*	**284,435**	**(284,435)**	**(284,435)**	**–**	**–**
Recognised financial liabilities	**1,423,300**	**(1,459,085)**	**(916,089)**	**(542,996)**	**–**
Derivative financial instruments					
Derivative assets					
CCSs, FCSs and FXFs (gross settled)	**(111,463)**				
- Outflow		**(3,891,815)**	**(3,248,927)**	**(642,888)**	**–**
- Inflow		**4,157,041**	**3,293,702**	**863,339**	**–**
Derivative liabilities					
CCSs, FCSs and FXFs (gross settled)	**4,078**				
- Outflow		**(444,426)**	**(311,094)**	**(133,332)**	**–**
- Inflow		**512,414**	**379,130**	**133,284**	**–**
2023					
Non-derivative financial liabilities					
Loans and borrowings	1,120,754	(1,132,186)	(251,231)	(880,955)	–
Lease liabilities	216	(219)	(149)	(70)	–
Trade and other payables*	304,309	(304,309)	(304,309)	–	–
Recognised financial liabilities	1,425,279	(1,436,714)	(555,689)	(881,025)	–
Derivative financial instruments					
Derivative assets					
CCSs, FCSs and FXFs (gross settled)	(127,106)				
- Outflow		(2,299,746)	(1,747,264)	(552,482)	–
- Inflow		2,406,946	1,824,977	581,969	–
Derivative liabilities					
CCSs, FCSs and FXFs (gross settled)	9,204				
- Outflow		(708,844)	(509,656)	(199,188)	–
- Inflow		708,779	491,485	217,294	–

* Excluding value added tax, business tax and other taxes payables

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Liquidity risk (cont'd)

Analysis of financial liabilities by remaining contractual maturities (cont'd)

The maturity analyses show the contractual undiscounted cash flows of the financial liabilities of the Group and the Company on the basis of their earliest possible contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the period end and these amounts may change as market interest rates change. Except for these financial liabilities and the cash flows arising from the financial guarantees issued, it is not expected that the cash flows included in the maturity analyses above could occur significantly earlier, or at significantly different amounts.

Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Interest rate risk

Interest rate risk relates to the fluctuation risk of the fair value or future cash flow of the Group's financial instruments due to inter alia, changes in market interest rates. The Group's exposure to interest rate risk arises primarily from its loans and certain financial derivative contracts. The Group adopts a policy of managing its interest rate exposure by maintaining a debt portfolio with fixed and floating interest rates and contracting fixed rate CCSs.

The Group's financial assets comprise cash balances placed with reputable banks and financial institutions which generate interest income for the Group. The Group manages its interest rate risks on its interest income by placing the cash balances on varying maturities and interest rate terms.

The Group's financial liabilities comprise mainly bank loans which expose the Group to interest rate risk. As at 31 December 2024, approximately 46% (2023: 68%) of the Group's borrowings were at fixed rates of interest or hedged through fixed rate CCSs.

Sensitivity analysis for interest rate risk

At the end of the reporting period, an increase/decrease of 100 (2023: 100) basis points ("bps") in interest rates, with all other variables, in particular foreign currency rates, remaining constant, would have (decreased)/increased the Group's and Company's profit before tax by $6,989,000 (2023: $4,056,000) as a result of increased/decreased interest expense on floating rate bank loans. There is no impact on other components of equity.

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Foreign currency risk

The Group is exposed to volatility of the €, A$ and RMB in connection with its operations in Europe, Australia and the PRC, respectively. Any depreciation in these foreign currencies against $ will adversely affect the Group's earnings, net assets, value of any dividends it pays to its shareholders in $ or require the Group to use more foreign currency to service the same amount of any $ denominated debt. Fluctuations in exchange rates are affected by, amongst others, changes in political and economic conditions and the PRC's foreign exchange regime and policy.

The Group manages its currency exposure to RMB with borrowings denominated in RMB or offshore CNH, and/or financial derivatives whereby the end result is to achieve a corresponding RMB liability. As at 31 December 2024, the Group has fully hedged its RMB-denominated net assets (31 December 2023: 80.9%).

Since the Group's entry to the Dutch and German property markets in February 2015 and January 2018 respectively, the Group has managed its currency exposure to € by financing all its Dutch and German acquisitions with a combination of €-denominated borrowings and/or financial derivatives whereby the end result is to achieve a corresponding € liability.

Since the Group's subscription of units in a 39.9%-owned project developer trust to redevelop the Sydney House Project in January 2020, the Group has managed its currency exposure to A$ by financing its Australian investment with a combination of A$-denominated borrowings and/or financial derivatives whereby the end result is similarly to achieve a corresponding A$ liability.

The Group has sufficiently hedged its €, A$ and RMB cost base, but it will continue to monitor and manage its foreign exchange exposure, taking into account the associated costs of foreign currency-denominated borrowings and/or financial derivatives, and will take appropriate actions, as necessary. There is no assurance as to the effectiveness and success of any hedging measures that the Group might or might not take.

In addition, the Group does not practise hedge accounting. The derivative instruments described above are measured at fair value based on valuations provided by the respective counterparty banks, with changes in fair value recognised in the income statement. The fair value of each of the derivative instruments is dependent on various factors such as the forward foreign exchange rates, discount rates and yield curves. As such, the Group's income statement would fluctuate from time to time as adjustments are made to the fair value of the financial derivatives. A significant loss in the fair value of the derivative instruments would reduce the profit of the Group. In addition, should there be any material adverse change in the fair value of the derivative instruments when the foreign currency appreciates against $, in the case of derivative instruments with the end result of achieving a corresponding foreign currency liability, the counterparty banks for such contracts may require the Group to provide additional financial security, earmark credit facilities for settlement of the derivative instruments, and/or close out or liquidate the derivative instruments at prevailing prices, resulting in a net financial liability owing by the Group to the banks, which may have a material adverse impact on the Group's cash flows, financial position and prospects. Conversely, under such a scenario, to the extent that the Group's internal funding structure is not done via foreign currency denominated loan receivables, but with equity, the Group should expect to record a translation gain which is part of reserves in its shareholders' equity which would partially mitigate the negative impact of fair value loss on the derivative instruments.

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Foreign currency risk (cont'd)

Refer to Note 9 for the details of the outstanding financial derivative contracts as at 31 December 2024.

The exposure of the Group and Company to foreign currencies based on nominal amounts is as follows:

	€ $'000	$ $'000	RMB $'000	US$ $'000	Malaysian Ringgit $'000	A$ $'000
Group						
2024						
Cash and cash equivalents	**1,448**	**302**	**3,781**	**680**	**–**	**2,018**
Trade and other receivables	**–**	**–**	**17,097**	**164**	**–**	**–**
Trade and other payables	**(1,523)**	**(158)**	**(1,137)**	**(186)**	**(1,565)**	**–**
Intercompany balances	**(440)**	**(3,826)**	**104,189**	**8,608**	**–**	**(4,834)**
Loans and borrowings	**(83,823)**	**–**	**(10,205)**	**(31,871)**	**–**	**(2,699)**
Net statement of financial position exposure	**(84,338)**	**(3,682)**	**113,725**	**(22,605)**	**(1,565)**	**(5,515)**
CCSs, FCSs and FXFs	**(1,758,219)**	**–**	**(2,187,677)**	**–**	**–**	**(324,927)**
Net exposure	**(1,842,557)**	**(3,682)**	**(2,073,952)**	**(22,605)**	**(1,565)**	**(330,442)**
2023						
Cash and cash equivalents	3,840	320	28,050	2,872	–	765
Trade and other receivables	–	–	15,556	688	–	–
Trade and other payables	(713)	(146)	(2,024)	(242)	(1,476)	(9,319)
Intercompany balances	816,273	(5,688)	303,673	–	–	93,006
Loans and borrowings	(46,253)	–	(23,411)	(75,215)	–	–
Net statement of financial position exposure	773,147	(5,514)	321,844	(71,897)	(1,476)	84,452
CCSs, FCSs and FXFs	(1,277,652)	–	(1,434,581)	(95,831)	–	(125,308)
Net exposure	(504,505)	(5,514)	(1,112,737)	(167,728)	(1,476)	(40,856)

34. Financial assets and financial liabilities (cont'd)

34.1 Financial instruments risk management objectives and policies (cont'd)

Foreign currency risk (cont'd)

	€ $'000	RMB $'000	US$ $'000	A$ $'000
Company				
2024				
Cash and cash equivalents	**1,447**	**3,304**	**591**	**1,914**
Trade and other receivables	**–**	**–**	**164**	**–**
Trade and other payables	**(1,300)**	**(1,080)**	**(182)**	**(271)**
Intercompany balances	**–**	**(63,097)**	**3**	**(187)**
Loans and borrowings	**(83,823)**	**(10,205)**	**(31,871)**	**(2,699)**
Net statement of financial position exposure	**(83,676)**	**(71,078)**	**(31,295)**	**(1,243)**
CCSs, FCSs and FXFs	**(1,758,219)**	**(2,187,677)**	**–**	**(324,927)**
Net exposure	**(1,841,895)**	**(2,258,755)**	**(31,295)**	**(326,170)**
2023				
Cash and cash equivalents	3,839	6,684	2,584	682
Trade and other receivables	–	–	681	–
Trade and other payables	(712)	(2,024)	(242)	(9,319)
Intercompany balances	818,724	181,305	64	92,105
Loans and borrowings	(46,253)	(23,411)	(75,215)	–
Net statement of financial position exposure	775,598	162,554	(72,128)	83,468
CCSs, FCSs and FXFs	(1,277,652)	(1,434,581)	(95,831)	(125,308)
Net exposure	(502,054)	(1,272,027)	(167,959)	(41,840)

Sensitivity analysis for foreign currency risk

A 10% (2023: 10%) strengthening of the following major currencies against the functional currency of each of the Group's entities at the reporting date would impact the profit before tax of the Group and the Company by the amounts shown below. A 10% weakening of the above major currencies against the functional currency of each of the Group's entities at the reporting date would have an equal but opposite effect. There is no impact on other components of equity. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Group Increase/(decrease) in profit before tax		Company Increase/(decrease) in profit before tax	
	2024 $'000	2023 $'000	2024 $'000	2023 $'000
€	**(184,256)**	(50,451)	**(184,189)**	(50,206)
$	**(368)**	(551)	**–**	–
RMB	**(207,395)**	(111,274)	**(225,876)**	(127,203)
US$	**(2,261)**	(16,773)	**(3,130)**	(16,796)
Malaysian Ringgit	**(157)**	(148)	**–**	–
A$	**(33,044)**	(4,086)	**(32,617)**	(4,184)

34. Financial assets and financial liabilities (cont'd)

34.2 Accounting classifications and fair values

Fair values versus carrying amounts

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are set out below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount				Fair value		
	Note	Financial assets at amortised cost	Financial liabilities at amortised cost	Designated at fair value through profit or loss	Total	Level 1	Level 2	Level 3
		$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group								
2024								
Financial assets not measured at fair value								
Trade and other receivables*	12	971,346	–	–	971,346			
Cash and cash equivalents	15	187,772	–	–	187,772			
		1,159,118	–	–	1,159,118			
Financial assets measured at fair value								
Derivative assets	9	–	–	111,464	111,464	–	111,464	–
Other investments:								
- Quoted equity securities	10	–	–	11,784	11,784	11,784	–	–
		–	–	123,248	123,248			
Financial liabilities not measured at fair value								
Loans and borrowings	20	–	(1,291,825)	–	(1,291,825)			
Trade and other payables**	21	–	(1,024,167)	–	(1,024,167)			
Lease liabilities	22	–	(95,033)	–	(95,033)			
		–	(2,411,025)	–	(2,411,025)			
Financial liabilities measured at fair value								
Derivative liabilities	9	–	–	(4,078)	(4,078)	–	(4,078)	–

* Excluding value added tax and goods and services tax recoverable, and prepayments
** Excluding value added tax, business tax and other taxes payable, deferred consideration and deferred income

34. Financial assets and financial liabilities (cont'd)

34.2 Accounting classifications and fair values (cont'd)

Fair values versus carrying amounts (cont'd)

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are set out below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Note	Carrying amount				Fair value		
		Financial assets at amortised cost	Financial liabilities at amortised cost	Designated at fair value through profit or loss	Total	Level 1	Level 2	Level 3
		$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group								
2023								
Financial assets not measured at fair value								
Trade and other receivables*	12	955,437	–	–	955,437			
Cash and cash equivalents	15	177,799	–	–	177,799			
		1,133,236	–	–	1,133,236			
Financial assets measured at fair value								
Derivative assets	9	–	–	127,106	127,106	–	127,106	–
Other investments:								
- Quoted equity securities	10	–	–	27,115	27,115	27,115	–	–
- Debt securities	10	–	–	39,963	39,963	–	–	39,963
		–	–	194,184	194,184			
Financial liabilities not measured at fair value								
Loans and borrowings	20	–	(1,250,553)	–	(1,250,553)			
Trade and other payables**	21	–	(1,043,016)	–	(1,043,016)			
Lease liabilities	22	–	(100,356)	–	(100,356)			
		–	(2,393,925)	–	(2,393,925)			
Financial liabilities measured at fair value								
Derivative liabilities	9	–	–	(9,204)	(9,204)	–	(9,204)	–

* Excluding value added tax and goods and services tax recoverable, and prepayments
** Excluding value added tax, business tax and other taxes payable, deferred consideration and deferred income

34. Financial assets and financial liabilities (cont'd)

34.2 Accounting classifications and fair values (cont'd)

Fair values versus carrying amounts (cont'd)

		Carrying amount				Fair value
	Note	Financial assets at amortised cost	Financial liabilities at amortised cost	Designated at fair value through profit or loss	Total	Level 2
		$'000	$'000	$'000	$'000	$'000
Company						
2024						
Financial assets not measured at fair value						
Trade and other receivables*	12	**9,778**	–	–	**9,778**	
Cash and cash equivalents	15	**30,769**	–	–	**30,769**	
		40,547	–	–	**40,547**	
Financial assets measured at fair value						
Derivative assets	9	–	–	**111,464**	**111,464**	**111,464**
Financial liabilities not measured at fair value						
Loans and borrowings	20	–	**(1,138,796)**	–	**(1,138,796)**	
Lease liabilities	22	–	**(69)**	–	**(69)**	
Trade and other payables**	21	–	**(284,261)**	–	**(284,261)**	
		–	**(1,423,126)**	–	**(1,423,126)**	
Financial liabilities measured at fair value						
Derivative liabilities	9	–	–	**(4,078)**	**(4,078)**	**(4,078)**

* Excluding value added tax and goods and services tax recoverable, and prepayments
** Excluding value added tax, business tax and other taxes payable

34. Financial assets and financial liabilities (cont'd)

34.2 Accounting classifications and fair values (cont'd)

Fair values versus carrying amounts (cont'd)

		Carrying amount				Fair value
	Note	Financial assets at amortised cost $'000	Financial liabilities at amortised cost $'000	Designated at fair value through profit or loss $'000	Total $'000	Level 2 $'000
Company						
2023						
Financial assets not measured at fair value						
Trade and other receivables*	12	1,202,419	–	–	1,202,419	
Cash and cash equivalents	15	45,976	–	–	45,976	
		1,248,395	–	–	1,248,395	
Financial assets measured at fair value						
Derivative assets	9	–	–	127,106	127,106	127,106
Financial liabilities not measured at fair value						
Loans and borrowings	20	–	(1,120,754)	–	(1,120,754)	
Lease liabilities	22	–	(216)	–	(216)	
Trade and other payables**	21	–	(304,309)	–	(304,309)	
		–	(1,425,279)	–	(1,425,279)	
Financial liabilities measured at fair value						
Derivative liabilities	9	–	–	(9,204)	(9,204)	(9,204)

* Excluding value added tax and goods and services tax recoverable, and prepayments
** Excluding value added tax and business tax and other taxes payable

Measurement of fair value

Level 2 fair value measurements - derivatives

CCSs, FCSs and FXFs are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates.

34. Financial assets and financial liabilities (cont'd)

34.2 Accounting classifications and fair values (cont'd)

Measurement of fair value (cont'd)

Level 3 fair value measurements – information about unobservable inputs used

The following tables show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Group			
Debt securities – at fair value through profit or loss	Discounted cash flow	Probability of default: n.a. (2023: 0.0%)	An increase in the probability of default would result in a higher fair value measurement and vice versa.

Financial instruments not measured at fair value

Determination of fair value – Trade and other receivables, excluding prepayments

The fair values disclosed are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending or borrowing arrangements at the end of the reporting period.

Level 3 fair values

The following table shows a reconciliation of the opening balances to the ending balances for Level 3 fair values:

	Group	
	Unquoted equity and debt securities - at fair value through profit or loss	
	2024	**2023**
	$'000	**$'000**
At 1 January	**39,963**	120,782
Redemption of debt securities by issuer	**–**	(57,022)
Sale of debt securities	**(39,963)**	(23,797)
At 31 December	**–**	39,963

Valuation policies and procedures

Please refer to Note 5(ii) for the valuation policies and procedures of the Group.

35. Leases

Leases as lessee

The Group leases land, properties and motor vehicles. The leases typically run for a period of 2 to 29 years, with an option to renew the lease after that date. Lease payments are renegotiated before the maturity of the lease to reflect market rentals. Some leases provide for additional rent payments that are based on changes in local price indices. For certain leases, the Group is restricted from entering into any sub-lease arrangements.

The property leases which include office and hotel leases were entered into many years ago as combined leases of land. Previously, these leases were classified as operating leases under IAS 17.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases that are short-term (i.e., equal to or less than twelve months) and/or leases of low-value items.

Information about leases for which the Group is a lessee is presented below.

Right-of-use assets

Group

	Leasehold land	Leased properties	Motor vehicles	Interests in leasehold land and leased assets (Note 4)	Development properties (Note 13)	Total
	$'000	$'000	$'000	$'000	$'000	$'000
Balance at 1 January 2023	14,025	114,084	16	128,125	16,017	144,142
Additions	–	9,897	281	10,178	–	10,178
Amortisation for the year	(521)	(3,451)	(82)	(4,054)	–	(4,054)
Translation differences on consolidation	(670)	2,255	1	1,586	289	1,875
Balance at 31 December 2023 and 1 January 2024	**12,834**	**122,785**	**216**	**135,835**	**16,306**	**152,141**
Additions	**–**	**34**	**213**	**247**	**–**	**247**
Amortisation for the year	**(511)**	**(3,334)**	**(93)**	**(3,938)**	**–**	**(3,938)**
Impairment loss for the year	**–**	**(2,716)**	**–**	**(2,716)**	**–**	**(2,716)**
Translation differences on consolidation	**38**	**(2,159)**	**(10)**	**(2,131)**	**(490)**	**(2,621)**
Balance at 31 December 2024	**12,361**	**114,610**	**326**	**127,297**	**15,816**	**143,113**

Company

	Note	Leased assets
		$'000
Balance at 1 January 2023	4	357
Amortisation for the year		(146)
Balance at 31 December 2023 and 1 January 2024	4	**211**
Amortisation for the year		**(144)**
Balance at 31 December 2024	4	**67**

35. Leases (cont'd)

Amounts recognised in profit or loss

Group	**2024**	2023
	$'000	$'000
Leases under IFRS 16		
Expenses relating to short-term leases (Note 28)	**540**	234
Interest expense on lease liabilities (Note 27)	**3,685**	3,816

Amounts recognised in statement of cash flows

Group	**2024**	2023
	$'000	$'000
Total cash outflow for leases	**6,877**	6,411

Extension options

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

Group as a lessor

The Group leases out its investment properties consisting of hotels, retail mall and commercial properties. The Group has classified these leases as operating leases from a lessor perspective, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. These leases have terms of between one and 25 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions. Note 5 sets out information about the operating leases of the investment properties.

Rental income from investment properties recognised by the Group amounted to $14,082,000 (2023: $14,451,000).

The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received by the Group after the reporting date.

	2024	2023
	$'000	$'000
Operating leases		
Within one year	**16,252**	13,020
After one year but within five years	**55,419**	46,610
After five years	**63,823**	72,422
Total	**135,494**	132,052

36. Commitments

The Group has the following commitments as at the reporting date:

Capital commitments

	Group	
	2024	**2023**
	$'000	**$'000**
Contracted but not provided for in the financial statements:		
- Expenditure in respect of investment properties and development properties	**109,880**	207,292
- Expenditure in respect of property, plant and equipment	**16,391**	117

37. Related parties

For the purposes of these financial statements, parties are considered to be related to the Company if the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and the party are subject to common control or common significant influence. Related parties may be individuals or entities.

Other than as disclosed elsewhere in the financial statements, transactions with related parties based on terms agreed between the parties are as follows:

	Group	
	2024	**2023**
	$'000	**$'000**
Associates and joint ventures		
Consultancy fees received and receivable	**1,560**	2,114
Service income received and receivable	**2,291**	2,137
Rental expenses paid and payable	**5,030**	5,003
Affiliated corporations		
Service income received and receivable	**29**	29

Transactions with key management personnel

The key management personnel compensation comprises:

	Group	
	2024	**2023**
	$'000	**$'000**
Directors' fees	**393**	413
Short-term employee benefits	**6,606**	3,640
Defined contribution plans	**94**	90
	7,093	4,143

38. Employee share option scheme

On 19 May 2014, the shareholders of the Company adopted a share option scheme known as the First Sponsor Employee Share Option Scheme (the "Share Option Scheme") that entitles eligible participants (which include the non-executive directors) to purchase shares in the Company. The Share Option Scheme shall continue in operation for a maximum period of 10 years commencing from 19 May 2014, and may continue for any further period thereafter with the approval of the shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

The Share Option Scheme is administered by the Administration Committee, comprising members of the Remuneration Committee and the Nominating Committee.

The aggregate number of shares which may be offered by way of grant of options to all controlling shareholders of the Company and their respective associates under the Share Option Scheme shall not exceed 25% of the total number of shares available under the Share Option Scheme, with the number of shares which may be offered by way of granting options to each controlling shareholder of the Company and his respective associate not exceeding 10% of the total number of shares available under the Share Option Scheme.

The exercise price of the options granted under the Share Option Scheme shall be determined at the discretion of the Administration Committee and may be:

(a) set at a discount to a price (the "Market Price") equal to the average of the last dealt prices for the shares on the SGX-ST for the five consecutive market days immediately preceding the relevant date of grant of the relevant option (subject to a maximum discount of 20.0%), in which event, such options may be exercised after the second anniversary from the date of grant of the options; or

(b) fixed at the Market Price, in which event such options may be exercised after the first anniversary of the date of grant of that option.

Options granted under the Share Option Scheme will have a life span of 10 years.

The Share Option Scheme expired on 18 May 2024 and no options have been granted under the Share Option Scheme during the financial year up to the date of its expiry.

39. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 12 March 2025.

STATEMENTS OF ORDINARY SHAREHOLDING

As at 12 March 2025

Number of Issued Shares [1] (excluding treasury shares)	:	1,129,573,576 ordinary shares of US$0.10 each
Voting Rights	:	1 vote per share
Number of Treasury Shares	:	Nil

Note:

(1) This includes 307,682 shares held by a wholly-owned subsidiary of the Company

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	44	2.40	696	0.00
100 - 1,000	726	39.52	370,521	0.03
1,001 - 10,000	814	44.31	2,635,124	0.23
10,001 - 1,000,000	228	12.41	15,778,583	1.40
1,000,001 and above	25	1.36	1,110,788,652	98.34
Total	**1,837**	**100.00**	**1,129,573,576**	**100.00**

TWENTY LARGEST SHAREHOLDERS REGISTERED WITH THE CENTRAL DEPOSITORY (PTE) LIMITED

No.	Name	No. of Shares	%
1	REPUBLIC HOTELS & RESORTS LIMITED	351,436,987	31.11
2	FIRST SPONSOR CAPITAL LIMITED	344,121,000	30.46
3	CITIBANK NOMINEES SINGAPORE PTE LTD	134,745,327	11.93
4	TAI TAK ASIA PROPERTIES LTD	57,244,770	5.07
5	PHILLIP SECURITIES PTE LTD	49,797,429	4.41
6	M&C HOSPITALITY INTERNATIONAL LIMITED	44,138,222	3.91
7	DBS VICKERS SECURITIES (S) PTE LTD	26,071,211	2.31
8	REGENT LAND INVESTMENT HOLDINGS LIMITED	21,692,123	1.92
9	DBS NOMINEES PTE LTD	14,998,540	1.33
10	ARARAT HOLDINGS LIMITED	10,537,587	0.93
11	MAGNIFICENT OPPORTUNITY LIMITED	9,808,562	0.87
12	HO HAN LEONG CALVIN	8,500,000	0.75
13	HOCKSONS PTE LTD	7,725,112	0.68
14	NEO TECK PHENG	6,109,907	0.54
15	HO HAN KHOON ALVIN	4,450,000	0.39
16	JCL CAPITAL PTE LTD	3,545,300	0.31
17	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	3,296,277	0.29
18	KGI SECURITIES (SINGAPORE) PTE. LTD	2,137,820	0.19
19	HO HAN SIONG CHRISTOPHER	2,072,500	0.18
20	LEE SAU HUN	1,860,000	0.16
	Total:	**1,104,288,674**	**97.74**

SHAREHOLDING IN THE HANDS OF THE PUBLIC AS AT 12 MARCH 2025

The percentage of shareholding in the hands of the public was approximately 11.19% of the total number of issued and fully paid-up ordinary shares of the Company. Accordingly, Rule 723 of the Listing Manual of the Singapore Exchange Securities has been complied with.

STATEMENTS OF ORDINARY SHAREHOLDING

As at 12 March 2025

SUBSTANTIAL SHAREHOLDERS

	Shares			
	Direct Interest		Deemed Interest	
	Number of Shares	% of Issued Shares	Number of Shares	% of Issued Shares
Mr Ho Han Leong Calvin (1)	8,500,000	0.75	538,237,263	47.65
Mr Ho Han Khoon Alvin (2)	4,450,000	0.39	344,121,000	30.46
Mr Neo Teck Pheng (3)	11,176,907(4)	0.99	364,467,149	32.27
First Sponsor Capital Limited	344,121,000	30.46	–	–
Tai Tak Asia Properties Ltd (5)	172,244,770(6)	15.25	365,992,493	32.40
Tai Tak Industries Pte. Ltd. (7)	–	–	538,237,263	47.65
Tai Tak Estates Sendirian Berhad (8)	–	–	538,237,263	47.65
SG Investments Pte. Ltd. (9)	–	–	538,237,263	47.65
First Sponsor Management Limited (10)	–	–	344,121,000	30.46
TT Properties (Asia) Ltd (11)	–	–	344,121,000	30.46
Republic Hotels & Resorts Limited	351,436,987	31.11	–	–
M&C Hotel Investments Pte. Ltd. (12)	–	–	351,436,987	31.11
M&C Hospitality International Limited (13)	44,138,222	3.91	351,436,987	31.11
M&C Singapore Holdings (UK) Limited (14)	–	–	395,575,209	35.02
Millennium & Copthorne Hotels Limited (15)	–	–	395,575,209	35.02
Agapier Investments Limited (16)	–	–	395,575,209	35.02
Singapura Developments (Private) Limited (17)	–	–	395,575,209	35.02
City Developments Limited (18)	–	–	395,575,209	35.02
Hong Leong Investment Holdings Pte. Ltd. (19)	–	–	395,575,209	35.02

Notes:

(1) Mr Ho Han Leong Calvin, the Company's Non-Executive Chairman, is treated as having an interest under Section 4 of the SFA in (a) the Shares held directly by First Sponsor Capital Limited ("FSCL"), (b) the Shares held directly by Tai Tak Asia Properties Ltd ("TTAPL") and in which TTAPL is treated as having an interest under Section 4 of the SFA and (c) the Shares in which Chengdu Tianfu Properties Ltd. ("CTF") is treated as having an interest under Section 4 of the SFA, which are 344,121,000 Shares, 538,237,263 Shares and 21,871,493 Shares respectively. These three entities are entities in which he is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof. Please refer to note 5 below for the details on the Shares in which TTAPL and CTF are treated as having an interest under Section 4 of the SFA. He is also treated as having an interest in the Shares held indirectly by Tai Tak Industries Pte. Ltd. ("TTI"), Tai Tak Estates Sendirian Berhad ("TTESB"), SG Investments Pte. Ltd. ("SGI"), First Sponsor Management Limited ("FSML") and TT Properties (Asia) Ltd ("TTPA"), in which he is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(2) Mr Ho Han Khoon Alvin, an alternate director to the Company's Non-Executive Chairman, is treated as having an interest under Section 4 of the SFA in the Shares held directly by FSCL and indirectly by FSML and TTPA, in which he is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof, which is 344,121,000 Shares.

(3) Mr Neo Teck Pheng, the Group Chief Executive Officer and Executive Director, is treated as having an interest under Section 4 of the SFA in the Shares held directly by FSCL, Ararat Holdings Limited and Magnificent Opportunity Limited, which are 344,121,000 Shares, 10,537,587 Shares and 9,808,562 Shares, respectively. These three entities are entities in which he is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof. He is also treated as having an interest under Section 4 of the SFA in the Shares held indirectly by FSML, in which he is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(4) Includes (a) 3,000,000 Shares held via Oversea-Chinese Banking Corporation Limited, (b) 2,000,000 Shares held via United Overseas Bank Nominees (Private) Limited, and (c) 67,000 Shares in his SRS account with DBS Bank Ltd.

(5) TTAPL is treated as having an interest under Section 4 of the SFA in (a) the Shares held by FSCL directly and (b) the Shares held by CTF via DBS Vickers Securities (S) Pte Ltd, which are 344,121,000 Shares and 21,871,493 Shares, respectively. TTAPL is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares of FSCL and CTF.

(6) Includes 115,000,000 Shares held via Citibank Nominees Singapore Pte Ltd.

(7) TTI is treated as having an interest under Section 4 of the SFA in 538,237,263 Shares held directly and indirectly by TTAPL, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(8) TTESB is treated as having an interest under Section 4 of the SFA in 538,237,263 Shares held indirectly by TTI, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(9) SGI is treated as having an interest under Section 4 of the SFA in 538,237,263 Shares held indirectly by TTESB, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(10) FSML is treated as having an interest under Section 4 of the SFA in 344,121,000 Shares held directly by FSCL, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(11) TTPA is treated as having an interest under Section 4 of the SFA in 344,121,000 Shares held indirectly by FSML, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(12) M&C Hotel Investments Pte. Ltd. (“MHIPL”) is treated as having an interest under Section 4 of the SFA in 351,436,987 Shares held directly by Republic Hotels & Resorts Limited, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(13) M&C Hospitality International Limited (“MHIL”) is treated as having an interest under Section 4 of the SFA in 351,436,987 Shares held indirectly by MHIPL, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(14) M&C Singapore Holdings (UK) Limited (“MSH”) is treated as having an interest under Section 4 of the SFA in 395,575,209 Shares held directly and indirectly by MHIL, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(15) Millennium & Copthorne Hotels Limited (“M&C”) is treated as having an interest under Section 4 of the SFA in 395,575,209 Shares held indirectly by MSH, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(16) Agapier Investments Limited (“AIL”) is treated as having an interest under Section 4 of the SFA in 395,575,209 Shares held indirectly by M&C, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(17) Singapura Developments (Private) Limited (“SDP”) is treated as having an interest under Section 4 of the SFA in 395,575,209 Shares held indirectly by AIL, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(18) City Developments Limited (“CDL”) is treated as having an interest under Section 4 of the SFA in 395,575,209 Shares held indirectly by SDP, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

(19) Hong Leong Investment Holdings Pte. Ltd. is treated as having an interest under Section 4 of the SFA in 395,575,209 Shares held indirectly by CDL, in which it is entitled to exercise or control the exercise of not less than 20.0 per cent. of the votes attached to the voting shares thereof.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION

At the 11th Annual General Meeting

	Mr Kingston Kwek Eik Huih
Date of Appointment	5 March 2019
Date of last re-appointment (if applicable)	26 April 2022
Age	43
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Mr Kwek has continued to discharge his duties as Non-Executive Director well and to contribute positively to the Company. The process of succession planning for the Board, appointment of Directors and the re-nomination and re-election of Directors are set out on pages 79 to 80 and 83 of the Annual Report.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive Director
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Director
Professional qualifications	• Master of Arts Degree, Columbia University • Bachelor of Science Degree in Finance, Wharton School of Business • Bachelor of Arts Degree, University of Pennsylvania
Working experience and occupation(s) during the past 10 years	September 2012 – Present Private investor in disruptive and new technologies, private equity investing and opportunistic investments.
Shareholding interest in the listed issuer and its subsidiaries	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr Kingston Kwek Eik Huih is the son of Mr Kwek Leng Beng, the Executive Chairman of City Developments Limited ("**CDL**") and brother of Mr Sherman Kwek, the Group CEO and Executive Director of CDL. CDL is a controlling shareholder of the listed issuer.
Conflict of interest (including any competing business)	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* Including Directorships# * "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)	
• *Past (for the last 5 years)*	Welland Investments Limited (Alternate Director)
• *Present*	• Beijing Fortune Hotel Co., Ltd. (Director) • Hong Leong Foundation (Governor)

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION

At the 11th Annual General Meeting

		Mr Kingston Kwek Eik Huih
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.		
(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
(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
(c)	Whether there is any unsatisfied judgement against him?	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 of which he is aware) for such purpose?	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 of which he is aware) for such breach?	No

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION

At the 11th Annual General Meeting

		Mr Kingston Kwek Eik Huih
(f)	Whether at any time during the last 10 years, judgement 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
(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
(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
(i)	Whether he has ever been the subject of any order, judgement 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
(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
	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
	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
	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,	No
	in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	

		Mr Kingston Kwek Eik Huih
(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
Disclosure applicable to the appointment of Director only.		
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).		Not Applicable

NOTICE ON ANNUAL GENERAL MEETING

FIRST SPONSOR GROUP LIMITED
(Company Registration No. 195714)
(Incorporated in the Cayman Islands on 24 September 2007)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of First Sponsor Group Limited ("**Company**") will be held at Copthorne King's Hotel, Level 2 Ballroom, 403 Havelock Road, Singapore 169632 on Monday, 28 April 2025 at 3.00 p.m. (Singapore time) to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024, the Directors' Statement and the Auditors' Report thereon. **(Resolution 1)**

2. To declare a final tax-exempt (one-tier) dividend of 3.55 Singapore cents per share for the financial year ended 31 December 2024. **(Resolution 2)**

3. To approve the Directors' fees of S$371,000 for the financial year ending 31 December 2025 (payable quarterly in arrears) (2024: S$393,438). **(Resolution 3)**

4. To re-elect Mr Kingston Kwek Eik Huih, a Director who is retiring pursuant to Article 86(1) of the Company's Articles of Association, and who, being eligible, offers himself for re-election.
(See Explanatory Note 1)
(Resolution 4)

5. To re-appoint Ernst & Young LLP as Auditor of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix its remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following as an ordinary resolution:

6. **SHARE ISSUE MANDATE**

That, authority be and is hereby given to the Directors of the Company to:

(a) (i) issue shares of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

(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 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 that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation and adjustments as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of the shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), "**subsidiary holdings**" has the meaning given to it in the Listing Manual of the SGX-ST;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of 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 Memorandum and Articles of Association for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall 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 earlier.

(See Explanatory Note 2)
(Resolution 6)

7. To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD
Goh Siew Geok
Company Secretary

4 April 2025
Singapore

Explanatory Notes:

1. **Resolution 4** – Mr Kingston Kwek Eik Huih was appointed to the board on 5 March 2019. He is a non-independent non-executive Director of the Company.

   Detailed information on Mr Kingston Kwek Eik Huih (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under "Board of Directors", "Corporate Governance" and "Additional Information on Directors Seeking Re-election" in the Company's 2024 Annual Report.

2. **Resolution 6** - is to empower the Directors to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20% for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Resolution 6 is passed; and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at 4 April 2025, the Company had no treasury shares.

Notes:

1. The Annual General Meeting will be held, in a wholly physical format at Copthorne King's Hotel, Level 2 Ballroom, 403 Havelock Road, Singapore 169632 on Monday, 28 April 2025 at 3.00 p.m. (Singapore time). **There will be no option for members to participate virtually**. Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html and on the SGX-ST website at the URL https://www.sgx.com/securities/company-announcements.

2. Arrangements relating to attendance at the Annual General Meeting, submission of questions to the Chairman of the Meeting in advance of, or at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or at, the Annual General Meeting, and voting at the Annual General Meeting, are set out in the accompanying Company's announcement dated 4 April 2025. This announcement may be accessed at the Company's website at the URL https://firstsponsorgroup.listedcompany.com/agm_egm.html and on the SGX-ST website at the URL https://www.sgx.com/securities/company-announcements.

3. All the resolutions proposed at the Annual General Meeting will be voted on by way of poll.

4. Under the Articles of Association of the Company ("**Articles**"), unless The Central Depository (Pte) Limited ("**CDP**") specifies otherwise in a written notice to the Company, CDP is deemed to have appointed as CDP's proxies to vote on behalf of CDP at the Annual General Meeting each of the persons (who are individuals) holding shares in the capital of the Company through CDP and whose shares are entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001of Singapore) ("**Depositors**"), whose names are shown in the records of CDP as at a time not earlier than seventy-two (72) hours prior to the time of the Annual General Meeting supplied by CDP to the Company, and such appointment of proxies shall not require an instrument of proxy or the lodgement of any instrument of proxy.

   A Depositor who is not a relevant intermediary may appoint not more than two persons (who shall be natural persons) to attend and vote in his/her place as proxy or proxies of CDP in respect of his/her shareholding, and a Depositor who is a relevant intermediary may appoint more than two persons (who shall be natural persons) to attend and vote in its place as proxy or proxies of CDP in respect of its shareholding, by completing and submitting the Depositor Proxy Form. "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

   The submission of a Depositor Proxy Form shall not preclude a Depositor appointed as a proxy by virtue of the Articles from attending and voting at the Annual General Meeting but in the event of attendance by such Depositor, the Depositor Proxy Form submitted bearing his/her name as the Nominating Depositor (as defined in the Articles) shall be deemed to be revoked. The Company will reject a Depositor Proxy Form if the Nominating Depositor's name is not shown in the records of CDP as at a time not earlier than seventy-two (72) hours prior to the time of the Annual General Meeting supplied by CDP to the Company.

   Where a Depositor is a corporation and wishes to be represented at the Annual General Meeting, it must appoint a person or persons (who shall be natural persons) to attend and vote as proxy or proxies of CDP at the Annual General Meeting in respect of its shareholding, by completing and submitting the Depositor Proxy Form.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

   Supplementary Retirement Scheme ("**SRS**") investors who wish to request their SRS operators to appoint the Chairman of the Meeting as their proxy in respect of the shares held by such SRS operators on their behalf should approach their respective SRS operators to submit their voting instructions by **5.00 p.m. on 15 April 2025**.

6. A proxy need not be a member of the Company. Delivery of the Member Proxy Form shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the Member Proxy Form shall be deemed to be revoked.

7. The instrument appointing a proxy(ies) 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 and Share Transfer Agent, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, #26-01, Republic Plaza Tower 1, Singapore 048619; or

   (b) if submitted electronically, be submitted via e-mail to the Company's Share Registrar and Share Transfer Agent at sg.is.proxy@vistra.com,

   in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument of proxy can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX-ST website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it by e-mail to the e-mail address provided above.

8. The 2024 Annual Report has been published and may be accessed at the Company's website at the URL https://firstsponsorgroup.listedcompany.com/ar.html and at the SGX-ST website at the URL https://www.sgx.com/securities/company-announcements. Members may request for a printed copy of the 2024 Annual Report by completing and submitting the Request Form accompanying the printed copies of this Notice and the proxy form sent by post to members, by 17 April 2025.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company, or as the case may be, a Depositor (a) consents to the collection, use and disclosure of the member's, or as the case may be, the Depositor's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, "**Purposes**"), (b) warrants that where the member, or as the case may be, the Depositor discloses the personal data of the member's, or as the case may be, the Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member, or as the case may be, the Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

RECORD DATE AND PAYMENT DATE FOR FINAL DIVIDEND

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of shareholders for the final dividend being obtained at the Annual General Meeting, the Register of Members and Share Transfer Books of the Company will be closed on 2 May 2025 at 5.00 p.m. to determine shareholders' entitlements to the proposed dividend.

Duly completed registrable transfers of shares of the Company received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a business division of Tricor Singapore Pte. Ltd.) at 9 Raffles Place, #26-01, Republic Plaza Tower 1, Singapore 048619, up to 5.00 p.m. on 2 May 2025 will be registered to determine shareholders' entitlements to the proposed dividend. Subject as aforesaid, shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 2 May 2025 will be entitled to the proposed dividend.

The proposed dividend, if approved by the shareholders at the Annual General Meeting, will be paid on 19 May 2025.

FIRST SPONSOR GROUP LIMITED
COMPANY REGISTRATION NO.: 195714
Incorporated in the Cayman Islands on 24 September 2007
19 Lorong Telok,
Singapore 049031

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