



Company Registration No. 196300438C

**UOL GROUP LIMITED**  
*(Incorporated in Singapore. Registration Number: 196300438C)*  
**AND ITS SUBSIDIARIES**

**CONDENSED INTERIM FINANCIAL STATEMENTS  
FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 DECEMBER 2022**

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**UOL GROUP LIMITED AND ITS SUBSIDIARIES**
**CONSOLIDATED INCOME STATEMENT**

For the second half and financial year ended 31 December 2022

	Note	The Group					
		Second half ended 31 December			Financial year ended 31 December		
		2022	2021 (restated)	+ / (-)	2022	2021 (restated)	+ / (-)
		\$'000	\$'000	%	\$'000	\$'000	%
Revenue	5	1,667,419	1,374,002	21	3,201,711	2,504,604	28
Cost of sales		(1,102,736)	(947,779)	(16)	(2,129,425)	(1,697,022)	(25)
Gross profit		564,683	426,223	32	1,072,286	807,582	33
Other income							
- Finance income	5	19,876	8,856	124	25,517	15,295	67
- Miscellaneous income	5	15,994	27,948	(43)	28,511	44,258	(36)
Expenses							
- Marketing and distribution	6	(74,651)	(63,779)	(17)	(139,048)	(115,966)	(20)
- Administrative	6	(65,815)	(59,281)	(11)	(120,590)	(105,707)	(14)
- Finance	6	(81,740)	(40,078)	(104)	(128,330)	(67,552)	(90)
- Other operating							
• Impairment loss on financial assets	6	(1,017)	(4,351)	77	(1,290)	(9,601)	87
• Others	6	(69,606)	(59,953)	(16)	(129,620)	(113,831)	(14)
Share of profit/(loss) of associated companies		3,041	(2,640)	215	1,149	(9,576)	112
Share of profit of a joint venture company		601	3,653	(84)	18,267	5,982	205
Profit before fair value and other gains/ (losses) and income tax		311,366	236,598	32	626,852	450,884	39
Other (losses)/gains	6	(5,129)	26,740	(119)	(5,123)	26,740	(119)
Fair value (losses)/gains on the Group's investment properties		(48,865)	129,399	(138)	268,192	114,205	135
Profit before income tax	6	257,372	392,737	(34)	889,921	591,829	50
Income tax expense	7	(67,776)	(47,436)	(43)	(120,969)	(92,424)	(31)
Net profit		189,596	345,301	(45)	768,952	499,405	54
<u>Attributable to:</u>							
Equity holders of the Company		120,833	216,068	(44)	491,869	307,411	60
Non-controlling interests		68,763	129,233	(47)	277,083	191,994	44
		189,596	345,301	(45)	768,952	499,405	54
The above net profit attributable to equity holders of the Company can be analysed as follows:							
Attributable profit before fair value and other gains/(losses)		164,520	125,417	31	345,589	233,645	48
Other (losses)/gains		(5,129)	14,717	(135)	(5,123)	14,717	(135)
Fair value (losses)/gains on the Group's investment properties		(38,558)	75,934	(151)	151,403	59,049	156
Net attributable profit		120,833	216,068	(44)	491,869	307,411	60

**Legend**

+ / (-) : variances with + / (-) impact to profit

n.m. : not meaningful

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

For the second half and financial year ended 31 December 2022

	Note	The Group					
		Second half ended 31 December			Financial year ended 31 December		
		2022	2021	+ / (-)	2022	2021	+ / (-)
		\$'000	\$'000	%	\$'000	\$'000	%
Net profit		189,596	345,301	(45)	768,952	499,405	54
<b>Other comprehensive income/(loss):</b>							
Items that may be reclassified subsequently to profit or loss:							
Cash flow hedges		27,333	7,135	283	77,201	12,545	515
Currency translation differences arising from consolidation of foreign operations	9(a)	(73,666)	3,992	(1,945)	(116,000)	24,423	(575)
		(46,333)	11,127	(516)	(38,799)	36,968	(205)
Items that will not be reclassified subsequently to profit or loss:							
Financial assets, at fair value through other comprehensive income ("FVOCI")							
- fair value gains	9(b)	172,089	37,758	356	143,917	201,535	(29)
Actuarial gains on defined benefit plans, net of tax		719	-	n.m.	719	-	n.m.
Currency translation differences arising from consolidation of foreign operations		(22,622)	3,658	(718)	(39,160)	16,164	(342)
<b>Other comprehensive income, net of tax</b>		103,853	52,543	98	66,677	254,667	(74)
<b>Total comprehensive income</b>		293,449	397,844	(26)	835,629	754,072	11
<u>Attributable to:</u>							
Equity holders of the Company		250,727	265,078	(5)	592,718	532,225	11
Non-controlling interests		42,722	132,766	(68)	242,911	221,847	9
		293,449	397,844	(26)	835,629	754,072	11

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**
**STATEMENTS OF FINANCIAL POSITION – GROUP AND COMPANY**
*As at 31 December 2022*

	Note	The Group		The Company	
		31.12.22	31.12.21	31.12.22	31.12.21
		\$'000	\$'000	\$'000	\$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and bank balances		1,467,898	1,489,683	4,056	9,582
Trade and other receivables	10	295,584	191,941	6,355	5,768
Derivative financial instrument		3	8	-	-
Developed properties held for sale	11	358,229	690,188	-	-
Development properties	12	3,128,407	2,482,696	-	-
Inventories		2,084	2,488	-	-
Other assets	13	65,954	138,436	2,761	600
Financial assets, at fair value through profit or loss ("FVPL")		526	-	-	-
Current income tax assets		243	1,123	-	-
		5,318,928	4,996,563	13,172	15,950
<b>Non-current assets</b>					
Trade and other receivables		78,493	158,978	726,518	795,452
Other assets		103,689	108,395	-	-
Derivative financial instrument	14	91,533	4,656	-	-
Financial assets, at FVOCI	15	1,320,899	1,177,590	995,897	885,364
Investments in associated companies		249,930	249,410	-	-
Investment in a joint venture company		16,683	-	-	-
Investments in subsidiaries		-	-	1,874,482	1,923,254
Investment properties	16	11,861,129	11,512,665	614,240	577,101
Property, plant and equipment	17	2,822,471	2,966,898	1,901	1,850
Intangibles		38,800	41,755	144	264
Deferred income tax assets		35,908	58,061	-	-
		16,619,535	16,278,408	4,213,182	4,183,285
<b>Total assets</b>		<b>21,938,463</b>	<b>21,274,971</b>	<b>4,226,354</b>	<b>4,199,235</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	18	650,622	832,049	236,819	262,499
Current income tax liabilities		94,562	86,494	1,884	7,340
Bank loans	19(a)	839,291	1,535,541	199,975	65,818
Lease liabilities and trade financing		22,307	24,408	-	-
Derivative financial instrument		76	852	-	239
Loan from non-controlling shareholder of a subsidiary	20	149,321	-	-	-
		1,756,179	2,479,344	438,678	335,896
<b>Non-current liabilities</b>					
Trade and other payables		202,675	203,267	3,041	3,515
Lease liabilities and trade financing		25,808	37,582	-	-
Bank loans	19(a)	3,730,564	2,914,906	60,222	199,875
2.33% unsecured fixed rate notes due 2028		398,548	398,288	-	-
3.00% unsecured fixed rate notes due 2024		199,733	199,533	-	-
Derivative financial instrument		612	229	-	-
Loans from non-controlling shareholders of subsidiaries	20	60,780	168,421	-	-
Provision for retirement benefits		3,014	3,772	-	-
Deferred income tax liabilities		267,937	253,554	371	425
		4,889,671	4,179,552	63,634	203,815
<b>Total liabilities</b>		<b>6,645,850</b>	<b>6,658,896</b>	<b>502,312</b>	<b>539,711</b>
<b>NET ASSETS</b>		<b>15,292,613</b>	<b>14,616,075</b>	<b>3,724,042</b>	<b>3,659,524</b>
<b>Capital &amp; reserves attributable to equity holders of the Company</b>					
Share capital	21	1,569,193	1,566,802	1,569,193	1,566,802
Reserves		1,062,525	960,059	823,548	711,246
Retained earnings		8,006,668	7,641,462	1,331,301	1,381,476
		10,638,386	10,168,323	3,724,042	3,659,524
<b>Non-controlling interests</b>					
		4,654,227	4,447,752	-	-
<b>TOTAL EQUITY</b>		<b>15,292,613</b>	<b>14,616,075</b>	<b>3,724,042</b>	<b>3,659,524</b>

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the financial year ended 31 December 2022

	Note	Share capital \$'000	Reserves \$'000	Retained earnings \$'000	Non- controlling interests \$'000	Total equity \$'000
<b>The Group</b>						
<b>2022</b>						
Balance at 1 January 2022		1,566,802	960,059	7,641,462	4,447,752	14,616,075
Profit for the year		-	-	491,869	277,083	768,952
Other comprehensive income/(loss) for the year		-	100,849	-	(34,172)	66,677
Total comprehensive income for the year		-	100,849	491,869	242,911	835,629
Employee share option scheme						
- value of employee services		-	1,624	-	50	1,674
- proceeds from shares issued		2,391	-	-	-	2,391
Dividends	22	-	-	(126,670)	(36,486)	(163,156)
Total transactions with owners, recognised directly in equity		2,391	1,624	(126,670)	(36,436)	(159,091)
Transfer upon liquidation of a subsidiary		-	(7)	7	-	-
Balance at 31 December 2022		1,569,193	1,062,525	8,006,668	4,654,227	15,292,613
<b>2021</b>						
Balance at 1 January 2021		1,563,860	753,145	7,471,136	4,313,007	14,101,148
Profit for the year		-	-	307,411	191,994	499,405
Other comprehensive income for the year		-	224,814	-	29,853	254,667
Total comprehensive income for the year		-	224,814	307,411	221,847	754,072
Employee share option scheme						
- value of employee services		-	1,757	-	129	1,886
- proceeds from shares issued		2,942	-	-	-	2,942
Dividends	22	-	-	(126,632)	(42,987)	(169,619)
Acquisition of interests from non-controlling shareholders		-	-	(30,110)	(45,644)	(75,754)
Issue of shares to non-controlling shareholders		-	-	-	1,400	1,400
Total transactions with owners, recognised directly in equity		2,942	1,757	(156,742)	(87,102)	(239,145)
Transfer upon disposal of investments		-	(19,657)	19,657	-	-
Balance at 31 December 2021		1,566,802	960,059	7,641,462	4,447,752	14,616,075

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**STATEMENT OF CHANGES IN EQUITY - COMPANY**

For the financial year ended 31 December 2022

	Note	Share capital \$'000	Reserves \$'000	Retained earnings \$'000	Total equity \$'000
<u>The Company</u>					
<b>2022</b>					
Balance at 1 January 2022		1,566,802	711,246	1,381,476	3,659,524
Profit for the year		-	-	76,495	76,495
Other comprehensive income for the year		-	110,729	-	110,729
Total comprehensive income for the year		-	110,729	76,495	187,224
Employee share option scheme					
- value of employee services		-	1,573	-	1,573
- proceeds from shares issued		2,391	-	-	2,391
Dividends	22	-	-	(126,670)	(126,670)
Total transactions with owners, recognised directly in equity		2,391	1,573	(126,670)	(122,706)
Balance at 31 December 2022		1,569,193	823,548	1,331,301	3,724,042
<b>2021</b>					
Balance at 1 January 2021		1,563,860	575,475	1,310,128	3,449,463
Profit for the year		-	-	197,980	197,980
Other comprehensive income for the year		-	134,144	-	134,144
Total comprehensive income for the year		-	134,144	197,980	332,124
Employee share option scheme					
- value of employee services		-	1,627	-	1,627
- proceeds from shares issued		2,942	-	-	2,942
Dividends	22	-	-	(126,632)	(126,632)
Total transactions with owners, recognised directly in equity		2,942	1,627	(126,632)	(122,063)
Balance at 31 December 2021		1,566,802	711,246	1,381,476	3,659,524

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CASH FLOWS**

For the financial year ended 31 December 2022

	Note	The Group	
		Financial year ended 31 December	
		2022	2021
		\$'000	\$'000
<b>Cash flows from operating activities</b>			
Net profit		768,952	499,405
Adjustments for:			
Income tax expense		120,969	92,424
Non-cash items	24(a)	130,576	123,441
Dividend income and interest income		(76,789)	(58,066)
Interest expense		127,547	67,449
Fair value gains on the Group's investment properties		(268,192)	(114,205)
Gain on liquidation/disposal of associated companies		(11)	(24,592)
Impairment charge/(write-back of impairment charge) on property, plant and equipment		5,131	(2,148)
Fair value loss on financial assets, at FVPL		3	-
		<u>808,186</u>	<u>583,708</u>
Change in working capital			
Receivables		18,457	(95,947)
Development properties	24(b)	(514,740)	78,897
Inventories		405	(1,246)
Payables	24(c)	(87,152)	359,331
		<u>(583,030)</u>	<u>341,035</u>
Cash generated from operations		225,156	924,743
Income tax paid		(83,317)	(173,288)
Retirement benefits paid		(128)	(196)
<b>Net cash from operating activities</b>		<u>141,711</u>	<u>751,259</u>
<b>Cash flows from investing activities</b>			
Payments for intangibles		(37)	(381)
Loans to a joint venture company		-	(3,000)
Repayment of loans by a joint venture company		78,395	-
Net proceeds from disposal of property, plant and equipment		33	346
Proceeds from liquidation/disposal of associated companies		49	37,619
Payments for property, plant and equipment and investment properties	24(d)	(244,572)	(229,559)
Payments for financial assets, at FVOCI		-	(483)
Net proceeds from disposal of financial assets, at FVPL and financial assets, at FVOCI		79	38,048
Interest received		25,517	15,295
Dividends received		51,559	42,771
<b>Net cash used in investing activities</b>		<u>(88,977)</u>	<u>(99,344)</u>
<b>Cash flows from financing activities</b>			
Proceeds from shares issued		2,391	2,942
Payment to non-controlling shareholders for purchase of shares in subsidiaries		-	(75,754)
Net proceeds from issue of shares to non-controlling shareholders of subsidiaries		-	1,400
Loans from non-controlling shareholders of subsidiaries		41,680	37,196
Proceeds from 2.33% unsecured fixed rate notes due 2028		-	400,000
Proceeds from borrowings	24(e)	2,927,807	2,521,603
Repayment of borrowings	24(e)	(2,664,006)	(2,808,942)
Expenditure relating to bank borrowings		(10,700)	(9,891)
Interest paid		(117,590)	(63,114)
Proceeds from trade financing		9,144	26,613
Repayment of trade financing		(24,500)	(19,166)
Repayment of lease liabilities		(2,864)	(3,728)
Bank deposits pledged as security		(2,000)	-
Dividends paid to equity holders of the Company		(126,670)	(126,632)
Dividends paid to non-controlling interests		(36,486)	(42,987)
<b>Net cash used in financing activities</b>		<u>(3,794)</u>	<u>(160,460)</u>
<b>Net increase in cash and cash equivalents</b>		48,940	491,455
Cash and cash equivalents at the beginning of the financial year		1,487,183	974,442
Effects of currency translation on cash and cash equivalents		(72,725)	21,286
<b>Cash and cash equivalents at the end of the financial year</b>	24(f)	<u>1,463,398</u>	<u>1,487,183</u>

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 1 Basis of Preparation

The condensed interim financial statements for the second half ("2H 2022") and financial year ended 31 December 2022 ("FY2022") have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the financial year ended 31 December 2021 ("FY2021").

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.

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

#### 2 New or amended Standards and Interpretations adopted by the Group

The Group adopted new or amended Standards and Interpretations to existing standards that are mandatory for application for the financial year beginning 1 January 2022 or from their effective date, if later. The following are the amended Standards and Interpretations that are relevant to the Group:

- Amendments to SFRS(I) 1-16 Property, Plant and Equipment: Proceeds from Intended Use
- Amendments to SFRS(I) 1-37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts - Cost of Fulfilling a contract
- Principal versus Agent: Software Reseller (IFRS 15 Revenue from Contracts with Customers) IFRS Interpretation Committee ("IFRIC") agenda decision

The adoption of the above amended Standards and Interpretation did not result in substantial changes to the Group's accounting policies except for the following:

##### Principal versus Agent: Software Reseller (IFRS 15 Revenue from Contracts with Customers) IFRIC agenda decision

For the year ended 31 December 2021, revenue from the Group's technology operations amounted to \$197.3 million, of which \$110.3 million relates to software license reselling arrangements, either as a standalone or bundled with computer hardware, including value-added services.

The assessment of whether the Group acts as a principal or an agent is judgmental and requires a weighting of the individual factors in reaching a conclusion.

In May 2022, the International Accounting Standards Board discussed and finalised the agenda decision from IFRIC providing guidance on principal versus agent assessment under *IFRS 15 Revenue from Contracts with Customers* for software license resellers. The agenda decision clarified that where a software manufacturer is responsible for the software's functionality as well as issuing the licenses, a software reseller does not control the software licenses before they are transferred to the customer and is an agent in such transactions.

In prior financial years, sales from software license reselling arrangements were recognised in "revenue" whilst its related costs were recognised separately in "cost of sales". Following the agenda decision, management has reassessed whether the Group acts as a principal or an agent in its software license reselling arrangements and determined that the Group is acting as an agent. Accordingly, the sales and the related cost of sales for such arrangements should be recognised on a net basis.

This change in accounting policy has been effected in the financial statements for FY2022 and has been applied retrospectively to the comparative information for FY2021.

The effects of the change are as follows:

	<u>As previously reported</u>	FY2021 <u>Effects of restatement</u>	<u>As restated</u>
Effects on Consolidated Income Statement	\$'000	\$'000	\$'000
Revenue	2,606,836	(102,232)	2,504,604
Cost of sales	1,799,254	(102,232)	1,697,022

There is no impact on the Group's profit before income tax, net profit, total comprehensive income and statement of financial position.



## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 3 Key accounting estimates, assumptions and judgements

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

Estimates, assumptions and judgements are continually evaluated on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future period/year affected.

The estimates, assumptions and judgements applicable for the current financial period/year were largely the same as those applied to the consolidated financial statements for the financial year ended 31 December 2021, as follows:

- Fair values of investment properties
- Classification of the Group's serviced suites as investment property or property, plant and equipment
- Revenue and cost of sales recognition from sales of development properties
- Valuation of development properties
- Impairment of hotel properties
- Fair values of unquoted financial assets, at FVOCI

Information about assumptions and estimation uncertainties that have the most significant risk of resulting in a material adjustment within the next interim period is as follows:

##### Fair values of investment properties

The Group carries its investment properties at fair value with corresponding changes being recognised in the income statement. In determining fair values, valuation techniques which involve certain estimates are used by valuers. The key assumptions to determine the fair value of investment properties include the adopted value per square feet, market-corroborated capitalisation rate, growth rate and discount rate.

Management has assessed that the valuation methods and estimates are reflective of current market conditions.

#### 4 Seasonal operations

The Group's businesses are generally not affected significantly by seasonal or cyclical factors during the financial period/year. The Group's results may however vary from period to period depending on the conditions of the hospitality and property markets in the countries in which the Group operates.

#### 5 Revenue, Finance income and Miscellaneous income

	The Group					
	Second half ended 31 December			Financial year ended 31 December		
	2022	2021 (restated)	+ / (-)	2022	2021 (restated)	+ / (-)
\$'000	\$'000	%	\$'000	\$'000	%	
<u>Revenue from contracts with customers under SFRS(I) 15</u>						
Revenue from property development						
- recognised at a point in time	253,939	200,786	26	465,329	358,399	30
- recognised over time	723,479	683,238	6	1,512,026	1,213,130	25
	977,418	884,024	11	1,977,355	1,571,529	26
Revenue from hotel ownership and operations						
- recognised at a point in time	130,629	58,930	122	207,399	108,055	92
- recognised over time	217,146	96,977	124	346,692	173,910	99
	347,775	155,907	123	554,091	281,965	97
Revenue from technology operations						
- recognised at a point in time	48,039	45,297	6	91,187	86,225	6
- recognised over time	5,134	4,769	8	9,138	8,875	3
	53,173	50,066	6	100,325	95,100	5
Revenue from management services						
- recognised over time	7,498	6,420	17	14,441	11,052	31
	1,385,864	1,096,417	26	2,646,212	1,959,646	35
<u>Other revenue</u>						
Revenue from property investments	256,310	252,363	2	504,227	502,187	0
Dividend income from financial assets, at FVOCI	25,245	25,222	0	51,272	42,771	20
	1,667,419	1,374,002	21	3,201,711	2,504,604	28

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the second half and financial year ended 31 December 2022

**5 Revenue, Finance income and Miscellaneous income (continued)**

	The Group					
	Second half ended 31 December			Financial year ended 31 December		
	2022	2021	+ / (-)	2022	2021	+ / (-)
<u>Finance income</u>						
Interest income	19,876	8,856	124	25,517	15,295	67
<u>Miscellaneous income</u>						
Net government grants and assistance - COVID-19 related	8,048	14,028	(43)	13,380	25,445	(47)
Others	7,946	13,920	(43)	15,131	18,813	(20)
	15,994	27,948	(43)	28,511	44,258	(36)

**6 Expenses and Profit before Income Tax**

	The Group					
	Second half ended 31 December			Financial year ended 31 December		
	2022	2021	+ / (-)	2022	2021	+ / (-)
	\$'000	\$'000	%	\$'000	\$'000	%
<u>Marketing and distribution expenses</u>						
Advertising and promotion	18,691	12,394	(51)	32,611	21,365	(53)
Marketing and distribution payroll and related expenses	17,144	13,028	(32)	30,352	24,494	(24)
Sales commissions	30,310	32,470	7	61,716	54,527	(13)
Showflat expenses	6,855	4,461	(54)	11,397	12,842	11
Others	1,651	1,426	(16)	2,972	2,738	(9)
	74,651	63,779	(17)	139,048	115,966	(20)
<u>Administrative expenses</u>						
Administrative payroll and related expenses	39,811	35,832	(11)	75,400	66,085	(14)
Corporate expenses	10,550	9,565	(10)	18,041	16,282	(11)
Credit card commissions	5,347	1,558	(243)	8,336	2,709	(208)
Information technology related expenses	5,602	4,493	(25)	10,302	8,464	(22)
Bank loan fees and other bank charges	489	602	19	859	1,074	20
Others	4,016	7,231	44	7,652	11,093	31
	65,815	59,281	(11)	120,590	105,707	(14)
<u>Finance expenses</u>						
Bank facility fees	3,071	2,819	(9)	6,007	5,286	(14)
Interest expense	83,125	36,897	(125)	127,550	68,942	(85)
Less: borrowing costs capitalised [See Note (a) on Page 11]	(4,754)	(32)	n.m.	(6,010)	(6,779)	(11)
Currency exchange losses (net)	298	394	24	783	103	(660)
	81,740	40,078	(104)	128,330	67,552	(90)
<u>Other operating expenses</u>						
Property taxes	20,958	24,831	16	47,119	51,590	9
Other taxes	2,721	3,196	15	6,076	5,432	(12)
Repairs, maintenance and security	14,598	10,370	(41)	24,534	18,036	(36)
Heat, light and power	17,777	8,196	(117)	28,312	15,292	(85)
Other payroll and related expenses	7,035	6,943	(1)	12,939	13,057	1
Impairment loss on financial assets [See Note (b) on Page 11]	1,017	4,351	77	1,290	9,601	87
Others	6,517	6,417	(2)	10,640	10,424	(2)
	70,623	64,304	(10)	130,910	123,432	(6)

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**
**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the second half and financial year ended 31 December 2022

**6 Expenses and Profit before Income Tax (continued)**

	The Group					
	Second half ended 31 December			Financial year ended 31 December		
	2022	2021	+ / (-)	2022	2021	+ / (-)
<u>Other gains/(losses)</u>						
Gain on liquidation/disposal of associated companies [See Note (c) below]	-	24,592	(100)	11	24,592	(100)
(Impairment charge)/write-back of impairment charge on property, plant and equipment [See Note (d) below]	(5,131)	2,148	(339)	(5,131)	2,148	(339)
Fair value loss on financial assets, at FVPL	2	-	n.m.	(3)	-	n.m.
	(5,129)	26,740	119	(5,123)	26,740	(119)
<u>Profit before income tax</u>						
Profit before income tax is stated after charging:						
Depreciation and amortisation	68,841	57,419	(20)	126,819	111,220	(14)
Property, plant and equipment written off and net loss on disposals	2,435	267	(812)	2,525	431	(486)

- (a) Borrowing costs capitalised for FY2022 relate mainly to borrowings for the development/asset enhancement of Pan Pacific Orchard, Odeon Towers and 333 North Bridge Road, PARKROYAL COLLECTION Kuala Lumpur and Pan Pacific Serviced Suites Kuala Lumpur (FY2021: One Bishopsgate Plaza, Pan Pacific Orchard, PARKROYAL COLLECTION Kuala Lumpur and Pan Pacific Serviced Suites Kuala Lumpur).
- (b) The impairment loss on financial assets relates mainly to provisions on receivables from tenants in arrears.
- (c) In FY2021, the gain on disposal of an associated company was in relation to the disposal of the Group's 18% interest in Tianjin Yan Yuan International Hotel which was completed in November 2021.
- (d) For FY2022, an impairment charge was recorded for Pan Pacific Tianjin while a write-back of impairment charge was recorded for Pan Pacific London/Devonshire Row. The write-back for FY2021 was in relation to Pan Pacific Tianjin. The impairment and write-back of impairment charges were due to the fair values of the properties exceeding and being lower than their carrying amounts respectively.

**7 Income tax expense**

	The Group					
	Second half ended 31 December			Financial year ended 31 December		
	2022	2021	+ / (-)	2022	2021	+ / (-)
	\$'000	\$'000	%	\$'000	\$'000	%
Tax expense attributable to profit is made up of:						
- Profit for the financial period/year:						
Current income tax						
- Singapore	45,304	36,634	(24)	71,630	61,647	(16)
- Foreign	11,839	19,223	38	27,280	33,565	19
- Withholding tax paid	1,011	3,181	68	1,201	3,309	64
Deferred income tax						
- fair value losses of investment properties	(896)	(355)	152	(1,732)	(649)	167
- others [See Note (a) on Page 12]	8,282	(15,178)	(155)	21,817	(8,050)	(371)
	65,540	43,505	(51)	120,196	89,822	(34)
- (Over)/under provision in prior financial period/year:						
Current income tax						
- Singapore	(2,880)	(2,124)	36	(4,343)	(2,681)	62
- Foreign	1,197	2,115	43	1,197	2,115	43
Deferred income tax	3,919	3,940	1	3,919	3,168	(24)
	67,776	47,436	(43)	120,969	92,424	(31)

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 7 Income tax expense (continued)

The tax expense on profit for the financial year differs from the amount that would arise using the Singapore standard rate of income tax due to the following:

	The Group		
	Financial year ended 31 December		
	2022	2021	+ / (-)
	\$'000	\$'000	%
Profit before income tax	889,921	591,829	50
Share of (profit)/loss of associated companies, net of tax	(1,149)	9,576	112
Share of profit of a joint venture company, net of tax	(18,267)	(5,982)	205
Profit before tax and share of (profit)/loss of associated companies and profit of a joint venture company	870,505	595,423	46
Tax calculated at a tax rate of 17%	147,986	101,222	(46)
Effects of:			
- Singapore statutory stepped income exemption	(686)	(713)	(4)
- Tax rebates	(340)	(340)	-
- Different tax rates in other countries	7,212	4,557	(58)
- Income not subject to tax [See Note (b) below]	(70,045)	(36,950)	90
- Expenses not deductible for tax purposes [See Note (b) below]	28,521	18,613	(53)
- Recognition/utilisation of previously unrecognised tax losses	(1,011)	(1,592)	(36)
- Deferred tax assets not recognised in the current financial year	8,559	5,025	(70)
- Under provision in prior financial years	773	2,602	70
Tax charge	120,969	92,424	(31)

(a) Other deferred income tax expense/credit relates mainly to 1) timing difference between the actual recognition of development profits and the payment of income tax upon the development project obtaining Temporary Occupation Permit; and 2) reversal of deferred tax asset previously recorded in relation to the provision of land related tax for a project in China which have been settled with the tax authorities during the year.

(b) Income not subject to tax comprises mainly fair value gains on the Group's investment properties and dividend income from financial assets, FVOCI. Expenses not deductible for tax purposes comprises mainly restricted claims of expenditure and interest costs, and fair value losses on the Group's investment properties.

#### 8 Earnings per share

	The Group			
	Second half ended 31 December		Financial year ended 31 December	
	2022	2021	2022	2021
Earnings per ordinary share for the period/year				
(i) Based on weighted average number of ordinary shares in issue	cents 14.31	cents 25.59	cents 58.24	cents 36.41
(ii) On a fully diluted basis	cents 14.31	cents 25.59	cents 58.23	cents 36.41

Earnings per share is calculated by reference to the weighted average number of ordinary shares in issue during the financial period/year.

For the purposes of calculating diluted earnings per share, the weighted average number of shares in issue is adjusted to take into account the dilutive effect arising from the outstanding options granted to employees, where such shares would have been issued at a price lower than market value.

#### 9 Other comprehensive income/(loss)

##### (a) Currency translation differences arising from consolidation of foreign operations

The currency translation differences arose mainly from the translation of the net assets of the Group's foreign subsidiaries which are denominated in GBP, RMB, AUD, MYR, IDR, VND and USD.

##### (b) Fair value gains on financial assets, at FVOCI

The fair value gains recorded was due mainly to the increase in the closing bid prices of the relevant quoted equity shares from the previous financial year-end.

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 10 Current trade and other receivables

Current trade and other receivables have increased due mainly to the recognition of receivables for the balance of payments for The Tre Ver upon the receipt of temporary occupation permit ('TOP') in November 2022.

#### 11 Developed properties held for sale

Developed properties held for sale decreased due mainly to units handed over for Park Eleven, Shanghai, The Sky Residences, London, V on Shenton and Mon Jervois.

#### 12 Development properties

The increase in development properties was due mainly to the en-bloc purchase of the Watten Estate site for a consideration of \$550.8 million and the successful tender of the Pine Grove site for a consideration of \$671.5 million; offset partially by progressive revenue recognition for The Tre Ver, Clavon, Avenue South Residence, The Watergardens at Canberra and AMO Residence.

#### 13 Current other assets

Included in other current assets as at 31 December 2021 was an amount of \$77.1 million being tender deposit and stamp duties for the en-bloc purchase of the Watten Estate site.

#### 14 Non-current derivative financial instruments (asset)

The increase in the Group's non-current derivative financial instrument (asset) from 31 December 2021 to 31 December 2022 resulted mainly from fair value gains on interest rate swaps entered into by the Group to hedge floating rate interest payments on bank loans where the Group pays fixed and receives floating rates on the swaps.

#### 15 Financial assets, at FVOCI

The increase in the Group's financial assets, at FVOCI from 31 December 2021 to 31 December 2022 was due mainly to fair value gains of \$143.9 million from quoted and unquoted equity shares.

#### 16 Investment properties

The increase in investment properties arose mainly from 1) recognition of fair value gains totaling \$268.2 million based on valuations as determined by independent professional valuers as at 31 December 2022, mainly for Singapore office properties; 2) the transfer of Pan Pacific Serviced Suites Kuala Lumpur from property, plant and equipment upon its opening in December 2022; and 3) cost capitalised for properties undergoing asset enhancement initiatives ("AEI") including Singapore Land Tower and Odeon Towers/333 North Bridge Road. This was offset partially by depreciation in value of the Group's investment properties in the United Kingdom, Australia, China and Malaysia due mainly to 1) the weakening of the Great Britain Pound ("GBP"), Australian Dollar ("AUD"), Chinese Renminbi ("RMB") and Malaysia Ringgit ("MYR") against the Singapore Dollar ("SGD"); and 2) increase in capitalisation rate assumptions for the properties in the United Kingdom, Australia and China.

#### 17 Property, plant and equipment

The decrease in property, plant and equipment was due mainly to 1) the transfer of Pan Pan Pacific Serviced Suites Kuala Lumpur to investment properties upon its opening in December 2022; and 2) translation losses of the Group's overseas hotel properties in the United Kingdom, Australia, China and Malaysia as the GBP, AUD, RMB and MYR depreciated against the SGD.

#### 18 Current trade and other payables

The decrease in the Group's current trade and other payables from 31 December 2021 arose mainly from 1) lower contract liabilities from development properties for Clavon and The Watergardens at Canberra, as the Group has performed its obligations under the contracts based on assessed progress completion to recognise advanced payments previously received; offset partially by contract liabilities for AMO Residence which was launched in 3Q 2022; and 2) recognition of proceeds received for the sale of residential units at Park Eleven, Shanghai upon handover of units.

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 19 Borrowings

(a) Current and non-current bank loans

The net increase in current and non-current bank loans was due mainly to new loans drawn for the acquisition of the Watten Estate and Pine Grove sites, as well as the re-development and AEI at various properties of the Group; offset partially by repayment with operating cash flows and receipts from sale of development projects.

(b) Aggregate amount of group's borrowings and debt securities

	31.12.22		31.12.21	
	Secured \$'000	Unsecured \$'000	Secured \$'000	Unsecured \$'000
Amount repayable in one year or less, or on demand	204,536	784,602	381,886	1,154,679
Amount repayable after one year	1,164,106	3,242,965	854,031	2,839,408

(c) Details of any collaterals

The borrowings and other banking facilities are secured by bank deposits, mortgages on the borrowing subsidiaries' investment properties, hotel properties, development properties, and/or assignment of all rights and benefits with respect to the properties and/or corporate guarantees from the Company or other Group subsidiaries.

#### 20 Current and non-current loans from non-controlling shareholders of subsidiaries

The increase from 2021 relates to a loan from a non-controlling shareholder of United Venture Development (2021) Pte. Ltd. for the development of AMO Residence; whilst the reclassification from non-current to current in 2022 was in respect of a loan from a non-controlling shareholder of United Venture Development (Silat) Pte. Ltd. for the development of Avenue South Residence which is expected to obtain its TOP within the next twelve months.

#### 21 Share capital

	The Company	
	31.12.22	31.12.21
(a) Total number of issued shares, excluding treasury shares	844,719,232	844,343,232

(b) During the financial year ended 31 December 2022, the changes in the issued share capital of the Company were as follows:

	Number of Ordinary Shares
Issued share capital as at 1 January 2022	844,343,232
Issue of ordinary shares arising from the exercise of:	
2013 Options at exercise price of S\$6.55 per share	88,000
2014 Options at exercise price of S\$6.10 per share	67,000
2016 Options at exercise price of S\$5.87 per share	70,000
2017 Options at exercise price of S\$6.61 per share	8,000
2019 Options at exercise price of S\$6.59 per share	143,000
Ordinary shares issued upon exercise of options	376,000
Issued share capital as at 31 December 2022	844,719,232

During the second half of 2022, 105,000 ordinary shares (second half of 2021: 68,000) were issued arising from the exercise of options granted under the UOL 2000 Share Option Scheme and UOL 2012 Share Option Scheme.

(c) As at 31 December 2022, there were 6,922,000 (31.12.21: 6,267,000) ordinary shares which may be issued upon the exercise of options under the UOL 2000 Share Option Scheme and UOL 2012 Share Option Scheme.

(d) The Company did not hold any treasury shares and there were no subsidiary holdings as of 31 December 2022 and 31 December 2021. Accordingly, there was no sales, transfers, disposal, cancellation and/or use of treasury shares or subsidiary holdings during the financial year ended 31 December 2022.

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 22 Dividends

The Group	
Financial year ended 31 December	
2022	2021
\$'000	\$'000
126,670	126,632

Final one-tier dividend paid in respect of the previous financial year of \$0.15 (2021: \$0.15) per share

At the forthcoming Annual General Meeting on 28 April 2023, a final one-tier dividend of **\$0.15** per share and a special one-tier dividend of **\$0.03** per share amounting to a total of \$152,050,000 will be recommended. These financial statements do not reflect this dividend, which will be accounted for in the shareholders' equity as an appropriation of retained profits in the financial year ending 31 December 2023.

#### 23 Net asset value

	The Group		The Company	
	31.12.22	31.12.21	31.12.22	31.12.21
Net asset value per ordinary share	\$12.59	\$12.04	\$4.41	\$4.33
Net tangible asset backing per ordinary share	\$12.55	\$11.99	\$4.41	\$4.33

#### 24 Cash flows

##### (a) Non-cash items

Non-cash items consist mainly of depreciation and amortisation expenses, share of profit/loss of associated and joint venture companies, unrealised translation gains/losses, allowance for foreseeable loss for development properties and impairment loss on financial assets.

##### (b) Cash flows for development properties

The cash outflow for development properties for FY2022 was mainly for the en-bloc purchase of the Watten Estate site for \$550.8 million and successful tender of the Pine Grove site for \$671.5 million. This was partially offset by cash inflow from progressive payments from ongoing development projects in Singapore; and receipts for the sales of Park Eleven, Shanghai, The Sky Residences, London and V on Shenton.

##### (c) Cash flows for payables

The cash outflow for payables for FY2022 was mainly due to a reduction in advance payments from purchasers for Clavon and The Watergardens at Canberra as the Group has performed its obligations under the contracts based on assessed progress completion.

##### (d) Payments for property, plant and equipment and investment properties

Payments for property, plant and equipment and investment properties relate mainly to expenditure for 1) the redevelopment of Pan Pacific Orchard and Faber House; 2) construction of serviced suites and hotel at Thamrin Nine Tower 2, Jakarta; 3) major asset enhancement initiatives at Singapore Land Tower and Odeon Towers; and 4) major refurbishments at PARKROYAL COLLECTION Kuala Lumpur and Pan Pacific Serviced Suites Kuala Lumpur.

##### (e) Proceeds from borrowings/Repayment of borrowings

The net proceeds from borrowings in FY2022 was mainly used for the purchase of the sites at Watten Estate and Pine Grove, as well as for the re-development and asset enhancement initiatives at various properties of the Group.

##### (f) Cash and cash equivalents

For the purposes of the Consolidated Statement of Cash Flows, the cash and cash equivalents comprise the following:

	The Group	
	31.12.22	31.12.21
	\$'000	\$'000
Fixed deposits with financial institutions	375,124	385,749
Cash at bank and on hand	1,092,774	1,103,934
Cash and bank balances per Statement of Financial Position	1,467,898	1,489,683
Less: Bank deposits pledged as security	(4,500)	(2,500)
Cash and cash equivalents per Consolidated Statement of Cash Flows	1,463,398	1,487,183

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 25 Fair value measurements

##### (a) Fair value hierarchy

The Group classifies financial assets and liabilities measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

**Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities;

**Level 2:** inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

**Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table presents the financial assets and liabilities measured at fair value:

	The Group		The Company	
	31.12.22	31.12.21	31.12.22	31.12.21
	\$'000	\$'000	\$'000	\$'000
<b>Assets</b>				
Financial assets, at FVPL				
- Level 1	526	-	-	-
Financial assets, at FVOCI				
- Level 1	1,251,371	1,105,838	944,455	835,312
- Level 3	69,528	71,752	51,442	50,052
	1,320,899	1,177,590	995,897	885,364
Derivative financial instruments (current and non-current)				
- Level 2	91,536	4,664	-	-
<b>Liabilities</b>				
Derivative financial instruments (current and non-current)				
- Level 2	(688)	(1,081)	-	(239)

##### (b) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- for financial instruments traded in an active market (e.g. quoted equity shares) **[Level 1]** - quoted price (i.e. current bid price);
- for interest rate swaps **[Level 2]** - present value of the estimated future cash flows;
- for forward foreign exchange contracts **[Level 2]** - quoted forward currency rates at the balance sheet date;
- for other financial assets, at FVOCI (e.g. unquoted equity shares) **[Level 3]** - net asset value of the financial assets, at FVOCI multiplied by a discount factor for lack of liquidity and marketability.

##### (c) Reconciliation of fair value measurements categorised within Level 3

	The Group		The Company	
	Second half ended 31 December		Second half ended 31 December	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
<u>Financial assets, at FVOCI</u>				
At the beginning of the financial period	70,569	70,971	50,052	47,573
Fair value (losses)/gains recognised in other comprehensive income	(1,041)	1,527	1,390	2,479
Disposal	-	(746)	-	-
At the end of the financial period	69,528	71,752	51,442	50,052
	Financial year ended 31 December		Financial year ended 31 December	
	2022	2021	2022	2021
	\$'000	\$'000	\$'000	\$'000
<u>Financial assets, at FVOCI</u>				
At the beginning of the financial year	71,752	82,014	50,052	47,573
Fair value (losses)/gains recognised in other comprehensive income	(2,224)	27,925	1,390	2,479
Addition	-	483	-	-
Disposal	-	(38,670)	-	-
At the end of the financial year	69,528	71,752	51,442	50,052

There is no transfer between Level 1, Level 2, and Level 3 of the fair value hierarchy for the second half and financial years ended 31 December 2022 and 31 December 2021.



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### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the second half and financial year ended 31 December 2022

#### 25 Fair value measurements (continued)

##### (d) Financial instruments carried at other than fair value

The carrying value less impairment provision of trade and other receivables and payables approximate their fair values. The fair values of borrowings approximate their carrying amounts except for unsecured fixed rate notes as disclosed below:

2.33% unsecured fixed rate notes due 2028  
3.00% unsecured fixed rate notes due 2024

The Group			
Fair value		Market borrowing rate	
31.12.22	31.12.21	31.12.22	31.12.21
\$'000	\$'000		
347,393	394,367	5.0%	2.6%
195,187	205,097	4.8%	1.9%
542,580	599,464		

#### 26 Related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, there were the following significant transactions between the Group and related parties during the financial period/year on terms agreed between the parties concerned:

##### Transactions with directors and their associates

Proceeds from sale of development properties  
Rental received  
Interest paid/payable on shareholder's loan  
Commission paid for sale of development properties  
Purchase of products / gift vouchers

##### Transactions with associated and joint venture companies

Fees received for management of development properties  
Commission received for sale of development properties  
Interest receivable on loan to a joint venture company  
Fees received/receivable for management of a hotel property

The Group			
Second half ended 31 December		Financial year ended 31 December	
2022	2021	2022	2021
\$'000	\$'000	\$'000	\$'000
-	-	-	92
33	348	145	550
4,267	1,441	6,218	2,586
1,572	850	1,893	1,192
57	-	74	-
30	(9)	45	87
151	384	549	560
600	679	1,510	1,352
264	167	493	304

#### 27 Group segmental information

Management has determined the operating segments based on the reports reviewed by the Executive Committee ("Exco") that are used to make strategic decisions. The Exco comprises the Chairman, the Deputy Chairman, the Group Chief Executive and two other independent Board members of the Company.

For management purposes, the Group is organised into business segments based on their products and services as follows:

- Property development – development of properties for sale.
- Property investments – leasing of commercial properties and serviced suites.
- Hotel operations – operation of owned hotels.
- Investments – investment in quoted and unquoted financial assets, at FVOCI and financial assets, at FVPL.
- Technology operations – the distribution of computers and related products including the provision of systems integration and networking infrastructure services.
- Management services – provision of hotel management services under the "Pan Pacific", "PARKROYAL" and "PARKROYAL COLLECTION" brands, project management and related services.

The property development activities of the Group are concentrated in Singapore, The People's Republic of China ("PRC") and the United Kingdom ("UK") while the property investment activities are concentrated in Singapore.

The hotel operations of the Group are located in Singapore, Australia, UK, Vietnam, Malaysia, PRC and Myanmar and key asset and profit contributions are from the hotels in Singapore and Australia. The Group also has a hotel property under development in Indonesia.

The Group's quoted and unquoted financial assets, at FVOCI relate mainly to investment in equity shares of Singapore companies.

The Group's technology operations are based in Singapore.

The management services segment is not significant to the Group and have been included in the "others" segment column.

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**27 Group segmental information** (continued)

	Property development				Property investments*	Hotel operations				Technology operations	Others	Total
	Singapore	Malaysia	China	United Kingdom		Singapore	Australia	Others	Investments			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Group</b>												
<b>1 July 2022 to 31 December 2022</b>												
<b>Revenue</b>												
Total segment sales	762,257	-	161,509	53,652	259,538	203,699	69,831	74,329	25,245	53,173	36,893	1,700,126
- recognised at a point in time	38,778	-	161,509	53,652	-	82,866	19,375	28,472	-	48,039	-	432,691
- recognised over time	723,479	-	-	-	-	120,833	50,456	45,857	-	5,134	36,893	982,652
- others	-	-	-	-	259,538	-	-	-	25,245	-	-	284,783
Inter-segment sales	-	-	-	-	(3,228)	(84)	-	-	-	-	(29,395)	(32,707)
Sales to external parties	762,257	-	161,509	53,652	256,310	203,615	69,831	74,329	25,245	53,173	7,498	1,667,419
Adjusted EBITDA - Company and subsidiaries	80,476	-	76,624	8,152	167,311	62,068	12,759	2,977	25,141	4,267	10,957	450,732
Share of profit/(loss) of associated companies	-	-	-	-	-	4,253	-	(1,212)	-	-	-	3,041
Share of profit of a joint venture company	601	-	-	-	-	-	-	-	-	-	-	601
<b>Total adjusted EBITDA**</b>	81,077	-	76,624	8,152	167,311	66,321	12,759	1,765	25,141	4,267	10,957	454,374
Depreciation and amortisation	(9)	-	(209)	(25)	(1,922)	(28,563)	(7,511)	(29,349)	-	(338)	(915)	(68,841)
Other (losses)/gains	-	-	-	-	-	-	-	(5,131)	13	-	(11)	(5,129)
Fair value losses on investment properties	-	-	-	-	(48,865)	-	-	-	-	-	-	(48,865)
Unallocated costs												(12,303)
Finance income												19,876
Finance expense												(81,740)
Profit before income tax												257,372
Income tax expense												(67,776)
Net profit												189,596

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the second half and financial year ended 31 December 2022

**27 Group segmental information** (continued)

	Property development				Property investments*	Hotel operations			Investments	Technology	Others	Total
	Singapore	Malaysia	China	United Kingdom		Singapore	Australia	Others		operations		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Group</b>												
<b>1 July 2021 to 31 December 2021</b> (restated)												
<b>Revenue</b>												
Total segment sales	707,032	-	71,112	105,880	254,867	89,992	38,703	27,287	27,409	50,066	22,528	1,394,876
- recognised at a point in time	23,794	-	71,112	105,880	-	44,794	10,654	3,557	-	45,297	-	305,088
- recognised over time	683,238	-	-	-	-	45,198	28,049	23,730	-	4,769	22,528	807,512
- others	-	-	-	-	254,867	-	-	-	27,409	-	-	282,276
Inter-segment sales	-	-	-	-	(2,504)	(75)	-	-	(2,187)	-	(16,108)	(20,874)
Sales to external parties	707,032	-	71,112	105,880	252,363	89,917	38,703	27,287	25,222	50,066	6,420	1,374,002
Adjusted EBITDA - Company and subsidiaries	89,298	8	12,522	18,873	169,889	14,594	7,763	(9,113)	25,212	5,118	1,653	335,817
Share of loss of associated companies	-	-	-	-	-	(485)	-	(2,154)	-	-	(1)	(2,640)
Share of profit of a joint venture company	3,653	-	-	-	-	-	-	-	-	-	-	3,653
<b>Total adjusted EBITDA**</b>	92,951	8	12,522	18,873	169,889	14,109	7,763	(11,267)	25,212	5,118	1,652	336,830
Depreciation and amortisation	(2)	-	(134)	(450)	(2,959)	(27,764)	(8,414)	(16,409)	(203)	(341)	(743)	(57,419)
Other gains	-	-	-	-	-	-	-	26,740	-	-	-	26,740
Fair value gains on investment properties	-	-	-	-	129,399	-	-	-	-	-	-	129,399
Unallocated costs												(11,591)
Finance income												8,856
Finance expense												(40,078)
Profit before income tax												392,737
Income tax expense												(47,436)
Net profit												345,301

\* The property investment operations of the Group are concentrated mainly in Singapore. The Group also has property investment operations in Malaysia, PRC, UK, Australia and Indonesia which are not significant to be reported separately.

\*\* Earnings before interest, tax, depreciation and amortisation (EBITDA) adjusted to exclude unallocated costs, other gains/(losses) and fair value gains/(losses) on investment properties.

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the second half and financial year ended 31 December 2022

**27 Group segmental information** (continued)

	Property development				Hotel operations				Technology operations	Others	Total
	Singapore	China	United Kingdom	Property investments*	Singapore	Australia	Others	Investments			
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Group</b>											
<b>1 January 2022 to 31 December 2022</b>											
<b>Revenue</b>											
Total segment sales	1,570,301	318,026	89,028	510,309	316,106	120,888	117,264	51,272	100,325	61,671	3,255,190
- recognised at a point in time	58,275	318,026	89,028	-	129,431	32,580	45,555	-	91,187	-	764,082
- recognised over time	1,512,026	-	-	-	186,675	88,308	71,709	-	9,138	61,671	1,929,527
- others	-	-	-	510,309	-	-	-	51,272	-	-	561,581
Inter-segment sales	-	-	-	(6,082)	(167)	-	-	-	-	(47,230)	(53,479)
Sales to external parties	1,570,301	318,026	89,028	504,227	315,939	120,888	117,264	51,272	100,325	14,441	3,201,711
Adjusted EBITDA - Company and subsidiaries	200,008	129,811	9,223	337,423	90,380	21,032	(3,807)	51,162	9,492	16,907	861,631
Share of profit/(loss) of associated companies	-	-	-	-	3,820	-	(2,671)	-	-	-	1,149
Share of profit of a joint venture company	18,267	-	-	-	-	-	-	-	-	-	18,267
<b>Total adjusted EBITDA**</b>	218,275	129,811	9,223	337,423	94,200	21,032	(6,478)	51,162	9,492	16,907	881,047
Depreciation and amortisation	(17)	(430)	(50)	(4,123)	(57,315)	(15,624)	(46,728)	-	(695)	(1,837)	(126,819)
Other (losses)/gains	-	-	-	-	-	-	(5,131)	8	-	-	(5,123)
Fair value gains on investment properties	-	-	-	268,192	-	-	-	-	-	-	268,192
Unallocated costs											(24,563)
Finance income											25,517
Finance expense											(128,330)
Profit before income tax											889,921
Income tax expense											(120,969)
Net profit											768,952

**UOL GROUP LIMITED AND ITS SUBSIDIARIES**

**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

For the second half and financial year ended 31 December 2022

**27 Group segmental information** (continued)

	Property development			Property investments*	Hotel operations			Investments	Technology operations	Others	Total
	Singapore	China	United Kingdom		Singapore	Australia	Others				
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
<b>Group</b>											
<b>1 January 2021 to 31 December 2021</b> (restated)											
<b>Revenue</b>											
Total segment sales	1,262,102	203,547	105,880	506,798	145,909	84,054	52,126	46,664	95,100	43,482	2,545,662
- recognised at a point in time	48,972	203,547	105,880	-	70,580	23,205	14,394	-	86,225	-	552,803
- recognised over time	1,213,130	-	-	-	75,329	60,849	37,732	-	8,875	43,482	1,439,397
- others	-	-	-	506,798	-	-	-	46,664	-	-	553,462
Inter-segment sales	-	-	-	(4,611)	(124)	-	-	(3,893)	-	(32,430)	(41,058)
Sales to external parties	1,262,102	203,547	105,880	502,187	145,785	84,054	52,126	42,771	95,100	11,052	2,504,604
Adjusted EBITDA - Company and subsidiaries	150,101	53,489	16,385	346,464	11,500	18,770	(12,427)	42,674	10,354	3,299	640,609
Share of loss of associated companies	-	-	-	-	(4,058)	-	(5,514)	-	-	(4)	(9,576)
Share of profit of a joint venture company	5,982	-	-	-	-	-	-	-	-	-	5,982
<b>Total adjusted EBITDA**</b>	156,083	53,489	16,385	346,464	7,442	18,770	(17,941)	42,674	10,354	3,295	637,015
Depreciation and amortisation	(10)	(263)	(819)	(4,972)	(55,155)	(17,440)	(29,864)	(203)	(684)	(1,810)	(111,220)
Other gains	-	-	-	-	-	-	26,740	-	-	-	26,740
Fair value gains on investment properties	-	-	-	114,205	-	-	-	-	-	-	114,205
Unallocated costs											(22,654)
Finance income											15,295
Finance expense											(67,552)
Profit before income tax											591,829
Income tax expense											(92,424)
Net profit											499,405

\* The property investment operations of the Group are concentrated mainly in Singapore. The Group also has property investment operations in Malaysia, PRC, UK, Australia and Indonesia which are not significant to be reported separately.

\*\* Earnings before interest, tax, depreciation and amortisation (EBITDA) adjusted to exclude unallocated costs and fair value gains/(losses) on investment properties.

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2

For the second half and financial year ended 31 December 2022

#### A. Review

The statements of financial position of UOL Group Limited ("the Company") and its subsidiaries ("the Group") as at 31 December 2022 and the related consolidated income statement and consolidated other comprehensive income for the six-month period and financial year then ended, consolidated statement of changes in equity, statement of changes in equity and consolidated statement of cash flows for the financial year then ended and explanatory notes have not been audited or reviewed by the Company's auditors.

#### B. Review of performance of the Group

##### Revenue

Group revenue for the financial year ended 31 December 2022 ("FY2022") increased by \$697.1 million or 28% to \$3.2 billion from \$2.5 billion for the financial year ended 31 December 2021 ("FY2021"), and increased by \$293.4 million or 21% to \$1.67 billion in the second half of 2022 ("2H 2022") from \$1.37 billion in the second half of 2021 ("2H 2021") due mainly to higher revenue from property development and hotel operations.

Revenue from property development increased by \$405.8 million or 26% from FY2021 to FY2022 and \$93.4 million or 11% from 2H 2021 to 2H 2022 due mainly to 1) higher progressive recognition of revenue from Clavon, The Watergardens at Canberra and AMO Residence; and 2) more units handed over for Park Eleven, Shanghai.

Revenue from hotel operations was \$272.1 million or 97% higher for FY2022 as compared with that for FY2021 and \$191.9 million or 123% higher for 2H 2022 as compared with that for 2H 2021, due mainly to contribution from 1) opening of new or refurbished hotels, including PARKROYAL COLLECTION Marina Bay in May 2021, Pan Pacific London in September 2021, and PARKROYAL COLLECTION Kuala Lumpur in June 2022; and 2) hotels which benefitted from border re-opening and resumption of economic and social activities in their respective countries.

Investment income for FY2022 was \$8.5 million higher than that for FY2021 due mainly to higher final dividend of \$0.60 per share in FY2022 as compared with \$0.39 per share in FY2021 received from United Overseas Bank Limited.

##### Gross profit margin

Gross profit margin was 33% for FY2022 (FY2021: 32%) and 34% for 2H 2022 (2H 2021: 31%). The higher gross profit margins for the current year/period were due mainly to 1) higher gross profit from hotel operations; and 2) reversal of excess provision for land related tax for a project in China previously recorded in cost of sales, upon finalisation with the tax authorities.

##### Miscellaneous income

Miscellaneous income for FY2022 was \$15.7 million or 36% lower than that for FY2021, and for 2H 2022 was \$12.0 million or 43% lower than that for 2H 2021. The decrease in miscellaneous income was due mainly to lower COVID-19 grants received from the Singapore and Australia governments in 2022 as compared to 2021.

##### Finance income

Finance income was \$10.2 million or 67% higher for FY2022 as compared with that for FY2021 and \$11.0 million or 124% higher for 2H 2022 as compared with that for 2H 2021 due mainly to the rising interest rate environment in 2022.

##### Expenses

Expenses have generally increased with the resumption of business activities and opening of new/refurbished hotel properties, whilst there were more cost containment activities in FY2021 when businesses were still affected by the COVID-19 pandemic. Operating costs have also generally increased due to inflationary factors.

Marketing expenses for FY2022 was \$23.1 million or 20% higher than that for FY2021 and for 2H 2022 was \$10.9 million or 17% higher than that for 2H 2021 due mainly to 1) higher marketing spending by the hospitality segment as a result of resumption of marketing activities and the opening of Pan Pacific London in September 2021; 2) higher selling expenses for development projects which were in-line with the residential sales volume; and 3) increased promotion activities by the retail malls.

Finance expense for FY2022 was \$60.8 million or 90% higher than that for FY2021 and for 2H 2022 was \$41.7 million or 104% higher than that for 2H 2021. The increase in finance expense was due mainly to 1) the series of interest rate hikes in FY2022; 2) the issuance of fixed rates notes at 2.33% in August 2021 and new fixed rate loans drawn towards end of FY2021; and 3) new development loans drawn for the acquisition of Watten Estate site in April 2022 and Pine Grove site in September 2022. The weighted average interest rate on external borrowings for the Group for FY2022 was 2.25% (FY2021: 1.26%) and 2H 2022 was 2.87% (2H 2021: 1.32%).

##### Share of profit of associated and joint venture companies

The increase in share of profit from associated and joint venture companies was due to higher contribution from MEYER HOUSE and better performance by Mandarin Oriental Singapore.

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2

For the second half and financial year ended 31 December 2022

#### B. Review of performance of the Group (continued)

##### Profit & Loss

##### Second Half ended 31 December 2022/2021

The pre-tax profit before fair value and other gains/(losses) for 2H 2022 was \$311.4 million, a \$74.8 million or 32% increase from the profit of \$236.6 million for 2H 2021. The increase was due mainly to better performance from property development and hotel operations segments; offset partially by higher finance expenses.

With attributable fair value and other losses of \$43.7 million recognised for 2H 2022 compared to attributable fair value and other gains of \$90.7 million for 2H 2021, profit after tax and non-controlling interest for 2H 2022 decreased by \$95.2 million to \$120.8 million from the profit of \$216.1 million for 2H 2021.

##### Financial year ended 31 December 2022/2021

The pre-tax profit before fair value and other gains/(losses) for FY2022 was \$626.9 million, a \$176.0 million or 39% increase from the profit of \$450.9 million for FY2021. This was driven mainly by 1) better performance from property development and hotel operations segments; and 2) higher contribution by joint venture and associated companies; offset partially by 3) higher finance expenses.

For FY2022, fair value gains on investment properties arose mainly from increases in valuations for Singapore office properties. Other losses was due mainly to net impairment charges for hotel properties.

With attributable fair value and other gains/(losses) of \$146.3 million recognised for FY2022 compared with \$73.8 million for FY2021, profit after tax and non-controlling interest increased by \$184.5 million to \$491.9 million from the profit of \$307.4 million for FY2021.

##### Net tangible asset and gearing

The Group's shareholders' funds rose from \$10.17 billion as at 31 December 2021 to \$10.64 billion as at 31 December 2022 due mainly to profit recognised for the year and higher reserves, set off partially by payment of dividends. The increase in the Group's reserves by \$102.5 million from 31 December 2021 to 31 December 2022 was due mainly to 1) \$143.9 million in valuation gains on the Group's quoted investments; and 2) \$77.2 million in valuation gains on the Group's derivatives; offset partially by 3) the reduction of translation reserves by \$116.0 million as the functional currencies of the majority of the Group's overseas subsidiaries, including GBP, RMB, AUD and MYR depreciated against the SGD. Consequently the net tangible asset per ordinary share of the Group increased to \$12.55 as at 31 December 2022 from \$11.99 as at 31 December 2021.

The Group's net gearing ratio remained unchanged at 0.26 as at 31 December 2022 and 31 December 2021.

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

Nil.

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

The global outlook remains challenging due to the ongoing Russian-Ukraine conflict, persistent inflationary pressures and slowdown in a number of major economies. According to the Ministry of Trade and Industry, Singapore's economy is likely to expand at a slower pace of 0.5 to 2.5 per cent in 2023.

Singapore's residential market is expected to remain healthy with a moderate price increase on the back of a projected higher supply in new homes this year. Projects with strong product attributes in established locations should continue to draw keen interest from homebuyers and investors. The recently introduced higher Buyer's Stamp Duty is expected to have a marginal impact on our end-sale home demand.

As business sentiment turns more cautionary, office rents are expected to grow at a slower pace, supported by a tightened office supply and the reduction of inventory due to potential redevelopment of projects in the Central Business District.

With the opening of various economies including China's easing of travel restrictions in January, the retail sector should benefit from the rebound of the tourism industry and higher shopper footfall. Coupled with low supply pipeline in retail space, rents are expected to remain supported.

The hospitality business of the Group should benefit from the continued recovery of the tourism industry.

## UOL GROUP LIMITED AND ITS SUBSIDIARIES

### OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2

For the second half and financial year ended 31 December 2022

#### E. Dividend Information

##### (a) Current Financial Period Reported On

Dividend declared for the current financial period reported on

Name of dividend : **First & Final**  
 Dividend Type : Cash  
 Dividend Rate : **\$0.15** per ordinary share  
 Tax Rate : Not applicable (one-tier)

Name of dividend : **Special**  
 Dividend Type : Cash  
 Dividend Rate : **\$0.03** per ordinary share  
 Tax Rate : Not applicable (one-tier)

##### (b) Corresponding Period of the Immediately Preceding Financial Year

Dividend declared for the corresponding period of the immediately preceding financial year

Name of dividend : First & Final  
 Dividend Type : Cash  
 Dividend Rate : \$0.15 per ordinary share  
 Tax Rate : Not applicable (one-tier)

##### (c) Date payable :

First & Final : Subject to shareholders' approval for payment of the First & Final Dividends and Special Dividends and payment date to be announced later

##### (d) Record date : The record date will be announced at a later date.

#### F. Interested Person Transactions

The Company has not obtained a general mandate from shareholders for Interested Person Transactions.

#### G. Factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments

Please refer to section B.

#### H. Breakdown of sales

	The Group		
	For the financial year ended		
	31.12.22	31.12.21	Increase/ (decrease)
	\$'000	\$'000	%
(a) Sales reported for first half year	1,534,292	1,130,602	36
(b) Profit after tax before deducting non-controlling interests reported for first half year	579,356	154,104	276
(a) Sales reported for second half year	1,667,419	1,374,002	21
(b) Profit after tax before deducting non-controlling interests reported for second half year	189,596	345,301	(45)

#### I. Breakdown of total annual dividend (in dollar value) for the issuer's latest full year and its previous full year

	Latest Financial Year	Previous Financial Year
	\$'000	\$'000
Ordinary one-tier dividend	152,050	126,670



**UOL GROUP LIMITED AND ITS SUBSIDIARIES****OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2**

For the second half and financial year ended 31 December 2022

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

Name	Age	Family relationship with any director, CEO and/or substantial shareholder	Current position and duties, and the year the position was first held	Details of changes in duties and position held, if any, during the year
Wee Wei Ling	71	<p>Daughter of Dr Wee Cho Yaw, the Chairman and a substantial shareholder of UOL Group Limited ("UOL").</p> <p>Sister of Mr Wee Ee Lim, Mr Wee Ee-chao, and Mr Wee Ee Cheong, substantial shareholders of UOL.</p> <p>Mr Wee Ee Lim and Mr Wee Ee-chao are also directors of UOL.</p>	<p>Executive Director (Sustainability Partnerships, Lifestyle and Assets) of Pan Pacific Hotels Group Limited ("PPHG").</p> <p>Oversees the approval of all capital expenditure for PPHG's owned hotel properties, and is responsible for the running of St Gregory Spa Pte Ltd and Dou Hua Restaurants Pte Ltd. Also co-ordinates PPHG's corporate social responsibility, charitable and sustainability initiatives.</p> <p>Director of PPHG since 1994. PPHG is a wholly-owned subsidiary of UOL.</p>	Nil
Eu Zai Jie Jonathan	41	<p>Grandson of Dr Wee Cho Yaw, the Chairman and a substantial shareholder of UOL.</p> <p>Nephew of Mr Wee Ee Lim and Mr Wee Ee-chao, directors and substantial shareholders of UOL.</p> <p>Nephew of Mr Wee Ee Cheong, a substantial shareholder of UOL.</p>	<p>Executive and Non-Independent Director, and Chief Executive Officer, of Singapore Land Group Limited ("SingLand"), a subsidiary of UOL.</p> <p>Overall management of SingLand.</p>	Appointed as Executive and Non-Independent Director of SingLand with effect from 1 July 2022.

**CONFIRMATION THAT THE ISSUER HAS PROCURED UNDERTAKINGS FROM ALL ITS DIRECTORS AND EXECUTIVE OFFICERS (IN THE FORMAT SET OUT IN APPENDIX 7.7) UNDER RULE 720(1)**

The Company confirms that it has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

**BY ORDER OF THE BOARD**

Yeong Sien Seu  
Company Secretary  
27 February 2023