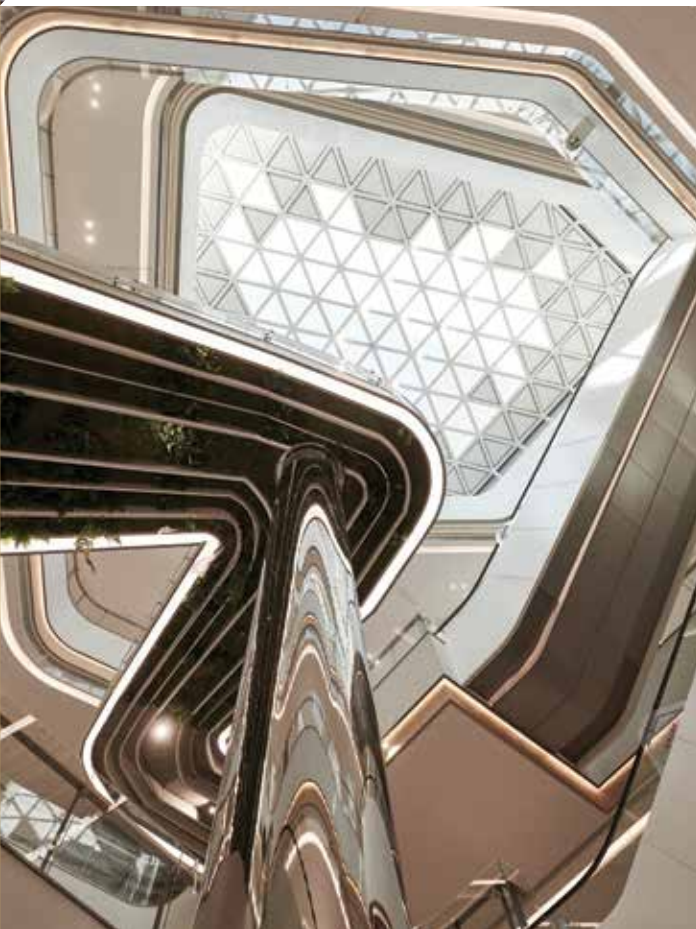


# COMMITMENT TO EXCELLENCE



**YANLORD LAND GROUP LIMITED**  
Annual Report 2023



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Yanlord Arcadia, Shanghai, PRC  
仁恒海上源, 上海, 中国

# COMMITMENT TO EXCELLENCE



Yanlord strives to deliver distinction in every development, working with its business partners and customers to uphold standards of quality and sustainability. Building on three decades of innovation and resilience, Yanlord will continue to pave the way forward and create greater value for all stakeholders.



Mission Statement

**Managing with benevolence and integrity,  
achieving perpetuity through perseverance**

仁信治业 持之以恒



Corporate Philosophy

**Developing land with devotion,  
building quality accommodation with passion**

善待土地 用心造好房

# About Yanlord

**Yanlord Land Group Limited** ("Company" and together with its subsidiaries, "Yanlord" or "Group") is a real estate developer focusing on developing high-end fully-fitted residential, commercial and integrated property projects in strategically selected key and high-growth cities in the People's Republic of China ("PRC") and Singapore. The Company has been listed on the Mainboard of the Singapore Exchange since June 2006.

Since Yanlord's foray into the PRC property market in 1993, it has successfully developed a number of large-scale residential property developments with international communities of residents. Building on its established track record for developing high-end residential property developments in prime locations within affluent cities of the PRC, the "Yanlord" name has been developed into a premium brand synonymous with quality within the property development industry of the PRC. Typically, Yanlord's residential property developments are characterised by large-scale, multi-phased projects designed and built by international architects, leading designers and reputable contractors. Currently, Yanlord has an established presence in over 20 key high-growth cities within the six major economic regions of the PRC.

In Singapore, developments of Leedon Green and Dairy Farm Residences have been completed, with another residential project, Hillock Green, currently under development.

Since 2003, Yanlord has been developing high-quality commercial and integrated properties for long-term investment purpose, such as shopping malls, offices, serviced apartments and hotels. Currently, Yanlord holds a portfolio of core completed investment and hotel properties, including Yanlord Landmark and Hengye International Plaza in Chengdu; Yanlord Riverside Plaza in Tianjin; Yanlord Marina Centre in Zhuhai; Crowne Plaza Sanya Haitang Bay Resort in Sanya; Yanlord Landmark in Nanjing; Yanlord Reverie Plaza in Shenzhen; Cangjie Commercial Plaza in Suzhou; Orchard Summer Palace in Shenyang; and various Yanlord Lane community retail outlets across multiple cities, in the PRC. In Singapore, the Group holds a high-quality investment property portfolio and hotels, including UE BizHub CITY (including Park Avenue Clemenceau), UE BizHub TOWER, UE BizHub WEST, Rochester Mall and Park Avenue Rochester and Park Avenue Robertson. These projects are generating a growing rental income and for long-term investment for the Group.



Yanlord Hub City, Nanjing, PRC  
城市星徽名苑, 南京, 中国



# Yanlord Business

## PROPERTY DEVELOPMENT - RESIDENTIAL, COMMERCIAL & INTEGRATED PROPERTIES

Yanlord develops large-scale projects located in prime and high-end residential areas. Yanlord's development comprises apartment complexes and villas that are designed to provide its customers with an assurance of quality, a complete lifestyle experience and a sense of community living. Residential property developments are equipped with facilities and amenities such as child-care centres, kindergartens, dining facilities, gym facilities, swimming pools and other sporting facilities. Yanlord also develops high-end commercial and integrated properties such as offices, serviced apartments and retail shops for sale in the People's Republic of China ("PRC").

## PROPERTY MANAGEMENT SERVICES

Yanlord also provides property management services for its commercial and residential properties. While Yanlord places strong emphasis on maintaining the quality of its property developments, provision of excellent property management services has also bolstered the value of its brand equity, strengthened the recognition among its customers and safeguarded the reputation of its developments. Yanlord believes that this business model preserves the value of its existing property developments and enhances its reputation as a responsible property developer.

## PROPERTY INVESTMENT AND HOTEL OPERATIONS

Since 2003, Yanlord has developed or acquired high-quality commercial and integrated properties for long-term recurring income generation and investment purpose, such as shopping malls, offices, serviced apartments and hotels. As part of its strategy to generate additional and recurrent revenue streams, Yanlord retains some of its commercial and integrated developments as investment properties for lease in order to maximise long-term benefits from the growth potential of the selected commercial property segments in key cities. Yanlord builds its portfolio of investment properties strategically and progressively, while continuing to grow its core property development business.

## OTHER NON-PROPERTY BUSINESS

Through United Engineers Limited, the Group expands its footprint into various businesses internationally. With operations in Singapore and Malaysia, O'Connor's is a leading systems integrator offering security and surveillance, communication and technology, and healthcare and medical solutions to various sectors. Distribution division supplies architectural ceiling and partition, fire protection, concrete wall and cladding panel systems for the construction sector, laundry and boiler equipment for the hospitality sector, as well as workshop equipment and spare parts to the automotive sector. It also has a sand mining and ready-mix concrete business in Australia. Manufacturing division has established precision engineering and electronics manufacturing factories in the PRC and in United Kingdom serving customers internationally. In United States, Speedling operates greenhouses supplying vegetable and ornamental seedlings and horticultural products.

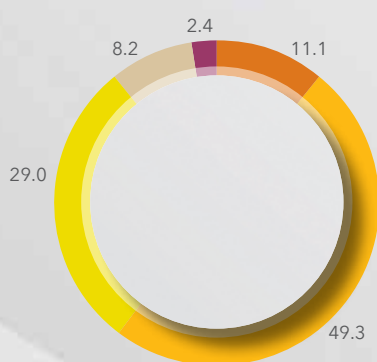
# Key Highlights

Financial year ended December 31, 2023

## KEY NUMBERS

Total property contracted pre-sales <sup>1</sup> (RMB billion)	32.352
Total property contracted pre-sales <sup>1</sup> in terms of gross floor area ("GFA") (million sqm)	1.2
Total contracted average selling price <sup>1</sup> (RMB/sqm)	26,144
Total accumulated property contracted pre-sales amount pending recognition <sup>1,2</sup> (RMB billion)	68.212
Total accumulated property contracted pre-sales GFA pending recognition <sup>1,2</sup> (million sqm)	2.0
Total revenue (RMB billion)	43.395
Gross profit margin (%)	19.1
Loss attributable to owners of the Company (RMB billion)	(0.934)
Total assets <sup>2</sup> (RMB billion)	154.734
Cash and cash equivalents <sup>2</sup> (RMB billion)	13.007
Net debt <sup>2</sup> (RMB billion)	20.430
Net gearing ratio <sup>2</sup> (%)	46.7
Average cost of borrowings (%)	5.6
Net asset value per share <sup>2</sup> (RMB)	17.77
Net asset value per share (equivalent to S\$) <sup>2,3</sup>	3.30

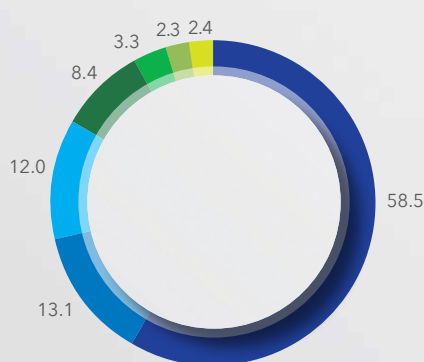
**LANDBANK DISTRIBUTION  
IN THE PRC\* AND SINGAPORE<sup>1,2</sup>**  
(%)



- PRC Tier 1
- PRC New Tier 1
- PRC Tier 2
- PRC Tier 3
- Singapore

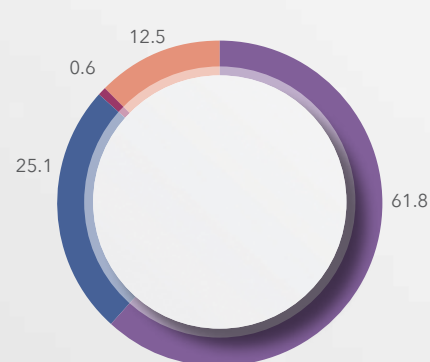
\* Cities are classified based on the list of tiered cities of the People's Republic of China on [baike.baidu.com](http://baike.baidu.com)

**LANDBANK DISTRIBUTION  
IN THE PRC AND SINGAPORE<sup>1,2</sup>**  
(%)



- Yangtze River Delta
- Greater Bay Area
- Bohai Rim
- Hainan
- Western China
- Central China
- Singapore

**SEGMENT ASSET DISTRIBUTION  
OF THE GROUP<sup>2</sup>**  
(%)



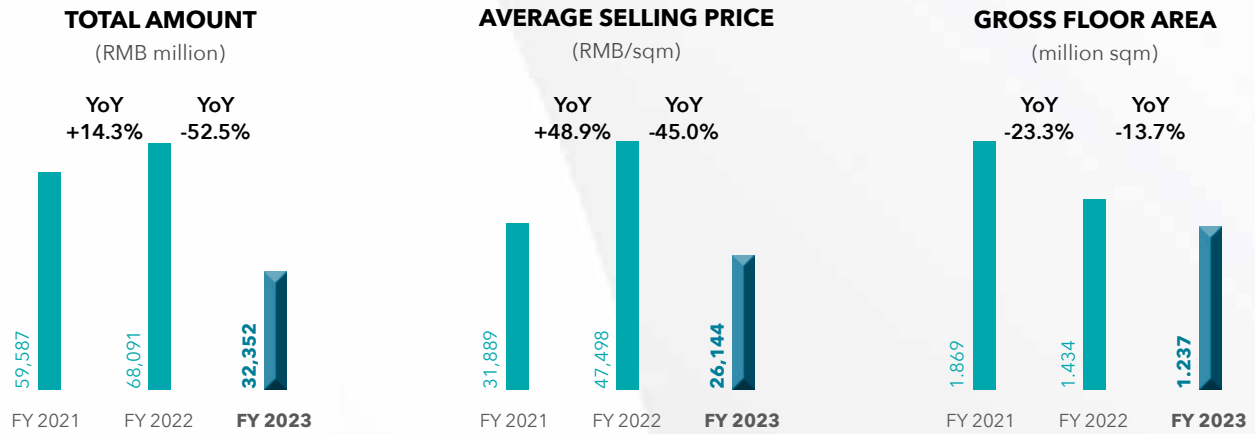
- Property development
- Property investment and hotel operations
- Property management
- Others

**Notes:**

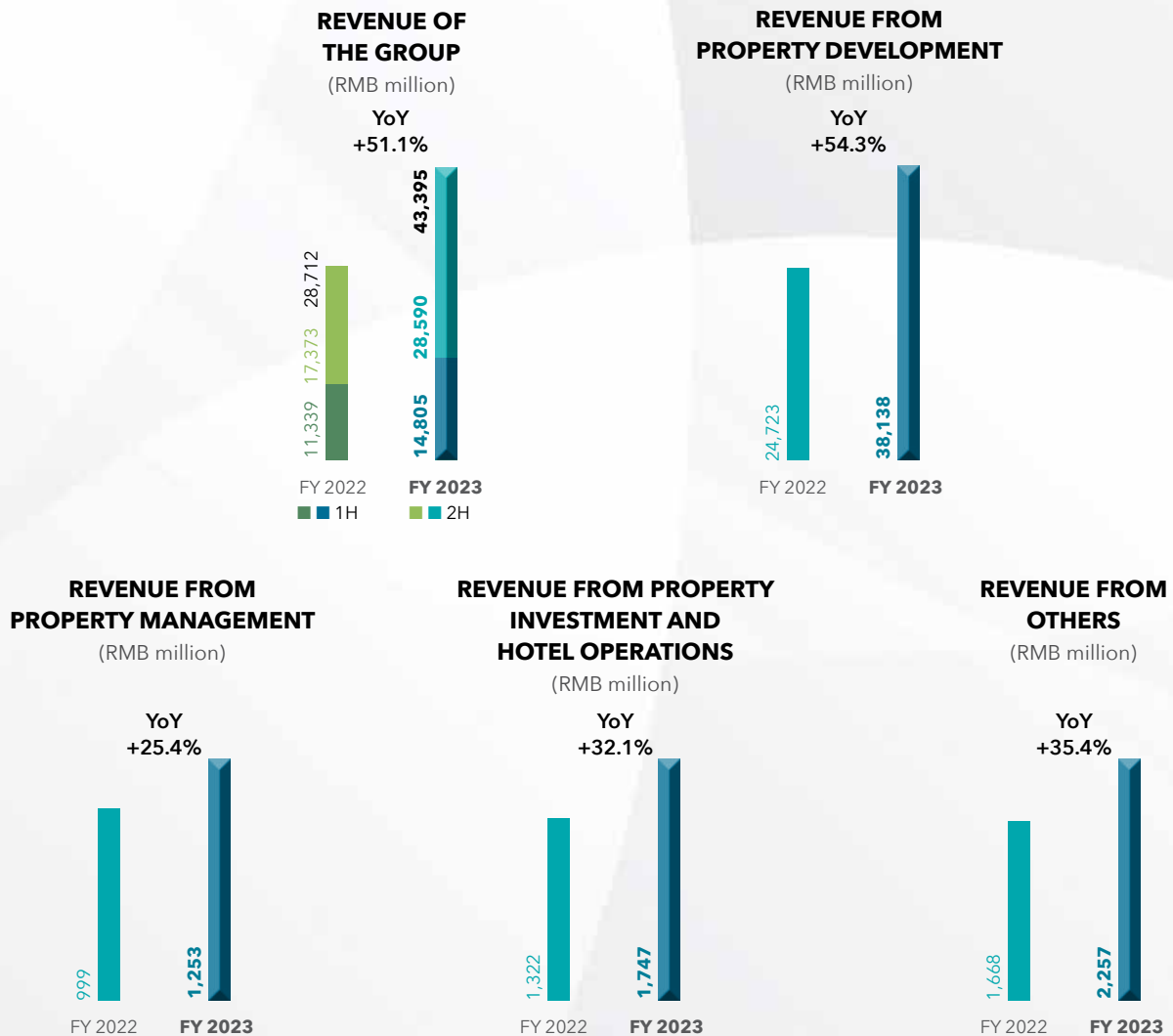
- <sup>1</sup> Including numbers of the Group together with its joint ventures and associates
- <sup>2</sup> As at December 31, 2023
- <sup>3</sup> The equivalent in S\$ was calculated at an exchange rate of S\$1: RMB5.3772



## PROPERTY CONTRACTED PRE-SALES<sup>1</sup>



## SEGMENT REVENUE DISTRIBUTION



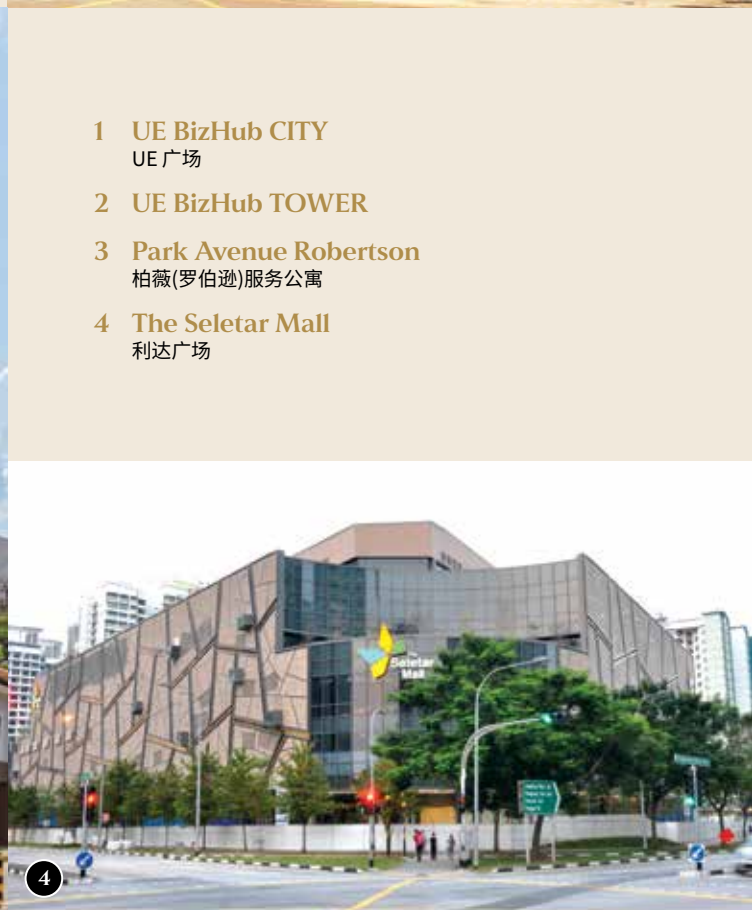
### Notes:

<sup>1</sup> Including numbers of the Group together with its joint ventures and associates

<sup>2</sup> On this page, "FY" denotes the financial year ended December 31, "1H" denotes the period from January to June, "2H" denotes the period from July to December and YoY represents year-on-year comparisons



# Commercial properties and service apartments in Singapore



- 1 UE BizHub CITY  
UE 广场
- 2 UE BizHub TOWER
- 3 Park Avenue Robertson  
柏薇(罗伯逊)服务公寓
- 4 The Seletar Mall  
利达广场



**5 Rochester Mall and Park Avenue Rochester**  
罗切斯特商场和柏薇(罗切斯特)酒店

**6 Park Avenue Clemenceau**  
柏薇(克列孟梭)服务公寓

**7 UE BizHub WEST**





1

# Investment property portfolio and hotel operations in the PRC



2



3



4

- 1 **Yanlord Marina Centre, Zhuhai**  
仁恒滨海中心, 珠海
- 2 **Orchard Summer Palace, Shenyang**  
夏宫城市广场, 沈阳
- 3 **Yanlord Landmark, Chengdu**  
仁恒置地广场, 成都
- 4 **Yanlord Riverside Plaza, Tianjin**  
仁恒海河广场, 天津



**5 Crowne Plaza Sanya Haitang Bay Resort, Sanya**

三亚海棠湾仁恒皇冠假日度假酒店, 三亚

**6 Yanlord Viale Hotel, Tianjin**

仁恒薇乐酒店, 天津

**7 InterContinental Hotel, Zhuhai**

仁恒洲际酒店, 珠海



**8 Yanlord Landmark, Nanjing**

仁恒置地广场, 南京

**9 ParcVue Hotel Residence, Nanjing**

仁恒柏薇酒店公寓, 南京



# New openings of investment properties in Shenzhen and Suzhou in the PRC



Cangjie Commercial Plaza, Suzhou  
仓街商业广场, 苏州



Yanlord Reverie Plaza, Shenzhen  
仁恒梦创广场, 深圳



# Chairman's Statement

## Dear Shareholders,

2023 has been an exceptionally unusual year. Despite the three-year-long epidemic is nearing its end, economic recovery remains a prolonged and challenging journey. The People's Republic of China ("PRC") represents the primary market for Yanlord Land Group Limited ("Company" and together with its subsidiaries, "Yanlord" or "Group"). The real estate credit crisis, which began in the third quarter of 2021, persisted throughout 2023 and eventually led to an industry-wide predicament in the PRC; its national primary property sales have declined for two consecutive years, falling by more than one-third compared to their peak in 2021.

Yanlord's management team has always taken proactive measures to confront challenges. However, a sharp downturn in the market led to extended sales cycles in certain cities. Despite achieving a new record high in revenue, gross profit and the profits for 2023 were eroded by impairment provisions for the Group's property developments in Shenzhen and several other cities due to sluggish sales in these areas. This resulted in a loss for the year amounting to RMB722 million and a loss attributable to owners of the Company amounting to RMB934 million.

I would like to take this opportunity to report the Group's performance for the financial year ended December 31, 2023 ("FY 2023"), and to share with all shareholders the management's perspectives and strategies for navigating the adversities and challenges currently faced by real estate developers in the PRC.

## INCOME FROM PROPERTY DEVELOPMENT INCREASED WHILE PROFIT DECLINED

The PRC opened its real estate market in the late 1990s. Following three decades of rapid growth, the industry has faced oversupply in some cities, leading to unprecedented challenges. For a period of time, it may be a prevailing trend that housing sales will decelerate, property prices will decline and profit margins will persistently decrease. The inability of real estate companies to repay debts has resulted in numerous abandoned construction projects, creating a series of financial and social issues. The market is expected to take time to recover, with consumer confidence being gradually restored.

Yanlord's performance for FY 2023 was similarly impacted by the broader market downturn. The Group's revenue increased by 51.1% to RMB43.395 billion, primarily driven by the delivery of a higher-priced project in Shanghai as well as an increase in the gross floor area delivered during the reporting period. However, the delivery of projects with lower gross profit margins, along with impairment losses on various properties in cities such as Shenzhen, Wuxi, Zhuhai and Chengdu, resulted in only a marginal increase in gross profit. Consequently, the Group recorded in FY 2023 a loss for the year of RMB722 million and a loss attributable to owners of the Company amounting to RMB934 million. The precipitous downturn in the real estate market has had widespread impacts across many stakeholders, which is a matter of great regret to the management. Fortunately, the Group's

presence in other regions of the PRC, particularly several projects in Shanghai that successfully completed pre-sales in the fourth quarter of 2022, has ensured the overall operation of the Group and compliance with various contractual obligations in 2023. In 2023, satisfactory property sales performance in Tianjin and Jinan was observed. In Singapore, Dairy Farm Residences has been fully sold and Leedon Green residential development was almost fully sold in 2023, while Hillock Green, launched in November 2023, received a positive market response.

## HEALTHY PERFORMANCE FROM INVESTMENT PROPERTIES, HOTEL OPERATIONS, PROPERTY MANAGEMENT AND OTHER NON-PROPERTY OPERATIONS

In FY 2023, the Group's income from property investment and hotel operations rose by 32.1% year-on-year to RMB1.747 billion. This growth was particularly driven by the exceptional performance of the Group's hotel operations, buoyed by the strong demand for domestic tourism after the lifting of COVID-19 control measures in early 2023. In particular, Yanlord Crowne Plaza Resort Hotel in Sanya, Yanlord InterContinental Hotel in Zhuhai, as well as Yanlord ParcVue Hotel Residence in Nanjing attained record-high revenues since their openings.

The introduction of the "Yanlord ParcVue" brand into the PRC market has been met with a positive market reception across various product and services tiers. "Yanlord ParcVue" has actively engaged in managing and operating government rental housing projects in Shanghai, Suzhou,





## Chairman's Statement

Hangzhou and several other cities, carving out a new path in "asset light" hotel management and rental apartment services, thereby generating a consistent stream of service fee income for the Group.

Additionally, Shenzhen Reverie Plaza and community retail space of Yanlord Begonia Park in Haikou, which opened in late 2022, achieved occupancy rates of 95% and 96%, respectively, as of the end of 2023. The soft opening of Suzhou Cangjie Commercial Plaza was held on September 28, 2023, and it similarly recorded strong performance in the fourth quarter of 2023, and during the Chinese New Year holiday period in 2024.

In Singapore, with continued influx of tourists and increased business activities, the occupancy rates and rental income of the Group's investment properties, hotels and serviced apartments in Singapore registered healthy growth in 2023.

The Group's property management services have continued to see stable growth. The Group's property management team not only provides property management services for the newly completed projects developed by Yanlord across regions in the PRC, but also actively expands its property management services to properties held by third-parties. With a total of 25.26 million square metres ("sqm") of areas currently under management, serving over 122,900 households, the Group's income from property management services reached RMB1.253 billion in FY 2023, marking a 25.4% increase year-on-year. The Group has secured property management service agreements for over 10 million sqm of new projects that are either under construction or not yet handed over. The operating income from these new projects is expected to rise further as property construction is completed and the properties are handed over for management.

In addition, the Group's other non-property businesses have also achieved sustained growth, with revenue reaching RMB2.257 billion in FY 2023, representing a year-on-year increase of 35.4%.

### **PROACTIVE DEBT AND EXPENSE CONTROL; MAINTAINING FINANCIAL HEALTH**

Management of the Group continued to take proactive measures to reduce debt and risk under the uncertain market environment in 2023. As at December 31, 2023, total debt of the Group had decreased by 26.4% to RMB33.437 billion compared to December 31, 2022, while maintaining adequate liquidity with cash and cash equivalents at RMB13.007 billion. The net gearing ratio reduced by 7.8 percentage points to 46.7% as at December 31, 2023, from 54.5% as at December 31, 2022, reflecting the effectiveness of the Group's long-term prudent financial management strategies and operational capabilities amidst a drastic business and financial environment. As at December 31, 2023, the Group's total assets were RMB154.734 billion.

In addition, the Group has been gradually reorganising its business units in the PRC, reducing expenditure and optimising personnel structure, to tackle industry challenges with a more streamlined organisational structure.

### **OUTLOOK**

The real estate downturn in the PRC persists, with its recovery dependent on myriad factors. As local governments ease various restrictive policies and financial institutions adjust interest rates to alleviate the debt burden on both enterprises and households, such relief measures are expected to enhance market stability and improve overall market expectations. History has shown that cyclical fluctuations are an inherent economic principle, as evidenced by global markets. Over time, the real estate industry is expected to maintain

its critical role in the economy of the PRC. At that time, Yanlord, with its enduring traditions of "prudence" and "quality", is poised to distinguish itself again. At the moment, the Group's management has implemented a comprehensive strategy to navigate the challenging operating environment. In addition to the measures already mentioned, the Group is actively reducing capital investment.

Simultaneously, the Group maintains a moderate development scale through "asset light" partnerships, thereby ensuring stability in the core business foundation and preserves vital external cooperative relationships, with a view towards safeguarding the Group's core competitiveness.

### **DIVIDEND**

Considering the loss reported for the year, in line with the Group's consistent prudent financial policies, and to better mitigate any market uncertainties as well as to support future business development and operational needs, the Board of Directors of the Company has decided not to declare a dividend for FY 2023.

### **IN APPRECIATION**

Management and I would like to extend our sincere appreciation to all customers, business associates and employees of the Group as well as shareholders of the Company for their trust and unwavering support. We are also thankful for the guidance and contributions of our Directors in steering the Group through yet another challenging year. Looking ahead, under the challenging operating environment, Yanlord remains committed to adopting prudent business strategies and will work towards restoring shareholder value.

**Zhong Sheng Jian**  
Chairman and Chief Executive Officer

# 主席致辞

## 尊敬的各位股东：

2023年是极其不寻常的一年。三年疫情虽然已接近尾声，但经济复苏之路道阻且长。中国是仁恒置地集团有限公司（“仁恒”或“公司”连同其子公司，“集团”）业务的主要市场。始于2021年第三季度的地产债务危机于2023年继续蔓延，终于酿成全行业的困局，中国市场整体销售连续两年下滑，相比2021年高峰已经累跌超过三分之一。

仁恒管理团队一直以来积极采取各种措施以应对挑战，然而，市场剧烈下行，部分城市去化周期拉长，集团受深圳等地的项目滞销拖累，2023年收入虽创下新高，但毛利及净利受减值拨备侵蚀，导致集团年内亏损人民币7.22亿元，股东应占亏损人民币9.34亿元。

如何在逆境中求生存是所有中国涉房企业需要面对的挑战，本人希望借提报集团截至2023年12月31日财政年度（“2023财年”）的业绩之机，与各位股东分享管理层的思考与应对之道。

## 地产开发营收增加但利润降低

中国于上世纪90年代末开放房地产市场，三十年的高速发展，一些城市量的积累已经过剩、市场压力下、房企经营遭遇前所未有的困难。在一段时间内房屋销售放缓、房价下降、利润率持续走低，将是常态。房企无力偿还债务并由此引发在建工程烂尾等一系列的金融及社会问题需要时间化解，消费者的信心也需要时间修复。

对于仁恒而言，2023财年的业绩也受市场大趋势影响。集团因期内交付高价位的上海项目及交付面积增加，营业收入上升至人民币433.95亿元，同比增长51.1%。但由于交付项目组毛利偏低，加上深圳、无锡、珠海及成都等地项目的减值拨备，造成毛利仅微升，年内净亏损为人民币7.22亿元，以及期内股东应占亏损为人民币9.34亿元的局面。虽然市场大势急坠，受累者比比皆是，公司管理层对此仍是深感遗憾。所幸集团位于中国其他区域，特别是位于上海项目在2022年四季度完成预售，有效保障了集团整体营运与各类合同履行，2023财年预售表现良好的城市为天津及济南。在2023年，位于新加坡的岱莉轩已经全部售罄及绿墩雅苑大致完成销售，悦翠轩在2023年11月新开盘录得到市场的良好反应。

## 集团经营性物业维持优异表现，物业管理服务板块及其他非地产业务稳健成长

2023财年，集团物业投资及酒店运营产生的收入达人民币17.47亿元，同比增长32.1%。期内，集团旗下酒店表现优异。随着2023年初防疫措施取消，本地旅游业需求强劲，集团的所有酒店均录得入住率及收入的强劲反弹，尤其集团位于三亚的皇冠假日度假酒店、珠海洲际酒店、南京仁恒柏薇酒店公寓均创下开业以来的最佳业绩。“仁恒柏薇”系列品牌在进入中国大陆市场后，不同层次的产品领域均获得市场认同。“仁恒柏薇”还积极参与上海、苏州、杭州等地的政府租赁房的管理运营，为仁恒在“轻资产”的酒店及租赁公寓管理服务开创新赛道，相信这在未来也能为集团带来持续性的服务费收入。此外，集团于2022年底竣工的深圳梦创广场及海口海棠公园仁恒里投入营运后，在2023年底分别实现95%及96%的出租率。集团地标性商业广场——苏州仓街项目于2023年9月28日开幕试营业，并在第四季度和刚刚结束的龙年春节长假期间表现不俗。受益于新加坡疫情之后蓬勃发展的旅游业及跨国企业的进驻，集团位于新加坡的办公楼商场及酒店及服务式公寓的出租率在2023财年均取得持续提升。

集团另一稳健成长的业务板块为物业管理服务，集团物业管理团队不仅继续为仁恒在中国地区所开发的新竣工项目提供物业管理，团队还积极外拓第三方项目，目前管理面积达2,526万平方米，服务户数约12.29万户。2023财年集团所取得的物业管理服务收入达人民币12.53亿元，同比上升25.4%。集团已签约的物业管理服务协议的在建中或未接管的新项目达约1,000万平方米的建筑面积，营业收入还将随着物业的陆续竣工交付及接管有进一步的提升。此外，集团的其他非地产业务也取得持续的发展，2023财年的收入达人民币22.57亿元，按年上升35.4%。

## 积极降低负债，减少费用支出，保持财务健康

2023年，在市场不稳定的情况下，管理层持续积极采取措施减负债，减风险。截至2023年12月31日，总负债较截至2022年12月31日下降26.4%至人民币334.37亿元，同时保持充足的现金流动性，现金及现金等价物达人民币130.07亿元，净负债率较截至2022年12月31日的54.5%下降

7.8个百分点至46.7%。体现集团在严峻的商业和金融环境下的长期稳健财务管理及经营能力。截至2023年12月31日，集团总资产为人民币1,547.34亿元。

此外，集团已经逐步重整中国的业务部门、减少支出、优化人员结构，从而以更加精干的组织架构应对行业挑战。

## 前景展望

如今中国的房地产衰退仍在继续，何时触底反弹有赖于多方面的因素。政府在取消各类限制性政策的同时，金融机构也通过调整利率来降低企业和居民负债，此类纾困措施将有利于市场稳定，改善各方预期。纵观历史，周期性起伏是经济规律，这一规律已经被各国各地市场所验证。假以时日，房地产这一基础行业将继续发挥其不可替代的作用，届时，以“稳健”与“品质”为传统品质的仁恒也必将再度脱颖而出。目前，集团管理层已经多管齐下，做好准备应对严峻的经营环境。除上文所述各点之外，集团持续降低了资本性投入，同时以小股操盘维持一定开发规模，从而稳定核心业务骨干和重要外部合作关系，保持住集团的核心竞争力。

## 股息

鉴于年度报告的亏损，以及符合集团一贯谨慎的财务政策，公司董事会已决定2023财年不派发股息，为更好地应对市场的不确定因素，同时，用以满足日后业务发展及营运需要。

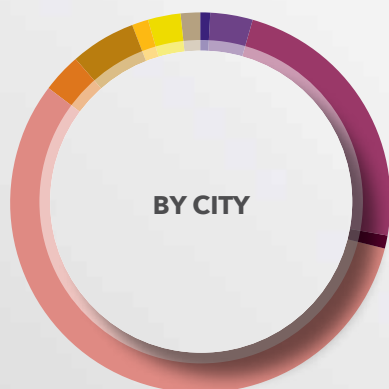
## 致谢

本人及管理层对集团所有的客户、合作伙伴、员工以及公司股东的信任和持续支持表示谢意，同时也要感谢董事们的指导和贡献，引导集团再次度过了充满挑战的一年。展望未来，仁恒将继续以审慎稳健为原则，做好准备应对严峻的经营环境，以更好的修复股东价值。

钟声坚  
集团主席兼总裁

# Operational Highlights

Financial year ended December 31, 2023



**PROPERTY SALES  
RECOGNISED AS  
REVENUE**  
IN FY 2023 (%)



▲

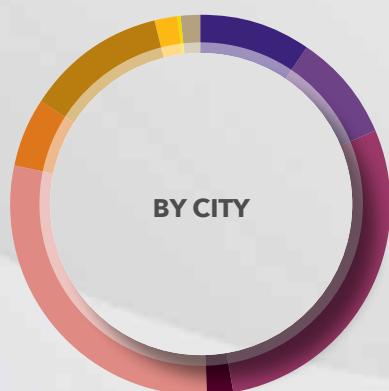
1.0	Chengdu	9.7
3.5	Haikou	9.0
23.5	Nanjing	28.7
1.1	Shenzhen	2.1
56.3	Shanghai	29.0
3.3	Taicang	5.9
5.7	Yancheng	11.9
1.4	Zhuhai	1.8
2.8	Singapore	0.4
1.4	Others	1.5

▼

▲

1.0	Chengdu Orchard Villa	6.8
3.5	Haikou Yanlord Gardens	9.0
8.4	Nanjing Riverbay Century Gardens	5.6
11.2	Nanjing Yanlord Hub City	16.3
1.5	Nanjing Yanlord International Apartments, Tower A	1.3
6.4	Shanghai Moons Villa	8.7
49.8	Shanghai Yanlord Arcadia	20.2
3.3	Taicang Yanlord Central Lake	5.9
5.7	Yancheng Yanlord Riverside Gardens	11.9
9.2	Others	14.3

▼

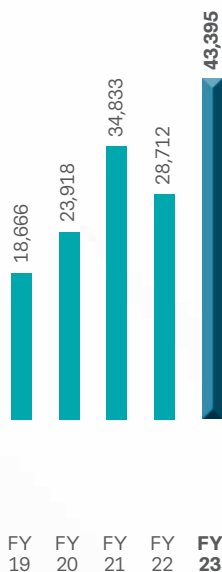


**GROSS FLOOR AREA  
RECOGNISED AS  
REVENUE**  
IN FY 2023 (%)

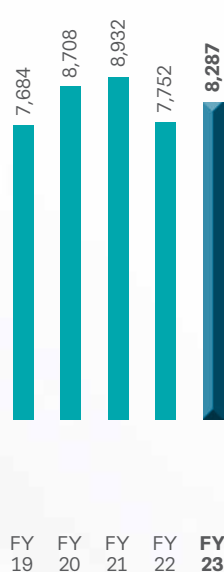


# Financial Highlights

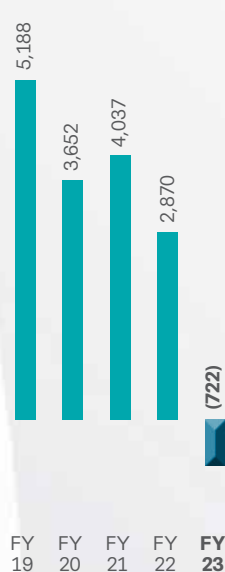
## REVENUE (RMB million)



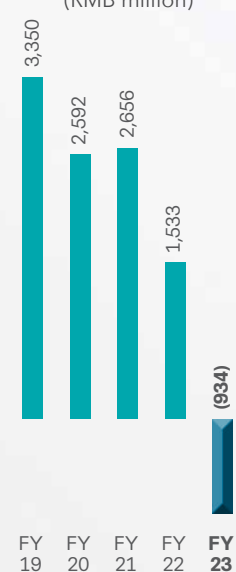
## GROSS PROFIT (RMB million)



## (LOSS) PROFIT FOR THE YEAR (RMB million)

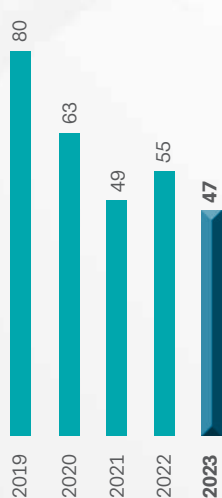


## (LOSS) PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY (RMB million)



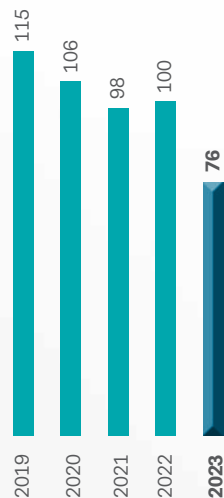
## NET DEBT / EQUITY<sup>1</sup> (%)

As at December 31



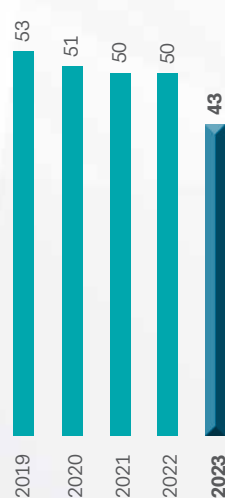
## TOTAL DEBT / EQUITY<sup>1</sup> (%)

As at December 31



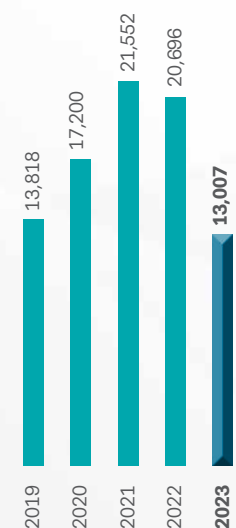
## TOTAL DEBT / CAPITALISATION<sup>2</sup> (%)

As at December 31



## CASH AND CASH EQUIVALENTS (RMB million)

As at December 31



### Notes:

<sup>1</sup> Equity = Equity attributable to owners of the Company + Non-controlling interests

<sup>2</sup> Capitalisation = Total debt + Equity attributable to owners of the Company + Non-controlling interests

<sup>3</sup> In this page, FY means financial year ended December 31



1

## Major projects launched for property contracted pre-sales in 2023



- 1 **Star Century, Tianjin, PRC**  
恒美雅苑, 天津, 中国
- 2 **Riverbay Century Gardens,  
Nanjing, PRC**  
江湾世纪花园, 南京, 中国
- 3 **Yanlord Four Seasons  
The Park 3, Shenzhen, PRC**  
四季雅园, 深圳, 中国



2



3



4 Riverside City, Jinan, PRC  
铁恒河滨园、铁恒河滨府, 济南, 中国

5 Yanlord Gardens, Haikou, PRC  
仁恒滨江园, 海口, 中国





Major projects  
**delivered by  
subsidiaries**  
in 2023



- 1 **Yanlord Arcadia, Shanghai, PRC**  
仁恒海上源, 上海, 中国
- 2 **Moons Villa, Shanghai, PRC**  
仁恒·海明院, 上海, 中国
- 3 **Yanlord Hub City, Nanjing, PRC**  
城市星徽名苑, 南京, 中国





4



5

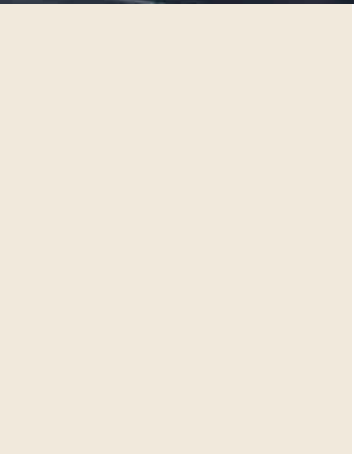
- 4 **Yanlord Gardens (Phase 1), Haikou, PRC**  
仁恒滨江园, 一期, 海口, 中国
- 5 **Yanlord Riverside Gardens (Phase 1), Yancheng, PRC**  
仁恒河滨花园, 一期, 盐城, 中国



# Major projects delivered by joint ventures & associates in 2023

- 1 **The Mansion in Park, Jinan, PRC**  
仁恒奥体公园世纪, 济南, 中国
- 2 **Leedon Green, Singapore**  
绿墩雅苑, 新加坡





- 3 **Yanlord Reverie Park, Shenzhen, PRC**  
仁恒芯梦公园, 深圳, 中国
- 4 **Lantern, Suzhou, PRC**  
澜庭, 苏州, 中国
- 5 **Four Seasons Park (Phase 1C), Zhongshan, PRC**  
星月万象花苑, 中山, 中国



# New land acquisitions and new commencement of constructions in 2023



- 1 **The Altstadt, Wuxi, PRC**  
耕读锦绣院, 无锡, 中国
- 2 **Sunland, Nantong, PRC**  
溪棠雅园, 南通, 中国
- 3 **STARRY BAY, Suzhou, PRC**  
滨湖湾, 苏州, 中国





4



5

- 4 **PUTTING LAND, Haikou, PRC**  
长天云汀, 海口, 中国
- 5 **Hillock Green, Singapore**  
悦翠轩, 新加坡
- 6 **River Park, Nantong, PRC**  
仁恒·紫琅世纪, 南通, 中国



6

# Operation Review

Yanlord Land Group Limited (“Company” and together with its subsidiaries, “Yanlord” or “Group”) reported a total revenue of RMB43.395 billion for the financial year ended December 31, 2023 (“FY 2023”), of which RMB38.138 billion was contributed from property development, RMB1.747 billion from property investment and hotel operations, RMB1.253 billion from property management, with the remaining RMB2.257 billion attributable to other segments. This represents an increase of 54.3%, 32.1%, 25.4%, and 35.4%, respectively, compared to the financial year ended December 31, 2022 (“FY 2022”).

## PROPERTY DEVELOPMENT - PROPERTY CONTRACTED PRE-SALES

In 2023, facing the complexity and severity of both domestic and international environments, the domestic economy of the People’s Republic of China (“PRC”) continued to grapple with recovery pressures. This has prompted adjustments in real estate policy towards a more supportive stance, shifting away from cautious emphasis on “risk prevention” to supporting the development of the real estate industry while exploring new transformative models. This strategic shift has catalysed the initiation of the “Three Major Projects” by the PRC government, which are, construction of affordable housing, development of public infrastructure serving both regular and emergency needs, and the revitalisation of urban villages.

To adapt to the significant changes in the supply and demand dynamics of the real estate market, real estate policies were continuously optimised and adjusted by local authorities, with many regions relaxing or canceling restrictions such as purchase limits and mortgage constraints. Despite the continual implementation of multiple policy incentives, there persists a subdued outlook in residents’ income expectations and investment demand. The market is expected to take time to recover, with consumer confidence being gradually restored.

**Property contracted pre-sales from projects located in other cities of the PRC amounted to RMB29.134 billion in FY 2023, representing an increase of 9.0% compared to RMB26.733 billion in FY 2022.**



Driven by the concentrated surge in demand in the aftermath of the COVID-19 pandemic, while the real estate market witnessed a brief recovery at the onset of 2023, subsequent demand remained sluggish. The industry continued the downward trajectory from 2022, and nationwide sales remained weak throughout 2023, with a contraction in scale. National real estate development investment witnessed a year-on-year decline of 9.3%, reverting to the levels observed in 2017. This has impacted the operations of both upstream and downstream sectors, with the market persisting in its trend of bottoming out and showing signs of gradual recovery.

In FY 2023, the Group together with its joint ventures and associates recorded total contracted pre-sales from residential, commercial units and car parks of approximately RMB32.352 billion over a total contracted gross floor area (“GFA”) of about 1.24 million square metres (“sqm”), representing a decrease of 52.5% and 13.7%, respectively, compared to the corresponding period in FY 2022.

The average selling price (“ASP”) of property contracted pre-sales achieved in FY 2023 was RMB26,144 per sqm, a decrease of 45.0% compared to RMB47,498 per sqm in FY 2022. This decrease was mainly due to a change in the composition of product mix, with property contracted pre-sales in the Yangtze River Delta region accounted for 37.9% of the total property contracted pre-sales for the Group together with its joint ventures and associates in FY 2023 compared to 80.9% in FY 2022.

Riding on the robust market demand in Shanghai during the second half of 2022, the Group took advantage of accelerated several projects launches and brought forward certain sales activities originally scheduled for sales in FY 2023 to FY 2022 in Shanghai. Property contracted pre-sales in Shanghai amounted to RMB38.258 billion in FY 2022, compared to RMB572 million in FY 2023. Property contracted pre-sales from projects located in other cities of the PRC amounted to RMB29.134 billion in FY 2023, representing an increase of 9.0% compared to RMB26.733 billion in FY 2022.

In the first half of FY 2023, capitalising on the economic reopening and interest rate reductions, Yanlord proactively accelerated pre-sales initiatives across various cities, achieving a commendable property contracted pre-sales of RMB21.326 billion. However, as the nationwide property market sustained its decline in the second half of 2023, sales pressure intensified across various regions. Notwithstanding the challenging market conditions, Yanlord's projects in Jinan and Tianjin outperformed expectations, surpassing their annual sales targets. This success is attributable to Yanlord's strategic focus on delivering high-quality products tailored to the upgraders' market segment. Concurrently, projects in Haikou, Zhongshan, Shenzhen, Shenyang and other cities also attained favourable sales results. Owing to the success of these projects, Yanlord was ranked among the top 50 property developers in the PRC by sales for FY 2023.

**Yanlord was ranked among the top 50 property developers in the PRC by sales for FY 2023.**

In respect of Yanlord's developments in Singapore, Dairy Farm Residences has been fully sold and Leedon Green is almost fully sold. The Group, through its subsidiary, in collaboration with Forsea Residence Pte. Ltd. (an indirect subsidiary of China Communications Construction Company Ltd) and Soilbuild Group Holdings Ltd., are jointly undertaking the development of Hillock Green. This new 99-year leasehold residential development is situated in the Lentor Hills estate, featuring 474 units spread across three 23-storey towers, offering a mix of one to four-bedroom configurations. Hillock Green is strategically positioned around Lentor Hill's Hillock Park and Linear Park, with a covered-linkway connecting to Lentor's commercial district and a 12,000 square feet ("sqft") fully-functional supermarket. Additionally, the Thomson-East Coast Line's Lentor MRT Station is conveniently located across the street. As at December 31, 2023, over 30% of the units under this project have been sold.

Further, the Group continued to make good progress in its project management business in the PRC. In FY 2023, the total contracted pre-sales of other property development projects under the Group's project management business bearing the "Yanlord" brand name was approximately RMB1.584 billion.

As at December 31, 2023, the Group together with its joint ventures and associates recorded an accumulated property contracted pre-sales of RMB68.212 billion on a total contracted GFA of approximately 2.0 million sqm, which are pending recognition in the first half of the financial year ending December 31, 2024 and beyond.

## PROJECTS CONSTRUCTION AND DELIVERY

In FY 2023, the Group together with its joint ventures and associates delivered a total GFA of 1.47 million sqm of properties and 10,020 car park lots to the customers, for total gross revenue from property sales amounted to RMB54.384 billion, of which RMB38.271 billion from property sales was recognised as gross revenue of the Group, and RMB16.113 billion from property sales was recognised as gross revenue of the joint ventures and associates.



## Operation Review

The ASP of the property sales recognised as the Group's revenue in FY 2023 was RMB42,833 per sqm, representing an increase of 11.4% compared to FY 2022. This increase is primarily attributable to the change in the composition of delivered projects. Specifically, property sales in the Yangtze River Delta region contributed 89.8% of the overall property sales recognised as the Group's revenue in FY 2023, compared to 59.5% in FY 2022.

The top 10 property development projects contributing to the Group's revenue including Yanlord Arcadia and Moons Villa in Shanghai; Yanlord Hub City, Riverbay Century Gardens (Phase 2), Majestive Mansion and Yanlord International Apartments, Tower A in Nanjing; Yanlord Riverside Gardens (Phase 1) in Yancheng; Yanlord Gardens (Phase 1) in Haikou; Yanlord Central Lake (Phase 1) in Taicang; and Orchard Villa (Phase 6) in Chengdu. The total gross revenue from these projects amounted to RMB35.255 billion, representing 93.2% of the total property sales recognised as the Group's gross revenue, excluding car park lots.

Dairy Farm Residences, the Group's residential development located along Petir Road and Dairy Farm Road, in close proximity to the Dairy Farm Nature Park and Bukit Timah Nature Reserve, obtained its Temporary Occupation Permit ("TOP") in September 2023. Embracing a sustainable lifestyle, Dairy Farm Residences is accredited as a Green Mark Gold Plus certified residential development by the Building and Construction Authority (BCA) of Singapore. It adopts a green and energy efficient approach, with 90% of its units positioned in a north-south orientation to minimise solar heat absorption. As at December 31, 2023, the development had been fully sold and progressively handed over to home owners. Similarly, Leedon Green is almost fully sold and progressively handed over to home owners.

In FY 2023, the Group together with its joint ventures and associates commenced construction works on a total GFA of over 1.47 million sqm across 14 projects. As of December 31, 2023, the Group together with its joint ventures and associates held a total GFA under development of approximately 5.76 million sqm.

In 2023, the Group continued to optimise and enhance its construction quality third-party evaluation monitoring program by further

**In 2023, the Group continued to optimise and enhance its construction quality third-party evaluation monitoring program by further strengthening quality and safety risks control, while promoting customers' satisfaction and maintaining its industry-leading standards.**

strengthening quality and safety risks control, while promoting customers' satisfaction and maintaining its industry-leading standards.

### LAND ACQUISITIONS & LANDBANK

In FY 2023, while maintaining a stable financial position, the Group adopted a "small equity investment" approach and opportunistically added approximately 533,000 sqm of GFA land parcels located in Haikou, Suzhou and Wuxi. As of December 31, 2023, the total GFA of the landbank of the Group together with its joint ventures and associates was approximately 8.2 million sqm.

### PRODUCT RESEARCH & DEVELOPMENT

In 2023, Yanlord remained steadfast in its commitment to delivering high-quality products amid evolving macroeconomic landscape. The Group's dedication to craftsmanship was demonstrated through its strategic focus on product research, development, and project management platforms, fostering a comprehensive quality management system. The implementation of this system entailed phased evaluations and inspections throughout the development cycle, enhancing precision management and facilitating the continuous improvement in product quality. This strategy aims to safeguard the competitive advantage of Yanlord, ensuring efficient and consistent delivery of high-quality products. Additionally, in 2023, Yanlord further bolstered its presence and market position in key market regions through strategic acquisitions and commencement of new construction developments in Nanjing, Suzhou, Wuxi, Nantong, and Haikou.







To bolster the competitiveness of newly acquired projects and to maintain the quality of ongoing projects, the Group's research and development ("R&D") department has established a shared visual platform for product development between the Group and its regional/city offices. This platform fortifies product strategy management during the planning stage and provides a comprehensive view of project management from the customer's perspective. By leveraging this online management platform, the Group ensures the foundational aspects of product quality while continually updating and expanding the design resource-sharing database. This facilitates regional/city offices in accurately and swiftly matching design-related resources, ultimately ensuring the stability of Yanlord's quality standards.

Yanlord continuously adopting customer-centric approach in product development. This methodology involves the evaluation of the project showcase area during initial launch stage and the post-delivery assessment of the developed area. It integrates on-site inspections of the project by phases, alongside satisfaction surveys and customer interviews conducted by customer services team. This comprehensive approach generates valuable exemplary case studies that contribute to product platform, thereby promoting continuous product innovation and upgrade. At the same time, the R&D team collects customer feedback across four dimensions: architecture, landscape, interior decoration, as well as electrical and mechanical. This enables the Group to identify common issues and enhance project management, as well as apply appropriate risk control measures. The Group's planning committee serves as a focal point for reviewing

**In 2023, Yanlord actively pursued its sustainable development goals and plans, introducing energy-saving standards across projects in several cities for different usage nationwide.**

and embedding management procedures at each stage of the project planning, enhancing product details, and controlling project risks.

In 2023, the Group continued to exert efforts in the Yangtze River Delta region of the PRC to acquire cooperation opportunities and engage in delegated construction management projects, while further deepened its presence in mature markets that include Nanjing and Suzhou. Concurrently, Yanlord actively expanded into new refined market segments and customers, acquiring new projects in Wuxi, Taicang, and Changshu. During 2023, the Group also acquired the PUTTING LAND project in Haikou through proprietary investments, establishing a new benchmark for quality.

Yanlord is actively implementing a strategy that emphasises product diversification and innovation. The Cangjie Commercial Plaza in Suzhou, meticulously developed over seven years, officially opened in late September 2023. This project leverages the inherent characteristics of the land in the historically and culturally rich ancient city, adopting a neighbourhood + mall model to cultivate a cultural and commercial atmosphere that seamlessly integrates ancient streets and alleys. The PUTTING LAND project in Haikou preserves the original natural topography of the golf course, featuring an innovative "品"-shaped courtyard villa design, harmoniously integrating the site's natural landscape into its planning and design.

In 2023, Yanlord actively pursued its sustainable development goals and plans, introducing energy-saving standards across projects in several cities for different usage nationwide.

## Operation Review

The LINKING THE WORLD and SKY LAND projects in Nanjing have adopted a “Triple Constant System”, incorporating temperature, humidity and oxygen control to create a comfortable living environment with reduced energy consumption facilitated by renewable energy sources. The Oasis Mansion in Shanghai has been awarded the Shanghai Ultra-Low Energy Consumption Building Evaluation and Certification, Riverside City in Jinan has attained the Gold Certification of Healthy Building Design, Central Lake in Wuxi has achieved a Green Building Two-Star Pre-certification, while the Yanlord Central Lake (Phase 3) office portion in Taicang obtained a LEED BD+C Gold Level Pre-certification.

### CUSTOMER SERVICES

The Group’s customer service team embodies Yanlord’s customer-oriented culture and is grounded in its core philosophy. Building on the successful implementation of its business system and development strategies, the customer service team has adeptly forged robust connections between the Group’s headquarters and its city offices, and has now extend its reach to comprehensively manage customer relationship-related services across cities where the Group operates, thereby maintaining its pivotal role in coordinating customer relations.

In terms of risk control and management, in 2023, the Group’s customer services team conducted 48 mystery shopper reviews and inspections across 17 projects in eight cities. This initiative was aimed at systematically identifying and addressing any deficiencies, enhancing overall management and service standards, and improving customer perception. The Group’s sales and service centres achieved a score of over 95 points, with each operational aspect performed exceptionally well in five key areas: arrival impression, customers orientation, in-depth communication, showroom environment and information registration, placing the Group at the forefront of the industry.

In terms of organising property delivery, the Group successfully completed the delivery of a total of 29 batches, totalling over 20,000 units to customers in 2023. The heightened concerns among customers stemming from the market downturn posed substantial challenges to overall operation and management. The



**In 2023, the Group achieved a score of 88 points in a third-party survey on customer satisfaction, positioning itself excellently within industry standards.**

Group’s customer services team played an active role in project development, engaging in various facets that include risk evaluation and elimination, project product quality monitoring, pre-delivery quality inspection, and the supervision of defects rectification. The team also organised open days at construction sites, provided prompt response addressing customer concerns, and established proactive communication channels to bridge gaps in understanding and preventing misinformation. Further, as the team also managed post-delivery maintenance effectively, resulting in on-schedule delivery and high levels of customer satisfaction and recognition. These efforts have further solidified Yanlord brand foundation.

In terms of platform services, the Group has strengthened its customer relationship through a comprehensive CRM data system, the “400” customer service hotline, and a dedicated research and communication program. In 2023, the CRM data system engaged with more than 100,000 customers throughout the year, accumulating a total annual visit count exceeding one million. The “400” customer service hotline also answered nearly 3,000 incoming calls throughout the year, and completed more than 25,000 phone callbacks and communications with customers.

In terms of organisational development, the Group’s customer services team diligently organised cross-functional communications at



the city company level throughout 2023. This involved actively managing and addressing common problems, coordinating and resolving typical issues, and facilitating the sharing of customer relationship knowledge. The team also established a connection between the frontline and backend operations, so as to enhance customer awareness across various functions from the customers' perspective. These efforts sought to further align Yanlord's products and services with the real needs of customers.

The Group's customer services team prioritises customer satisfaction. Through proactive and on-going communication with customers at different stages of the product lifecycle, the team collects valuable feedback and perceptions of products and services. This information is then further used to drive improvements in the Group's management and business operation, continuously enhancing customer perception and satisfaction. In 2023, the Group achieved a score of 88 points in a third-party survey on customer satisfaction, positioning itself excellently within industry standards.

In 2024, the Group's customer service team will continue to adapt to the new dynamics of the real estate market, and will work swiftly to adjust its understanding and tailoring its efforts to align with changes in market dynamics and customer needs. The team will further optimise and improve the customer relationship system

**The Group's customer services team prioritises customer satisfaction. Through proactive and on-going communication with customers at different stages of the product lifecycle, the team collects valuable feedback and perceptions of products and services.**



development, solidifying and elevating the quality of customer relationship management, providing customers with superior products and services while safeguarding Yanlord's brand image.

#### **PROPERTY INVESTMENT - COMMERCIAL AND OFFICE PROPERTIES, HOTEL AND SERVICE APARTMENT OPERATIONS**

In FY 2023, the Group's income from property investment and hotel operations rose by 32.1% year-on-year to RMB1.747 billion.

In FY 2023, the rental income of the Group's commercial and office properties in the PRC demonstrated continued improvement, driven mainly by Yanlord Reverie Plaza in Shenzhen, and the community retail space of Yanlord Begonia Park in Haikou. Despite opening in late 2022 amidst the challenges of the COVID-19 pandemic, both developments achieved impressive occupancy rates of 95% and 96%, respectively, as of the end of 2023. As at December 31, 2023, the overall average occupancy rate of the Group's commercial and office properties was 82%. The soft opening of Suzhou Cangjie Commercial Plaza was held on September 28, 2023, and had recorded strong performance in the fourth quarter of 2023, as well as during the Chinese New Year holiday period in 2024. Commercial complexes remain an important business segment for Yanlord, and it is the Group's plan to steadily increase the number of self-owned high-quality investment properties, achieving synergy between commercial property and residential developments, with an aim of strengthening its competitiveness and growing recurrent income.

After three years of suppression due to the pandemic, the hotel market in the PRC witnessed a strong rebound in the first half of 2023, driven by a surge in travel demand. However, starting from the third quarter of 2023, with the gradual opening of overseas travel and the influence of the overall economic environment, the hotel market in the PRC gradually reverted to its fundamental dynamics. Despite these shifts, Yanlord Crowne Plaza Haitang Bay Resort in Sanya, Yanlord InterContinental Hotel in Zhuhai and Yanlord ParcVue Hotel Residence in Nanjing have achieved their best performance since their respective openings.

## Operation Review

On November 8, 2023, Yanlord's asset-light hotel management brand, Yanlord ParcVue, held a brand launch press conference in Shanghai. This was not only the first official appearance of Yanlord ParcVue in PRC hotel and long-term leasing housing management markets; it also marked a solid step taken by Yanlord on the asset-light track.

2023 was also a fruitful year for Yanlord ParcVue. In addition to Yanlord ParcVue Hotel Residence in Nanjing, the first Yanlord Viale Hotel was officially opened in Tianjin in April 2023, achieving operating profit within its first year of operations. In November 2023, the original Yanlord InterContinental Hotel Residence was rebranded as Yanlord Grand ParcVue Hotel Residence, in Chengdu. This marked the debut of Yanlord ParcVue's most high-end brand in the PRC.

In 2023, adding to its projects in operation, Yanlord ParcVue expanded its portfolio by signing a new contract with SND Group for ParcVue Hotel Residence in Suzhou, consisting of 328 units. Additionally, it also signed a management letter of intent with Hangzhou Kesheng Property Development Co. Ltd. for the management of Viale Hotel Hangzhou Qianwan in Hangzhou, featuring 280 units.

In terms of the business development and operation of long-term leasing apartments, Yanlord ParcVue cooperated with Shanghai Chengfang Housing Rental Management Co. Ltd. and Shanghai Pudong Exploration (Group) Co., Ltd. in 2023 to inaugurate two long-term leasing apartment projects in Shanghai in May 2023 and September 2023, namely ChengFang - Yanlord Pai Kangqiao JingRen Apartment and Huizhi - Yanlord Pai International Leasing Community respectively, totalling 2,141 units. This marks the debut of Yanlord Pai as a long-term leasing apartment brand under Yanlord ParcVue. In November 2023, the first batch of 536 units of Yanlord's self-owned long-term leasing apartment project, Yanlord Pai International Leasing Community located in Longgang District in Shenzhen, officially opened for operation.

As of the end of 2023, Yanlord ParcVue operated a total of 3,976 hotel rooms and long-term leasing apartment units, and had a total of 2,710 units in the pipeline.

**2023 was also a fruitful year for Yanlord ParcVue. In addition to Yanlord ParcVue Hotel Residence in Nanjing, the first Yanlord Viale Hotel was officially opened in Tianjin in April 2023, achieving operating profit within its first year of operations.**

In 2024, Yanlord ParcVue plans to open a second batch of a total of 536 units of long-term leasing apartment - Yanlord Pai International Leasing Community in Longgang District in Shenzhen; a new long-term leasing apartment located at Expo Jing Shang Community in Shanghai with a total of 1,908 units, in collaboration with Shanghai Chengfang, operating under "Shanghai Chengfang Yanlord Pai" brand; as well as a new hotel residence with a total of 194 rooms named as Yanlord Grand ParcVue Hotel Apartments in Yancheng.

For the investment property portfolio in Singapore, the committed occupancy rates of offices at both UE BizHub CITY and UE BizHub TOWER were above 95% whilst UE BizHub WEST also achieved a committed occupancy rate of 90% in 2023. UE BizHub CITY and Rochester Mall recorded commendable occupancy rates of more than 95% with positive rental reversion, for 2023.

During 2023, the UE BizHub CITY mixed development underwent renovation works, revitalising the existing retail mall into a more contemporary lifestyle destination whilst refreshing the interior fit-outs of the 150 service apartment rooms within Park Avenue Clemenceau. Additionally, minor renovations were also undertaken in the main lobby as well as the respective lift lobbies of the 18-storey office tower. As at December 31, 2023, the renovation works were largely completed except for the refurbishment of the west wing of Park Avenue Clemenceau which is estimated to be completed before May 2024.





With the transition of COVID-19 towards an endemic state, Singapore saw international arrivals reaching 13.6 million for 2023, an increase of 115% compared to 2022. Even as the Group embarked on a phased major transformation journey to revitalise its 150-serviced apartments at Park Avenue Clemenceau in July 2023, its serviced apartment business continued to perform relatively well. Occupancy rates have consistently remained above 85% because of long-stay corporate leases, multi-national corporate groups and business travellers.

In anticipation of increased tourism and business travel, Park Avenue Rochester underwent a minor refurbishment of guest rooms on selected floors to enhance the overall guest experience, while consistently maintaining a high occupancy rate above 85%, especially during major MICE (Meetings, Incentives, Conferences and Exhibitions) events in Singapore.

Park Avenue Changi Hotel reopened to the public in March 2023, while continuing to support the Singapore Government Quarantine program and recorded stable income and operating profit.

The mall within Dairy Farm Residences, with a total net lettable area of more than 35,000 sqft, also received TOP in September 2023. As at December 31, 2023, the mall had a committed occupancy rate of more than 95%.

**Yanlord's property management team focused on achieving various goals set at the beginning of FY 2023, emphasising continual improvement in operational efficiency and, service quality and capabilities.**

## PROPERTY MANAGEMENT SERVICES - PRC

After experiencing rapid growth, the real estate industry witnessed a comprehensive slowdown in 2023, largely due to the adjustment of the real estate market over the past two years. This shift indicates a market transition from incremental housing market to existing stock housing market, and intensifying market competition. Against this challenging backdrop, Yanlord property management team has intensified its efforts towards improving service quality in 2023, placing a strong emphasis on customer needs, and at the same time, continue to exploring diversified business opportunities and services solutions to sustain growth.

Yanlord's property management team focused on achieving various goals set at the beginning of FY 2023, emphasising continual improvement in operational efficiency and, service quality and capabilities. As of December 31, 2023, Yanlord's property management team covered a total of 195 projects on a total contracted GFA of 35.44 million sqm spanning 26 cities and regions. Among these, 25.26 million sqm were under management across 137 projects, including 96 projects developed by the Group and 41 projects held by external parties, serving a total of over 122,900 households. The contracted property management services projects in the pipeline covered an area totalling 10.18 million sqm across 58 projects. In FY 2023, 16 new projects developed by the Group had been delivered to property management team for on-going property management services and 27 new projects' property management services contracts were signed.

In addition to maintaining a steady growth in the delivery of new property developments developed by the Group, the property management team expanded proactively ventured into external markets, promoting Yanlord's project management services brand. In 2023, the team secured contracts for 16 external party projects, covering a total area of approximately 2.24 million sqm and were engaged in providing multi-phases site management and consulting services, etc. in 14 projects.

In FY 2023, revenue from the property management services of the Group reached RMB1.253 billion, representing a year-on-year increase of 25.4%.

## Operation Review

Faced with intense market competition and industry adjustments, Yanlord's property management upholds its service philosophy of "conscientious service, lifelong care", ensuring the preservation of Yanlord's industry standing and competitiveness as a high-quality services brand. In 2023, through the concerted efforts of property management teams in all cities with presences, the Group garnered 92 awards, including 20 at the provincial level, 38 at the city level and 34 at the district level. These accolades reflect Yanlord's dedication and progress in market competition, services innovation and social responsibilities.

Though there are challenges ahead, the property management industry continues to demonstrate stability in cash flow and exhibits resilience against economic cycles. In 2024, Yanlord property management will maintain its close alignment with the Group's strategic goals. The focus will be on service quality, exploring diversified development paths, enhancing profitability, expanding brand value, and ensuring the steady and sustainable development of the Yanlord property management segment.

### NON-PROPERTY BUSINESS OF UNITED ENGINEERS LIMITED GROUP IN OTHER COUNTRIES

The United Engineers Limited ("UEL") group's Engineering Division, comprising O'Connor's Singapore and Malaysia, provides system integration services and security and communication solutions to its customers in public safety, oil and gas, financial and telecommunications, medical as well as commercial sectors.

In Singapore, O'Connor's builds on its strategy of growing the 'Platform as a Service' (PaaS) business primarily for the government sector whilst strengthening its existing niche in the security, satellite communications and medical sectors. Despite maintaining a healthy order book volume, revenue in FY 2023 was impacted by the delay of implementation of construction projects and tender releases, as well as the disruption in the supply chain. Nonetheless, O'Connor's continued to secure new projects from Defence Science and Technology Agency (DSTA), Government Technology Agency (GovTech), SingPower Group and Singapore Telecommunications Limited including securing

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a multi-year cyber-security review contract with one of the biggest telecommunication companies in Singapore.

Despite the delay in awarding of orders in radio communications and security systems for the oil and gas sector to 2024, the order volume remains healthy and O'Connor's Malaysia performed relatively well in 2023. Though outlook for business potential for Zero Trust Network Access (ZTNA) remains positive, orders have been slow as the primary target customer is the government agencies that usually take some time for their internal approval.

The UEL group's distribution business recorded strong financial performance in FY 2023 driven primarily by demand from its automotive, industrial and construction-related customer segments.

In Singapore, Welmate supplies building materials and solutions, including fire retarding panels (Promat), extruded concrete wall panels (Acotec and AAC), external building claddings (Equitone) and high-end acoustic panels (Rockfon). Welmate secured several large projects, including contracts for Facebook and Google data centres, Sanofi Pharmaceutical plant, and Changi Airport Terminal 2. Welmate continues to leverage on its existing capabilities while seeking new opportunities for organic expansion, and exploring new products lines to enhance its offering to meet industry trends and demand. Far East Motors and Polytek Engineering have secured some significant projects, such as the laundry system refresh at Grand Hyatt, supplying fuel dispensers to SHELL, test lane equipment to SBS Bus Depots and STA Inspection centres.

In Queensland, Australia, Pacific Silica achieved notably improved operational performance in 2023 as the second concrete batching plant in Caloundra was in its first full year of operations and achieved optimal utilisation. The concrete and the specialty dried sands businesses achieved strong sales in 2023 driven mainly by robust demand in the construction sector.

The UEL group's components businesses in the United Kingdom continued to perform well as it leverages on its domain knowledge in

connectors and capability to provide bespoke solutions, growing its revenue through joint development of specialised electronics connection solutions with major customers such as Boeing, Lockheed-Martin, Leonardo and Thales. By investing in process automation and upgrading its equipment, Cambion recorded improved results driven by enhanced productivity and operational efficiencies.

The prolonged US-China trade war weighed on the overall market sentiments and businesses remain cautious to expand investments in the PRC. The UEL group's electronics contract manufacturing business in the PRC faced weak demand from its key customer, Tyco, whilst continuing its strategy of diversifying to other customer and product segments. The UEL group's precision engineering business in the PRC and Malaysia also recorded lower revenues whilst operating costs were managed scrupulously through automation and productivity improvements.

Through its nursery operations primarily in California and Florida, Speedling supplies vegetable and ornamental seedling and horticultural products in the United States of America ("USA"). High interest rates, energy and labour costs as well as adverse weather conditions continue to weigh on the short-term profitability of the business.

## HUMAN RESOURCES

The Group considers its talent strategy as a vital element of its comprehensive sustainable development strategy. In line with its mission statement of "managing with benevolence and integrity, achieving perpetuity through perseverance", the Group is committed to developing land with dedication, treating its employees with trust and understanding, and cultivating a culture of trust and partnership, understanding and respect towards its workforce. The Group aims to attract and retain talent through a robust career development platform and a strong corporate culture.

In 2023, the Group's recruitment, training and talent development functions maintained seamless functionality. Professional and management learning platforms were consistently provided for management personnel to upgrade their skillsets and capabilities, while grooming talent to take on



## Operation Review

managerial roles within the Group. Concurrently, the Group also continue to optimise its performance-oriented assessment and incentive system, contributing to the realisation of business goals.

In 2023, in response to the challenging economic environment and with the aim of fostering better and more sustainable development, the Group proactively adjusted and optimised its organisational structure. This involved creating a more streamlined and intensive framework, flattening reporting structures for improving organisational management, and refining regional management to enhance the efficiency of labour division.

Building on this foundation, the Group embraced the concept of one person with multiple functions and one post with versatile capabilities. This enabled the Group to streamline organisational structure, by optimising management processes, eliminating redundant departments and positions, and enhancing overall human resource efficiency.

In 2023, the Group also continued to refine the operational management of its business units, by strengthening the development of information systems, optimising technical and functional management, expanding human resources management and office administration system to achieve effective coordination among the organisation and human resources, thereby raising its overall operational efficiency and risk management capabilities.

### CORPORATE FINANCE

Due to the continued rise in U.S. dollar interest rates and the tightening of credit in overseas markets, the Group has been proactively preparing for its capital needs over the course of 2023. During this period, the Group met its financial obligations by promptly redeeming its senior notes, and repaying and refinancing a portion of its syndicated loans.

In May 2023, a commercial mortgage-backed securities ("CMBS") in respect of the Yanlord Crown Plaza Resort Hotel in Sanya was successfully launched, with an issue size of RMB1.75 billion and a recurring 3-year renewable term. The expected annualised



interest rate was 4.2%, representing one of the lowest rates amongst industry peers. In December 2023, the Group also successfully completed a USD200 million offshore syndicated loan refinancing. The Group remains one of the few private real estate companies in the market with the capability to secure financing through corporate credit.

In November 2023, Yanlord Landmark's CMBS was approved by the Shanghai Stock Exchange with an approved scale of RMB1.655 billion, which will be issued in due course.

In the prevailing environment marked by a concentrated outbreak of debt risks among real estate companies in the PRC, the Group has earned the trust of regulatory agencies, banks and investors. This could be attributable to the Group's excellent product reputation and a steadfast, forward-looking management philosophy. To this end, the Group has not only established a prudent and stable image, but has further augmented Yanlord's credibility in the PRC domestic capital market.

In November 2023, the People's Bank of China, China National Financial Regulatory Administration, and the China Securities Regulatory Commission jointly convened a symposium with financial institutions to



discuss and propose work guidance for the real estate sector and financial institutions. As a representative of prudent real estate companies, the Group has received key support from several banks. During the same period, the Group engaged in discussions with financial institutions such as Bank of Communications, Shanghai Pudong Development Bank, China Merchants Bank, China Zheshang Bank, Industrial Bank Co. Ltd, and Huaxia Bank to address and communicate the reasonable financing needs of enterprises.

### INVESTOR RELATIONS

The Group is committed to upholding the highest standards of corporate governance and transparency. Through proactive communication with the investment community, the Group facilitates a deeper understanding of its business strategies, growth potential and financial health. Semi-annual and full year financial results as well as announcements and press releases pertaining to the Group are promptly released to the websites of the Singapore Exchange and the Company, ensuring that shareholders, investors and analysts receive timely and accurate information.

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In 2023, as COVID-19 transitioned to an endemic phase, all global lockdown measures and travel bans were gradually lifted, international investors resumed to visit projects and companies, and continued to establish connections with corporates by virtual meetings and telephone calls. Yanlord continued to hold and conduct its Annual General Meeting for FY 2022 through electronic means, utilising live audio-visual webcast and live audio-only streaming with facilities for live and online (in real time) communication as well as voting via electronic means have been provided at the meeting. In 2023, the Group's investor relations team actively participated in various investment summits and online roadshows organised by UBS, Bank of America, JP Morgan, HSBC, Barclays, Citibank, and other international banks. The investor relations team engaged with investors, analysts and fund managers through online and physical meetings, reaching out to participants from Singapore, the PRC (including Hong Kong SAR), Europe, the USA, among other countries. These interactions were aimed at introducing the Group's operational, financial as well as investment highlights, ensuring continued engagement with investors.



# 营运概要

仁恒置地集团有限公司(“公司”连同其子公司, 仁恒”或“集团”)截至2023年12月31日的财政年度(“2023财年”)全年营业收入为人民币433.95亿元,其中,人民币381.38亿元收入来自物业开发的贡献,人民币17.47亿元来自物业投资及酒店运营,人民币12.53亿元来自物业管理及其余人民币22.57亿元来自其他业务,较截至2022年12月31日的财政年度(“2022财年”),分别上升54.3%、32.1%、25.4%及35.4%。

## 物业开发 - 物业合约预售

2023年面对内外部环境的复杂性、严峻性挑战,中国经济恢复压力仍在。中国房地产政策经历了风向转变,由“防风险”到“支持房地产行业发展,同时探索新模式转型”,中国政府推动“三大工程”的建设:保障性住房建设、平时及应急两用的公共基础及设施建设,还有城中村改造。

为适应房地产市场供求关系发生重大变化的新形势,各地相关部门在房地产政策不断进行优化调整,大部分地区放宽或取消限购限贷等。尽管多重政策利好不断释放,但居民收入预期较为疲弱,投资意愿不高,市场信心仍待修复。

受疫情后需求集中释放的带动,虽然2023年年初呈现短暂的“小阳春”,但后续需求持续萎靡,行业延续了2022年的下行态势持续盘整,全国2023年全年销售沿续弱势,规模萎缩,全国地产开发投资额同比下降9.3%,回落至2017年水平,继而影响上下游领域的运营,全年维持筑底修复态势。

2023财年全年,集团连同其合营和联营公司的住宅及商业物业以及车位总合约预售金额达人民币323.52亿元,总合约建筑面积达约124万平方米,相比2022财年分别下降52.5%及下降13.7%。

2023财年物业合约预售平均价格下降,为每平方米人民币26,144元,较2022财年人民币每平方米47,498元下降45.0%,主要因素为预售项目组合的改变,其中中国长三角的物业合约预售分别占2023财年集团连同其合营和联营公司总物业合约预售额的37.9%,相比2022财年的80.9%。

2022年下半年,上海市场销售活跃,集团增加多个上海项目的推盘,使得2023财年的部分销售业绩提前到了2022财年来实现。2022年上海合约预售金额达人民币382.58亿元,而2023年上海合约预售金额只有人民币5.72亿元;中国其他城市合约预售金额在2023年达人民币291.34亿元,较2022年人民币267.33亿元,上升9.0%。

2023财年上半年,仁恒抓住年初经济重启、降息等利好消息,在多城市加速供货、推售,合约销售达人民币213.26亿元。2023年下半年全国市场持续下降,各地销售均承压较大。但即使面对市场寒冬,仁恒

2023年面对内外部环境的复杂性、严峻性挑战,中国经济恢复压力仍在。中国房地产政策经历了风向转变,由“防风险”到“支持房地产行业发展,同时探索新模式转型”,中国政府推动“三大工程”的建设:保障性住房建设、平时及应急两用的公共基础及设施建设,还有城中村改造。

仍旧依托高品质改善项目赢得了市场口碑,其中济南、天津项目表现优异,且超额完成了年度业绩;同时,海口、中山、深圳、沈阳等地的项目也取得了较理想的销售业绩,归功于这些项目,2023年,仁恒在中国行业销售排名保持前五十名企业名列。

关于仁恒在新加坡的物业发展,岱莉轩已经全部售罄及绿墩雅苑大致完成销售。集团通过其子公司与中国交通建设股份有限公司的间接子公司Forsea Residence Pte. Ltd.和Soilbuild Group Holdings Ltd.共同开发了悦翠轩(Hillock Green),这是一个新的99年地契住宅项目,位于伦多山住宅区,共有474个单位,分布在三栋23层的大楼内,包含一至四居室的混合房型。悦翠轩以伦多山路的山丘公园和线型公园为中心,其防雨通道能联接附近伦多商业区和一家占地12,000平方英尺的全功能超市,且汤申-东海岸线的伦多地铁站就位于悦翠轩项目对面。截至2023年12月31日,该项目超过30%的单位已售出。

此外,集团在中国的物业发展代建业务继续取得良好进展。2023财年,由集团项目管理并以“仁恒”品牌销售的物业发展项目的总物业合约预售金额为人民币15.84亿元。

截至2023年12月31日,集团连同其合营和联营公司的累计物业合约预售金额达人民币682.12亿元,总合约建筑面积约200万平方米,预期于截至2024年12月31日的财政年度的上半年及往后陆续入账。

## 项目工程及交付

2023财年,集团连同其合营和联营公司交付总建筑面积达147万平方米及10,020个车位给客户。总交付物业销售的毛金额达人民币543.84亿元,其中,人民币382.71亿元交付确认为集团来自物业销售的毛收入,剩余的人民币161.13亿元的交付确认为共同控制实体及联营公司来自物业销售的毛收入。

2023财年,物业交付确认为集团来自物业销售收入的平均价格为每平米人民币42,833元,相较2022财年上升11.4%,主要因素为交付物业组合的改变,其中,长三角的物业销售贡献占2023财年集团总交付物业收入金额的89.8%,相比2022财年的59.5%。

交付确认为集团的物业开发销售收入的前10个项目包括:位于上海的仁恒海上源及仁恒·海明院;南京的城市星徽名苑、江湾世纪花园,二期、海和院及仁恒国际公寓,A栋;盐城的仁恒河滨花园,一期;海口的仁恒滨江园,一期;太仓的仁恒时代天镜,一期;以及成都的锦绣尚郡,六期,合共人民币352.55亿元,占集团总交付物业销售金额(不包括车位)的93.2%。



岱莉轩是集团位于柏提路和牛乳场路交界处的住宅项目，靠近牛乳场自然公园和武吉知马天然保护区，于2023年9月获得了临时入伙准证（TOP）。岱莉轩积极倡导可持续生活方式，是新加坡建设局（BCA）绿色建筑标志超金奖住宅开发项目，采用绿色低碳的方法，90%的单位采取南北朝向，以减少太阳热量吸收。截至2023年12月31日，该项目已全部售罄，并逐步交付给业主。同样地，绿墩雅苑也已大致售完，并逐步交付给业主。

在2023财年，集团连同其合营和联营公司新开工14个项目，总建筑面积超过147万平方米。截止2023年12月31日，集团连同其合营和联营公司开发中总建筑面积约576万平方米。

2023年，集团继续在第三方工程质量评估中优化调整评估权重，进一步加强质量、安全风险管控，促进客户满意度及维持行业前列水平。

### 土地投资及储备

2023财年，集团在持续保持稳健财务的前提下，以“小股操盘”及择机补充约53.3万建筑面积的土地储备，地块分别位于海口、苏州及无锡。截止2023年12月31日，集团连同其合营和联营公司的总土地储备建筑面积共计约820万平方米。

### 产品研发

2023年，面对变化的宏观环境，仁恒始终坚持以匠心做好产品的理念，以高品质回馈市场和客户。集团研发以产品平台为底盘，以项目管理平台为支点，通过全周期质量管理体系及阶段性评估和巡检，进一步提升项目的精细化管理和产品的进步升级，保障仁恒的竞争优势，确保其产品的品质高效稳定输出。2023年进一步深耕成熟市场区域，分别在南京、苏州、无锡、南通和海口获取及动工新项目。



为进一步提升新获取项目的产品竞争力及在建项目的落地品质，集团研发部搭建了集团和区域/城市公司之间共享的产品可视化平台，加强方案阶段产品策略管理及客户全流程视角方案管理。通过已上线的研发专项计划管理平台保障产品质量基本面，同时持续更新和拓展设计资源共享库，助力区域/城市公司更加精准和快速地匹配设计资源，确保仁恒品质的稳定性。

仁恒产品研发坚持从客户视角出发，基于项目示范区首开及大区交付后评估，结合阶段性项目现场巡检，联合客关部门满意度调查及客户访谈，输出优秀实践案例扩充产品平台，促进产品持续创新迭代。同时从建筑、景观、精装和机电四个维度收集客户敏感点，挖掘共性问题，完善管控措施，以集团规划委员会为锚点嵌入管理补丁，在项目方案各阶段管理模板中形成审核要点，精进产品细节，把控项目风险。

2023年集团持续在中国长三角地区发力获取合作、代建项目，深耕南京、苏州等成熟市场，同时积极拓展新的细分市场及客户，在无锡、太仓、常熟等城市获取新项目。另一方面在2023年也通过自有投资获取优质地块，在海口长天云汀项目，树立新的品质标杆。

另外，仁恒也用心落地多元产品业态，积极探索创新产品。苏州仓街商业项目历时七年打磨，于2023年9月底开业。项目在历史文化浓厚的古城中最大化地挖掘土地自然禀赋，采用街区+MALL的模式营造古街巷融合的文化商业氛围。海口长天云汀项目尊重高尔夫球场原始自然地貌，采用创新的“品”字型院墅设计，将场地自然景观融入到规划设计中。

## 营运概要

2023年仁恒继续践行可持续发展目标，在多个城市的多业态项目中规划及落实节能标准。南京仁恒·云谷世纪和城市星皓雅园项目采用恒温、恒湿、恒氧的三恒系统，通过可再生能源的应用以较低能耗营造舒适的居住环境；上海天悦雅园项目获得上海市超低能耗建筑测评认证；济南铁恒河滨园、铁恒河滨府项目获得健康建筑设计金级认证；无锡星湖雅园项目获得绿建二星预认证；太仓时代天境三期办公楼部分获得LEED BD+C金级预认证。

### 客户服务

集团客户服务体系秉承仁恒的客户导向文化，围绕仁恒核心理念，在完成业务体系建设的基础上，有效实现“集团-城市”联动，全面覆盖集团所有城市的客户关系相关业务管理，继续发挥客户关系业务上的统筹作用。

风险管控方面，2023年，客户服务团队对集团8个城市内的17个项目累计进行48次神秘客服务监督检查，不断查漏补缺，提升管理和服务水平，以及客户感知。各动线环节表现良好，得分均高于行业总体水平，无低分环节。集团销售服务中心在到达印象、来访接待、深入交流、展厅环境、信息录入5个环节表现优秀，得分高于95分，接近行业标杆水平。

交付组织方面，2023年集团共计交付29个批次，超过20,000套房屋。行业下行一方面加剧了客户对市场的焦虑，另一方面对营运造成巨大影响且加剧管理挑战。集团客户关系体系团队全面介入项目开发过程，统筹及组织项目工作，从风险排查、项目产品、品质监督、交付前质量问题查验和整改监督到

**2024年，集团客户关系将适应房地产市场的新形势，快速调整认知，结合市场和客户需求的变化更有针对性地开展工作。进一步优化和完善客户关系体系建设，夯实和提升客户关系管理质量，为客户提供更加优质的产品和服务的同时，保障仁恒的品牌形象。**

工地开放日组织、以及快速响应客户诉求，主动打开沟通渠道，建立沟通机制，及时解除误会，防止误导信息；再到交付后的维修保养管理，实现了如期交付，得到了理想客户满意度及认可，进一步奠定了仁恒品牌基础。

平台服务方面，集团通过CRM数据系统、“400”客户服务热线、以及专项调研沟通系统，加强与客户联系。2023年，集团搭建的CRM数据系统，全年客户绑定量超10万人，且总访问量接近100万人次；“400”客户服务热线，全年累计接听近3,000条来电，与客户完成超过25,000次电话回访及沟通。

组织建设方面，集团客户关系体系团队2023年持续以城市公司为单位，组织开展跨职能沟通，在常见问题管控、典型问题协调解决、客户关系知识分享、经营前后端拉通等维度上发挥作用，以客户视角来提升各职能的客户意识，从而使仁恒的产品和服务更贴合客户的真实需求。

集团客户关系体系以客户满意度为抓手，通过对客户在项目不同生命周期的主动访问，来收集客户对产品和服务的感知与反馈，用以推动集团的管理改进和业务提升，持续提升客户的感知。2023年集团第三方调查研究客户满意度评价为88分，位居行业优秀序列。

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## 物业投资 – 商业及办公、酒店及服务式公寓运营

2023财年，集团物业投资及酒店运营产生的收入达人民币17.47亿元，同比增长32.1%。

2023财年，集团来自中国的商业及办公楼物业的租金收入持续上升，主要受惠于2022年底顶着疫情压力新开业的深圳梦创广场及海口海棠公园，这两个刚刚开业项目在2023年表现亮眼，深圳梦创广场项目及海口海棠公园项目2023年底分别实现出租率95%及96%。

截止2023年12月31日，商业及办公楼物业的整体平均出租率为82%。虽然国内整体经济环境低迷，各商业项目仍保持稳定增长。苏州仓街商业广场于2023年9月28日首次开园，并在第四季度和刚刚结束的龙年春节长假期间表现不俗。商业综合体开发业务是集团的重要业务之一，集团将继续稳定持有优质自持商业项目，提升品牌影响力，做到商业与住宅开发的相互促进，持续强化企业竞争力及增加租金收入。

在被疫情压抑三年后，2023年上半年中国酒店市场凭借井喷式爆发的出行需求，整体业绩大幅反弹。但2023年第三季度开始，随着境外游的陆续开放及整体经济大环境的影响，中国酒店市场逐渐回归基本面。尽管如此，三亚海棠湾仁恒皇冠假日度假酒店、珠海仁恒洲际酒店以及南京仁恒柏薇酒店公寓均创造了开业以来的最佳业绩。

2023年11月8日，作为仁恒旗下轻资产酒店管理品牌仁恒柏薇在上海举办了品牌发布会，这不仅是仁恒柏薇在中国酒店及长租酒店管理市场的首次正式亮相，同时，也标志着仁恒在轻资产新赛道上迈出了坚实一步。

2023年也是仁恒柏薇硕果丰收的一年。除了南京仁恒柏薇酒店公寓之外，于2023年4月在天津开业了首家仁恒薇乐酒店，并于开业首年即实现了运营盈利。2023年11月，将原成都仁恒洲际行政公寓换牌为成都仁恒格蓝柏薇酒店公寓，这也是仁恒柏薇旗下最高端品牌在中国的首次亮相。

除了已开业项目，2023年仁恒柏薇还在苏州与苏高新集团有限公司新签约苏州仁恒柏薇公寓项目（328套），并与杭州科昇房地产开发有限公司就杭州前湾酒店项目（280套）签署了管理意向书。

在长租公寓的拓展和运营方面，2023年仁恒柏薇和上海城方租赁住房运营管理有限公司以及上海浦开集团携手合作，分别于2023年5月及2023年9月在上海开业了城方-仁恒派康桥璟仁公寓及慧智-仁恒派国际租赁社区两个长租公寓项目，总体量为2,141套，这也是仁恒派作为仁恒柏薇旗下长租公寓品牌的首次面世。2023年11月，仁恒在深圳

的自持长租公寓项目深圳·龙岗仁恒派国际租赁社区首批536套也正式投入运营。

截止到2023年底，仁恒柏薇共运营已开业酒店房间及长租公寓体量达3,976套，在建项目体量共计2,710套。

2024年，仁恒柏薇计划还会新开业位于深圳·龙岗仁恒派国际租赁社区的第二批合共536套长租公寓单元；以及，位于上海世博璟尚社区，与上海城方合作的上海城方仁恒派世博璟尚社区合共1,908套；以及位于盐城拥有合共194套房间名为仁恒格蓝柏薇酒店公寓的新酒店。



在新加坡的投资物业方面，UE 广场和UE BizHub TOWER 2023年的办公室出租率都分别超过95%，而UE BizHub WEST也实现了90%的出租率。UE广场和罗切斯特商场（Rochester Mall）2023年的出租率超过95%，并实现了上升续租租金。

2023年，UE广场综合发展项目进行了翻新工程，将现有的零售商场焕发成一个更具当代生活方式的目的地，同时也翻新了柏薇（克列孟梭）服务公寓的150间服务公寓房间。此外，还对18层办公楼的主入口和各自的电梯间进行了轻微翻新。截至2023年年底，翻新工程大致完成，只有柏薇（克列孟梭）服务公寓西翼的翻新工程尚未完成，预计在2024年5月之前完成。

随着新冠疫情成为地方性疫情，2023年新加坡的国际旅客到达量达到了1,360万人次，较2022年成长逾一倍。尽管集团于2023年7月开始了对柏薇（克列孟梭）服务公寓的150间服务公寓进行分阶段的翻新装修，其服务公寓业务仍然表现相对良好。由于长期租赁企业、跨国企业集团和商务旅行者的存在，出租率一直保持在85%以上。

为了应对旅游和商务旅行的增加，柏薇（罗切斯特）酒店（Park Avenue Rochester）对部分楼层的客房进行了轻微翻新，以提升整体客户体验，并在新加坡主要会展活动（MICE）期间保持高于85%的出租率。

柏薇（樟宜）酒店（Park Avenue Changi Hotel）于2023年3月重新向公众开放，同时继续支持新加坡政府的隔离计划，并达到稳定的收入和营利。

岱莉轩内的商场净可租面积超过35,000平方英尺，也于2023年9月获得了临时入伙准证（TOP）。截至2023年12月31日，商场的出租率已达到95%以上。

### 物业管理服务 - 中国

物业行业在经历了快速增长后,随着近两年房地产市场的调整,2023年行业规模增速全面放缓,呈现出从增量住宅市场向存量住宅市场的转变,市场竞争进一步加剧。面对严峻的行业大环境,2023年仁恒物业在服务品质提升上投入更多精力,强调以客户为中心的服务理念。同时,探索多元化经营服务模式,满足不同客户的需求,寻求新的增长点。

围绕2023财年年初设定的各项工作目标,仁恒物业管理团队通过不断优化流程、提升服务质量、加强技术创新,有效地推进目标顺利达成。截止2023年12月31日,仁恒物业管理区域覆盖26个城市及地区,总合约面积达 3,544万平米,总合约项目195个。其中已接管面积2,526万平米,接管项目137个(含自有项目96个,外拓项目41个),服务户数约12.29万户。合同储备面积1,018万平米,储备项目58个。2023财年内,集团开发的16个新项目已交付给仁恒物业进行持续的物业管理服务,并签署了27个新项目的物业管理服务合同。

在保持集团内部新交付项目及面积稳中有升的态势外,仁恒物业管理团队积极开拓外部市场,输出仁恒物业管理服务品牌。2023年外拓全委项目16个,合约面积约224万平米;外拓案场、顾问等阶段性项目14个。

2023财年集团所取得的物业管理服务收入达人民币12.53亿元,同比上升25.4%。

面临行业的调整以及激烈的市场竞争,仁恒物业始终秉持“恒心服务,一生呵护”的服务理念,保持优质服务品牌的行业地位和竞争力。2023年在各地区物业公司的共同努力下,仁恒物业荣获各类奖项共计92项:其中省部级荣誉20项;市级荣誉38项;区级荣誉34项。嘉奖与肯定反映了仁恒物业在市场竞争、服务创新、社会责任等方面的努力和进步。

虽然未来仍有诸多挑战,但物业管理仍然是一个具有稳健现金流和抗周期性的行业。2024年仁恒物业将继续紧密链接集团战略目标,聚焦服务品质、探索多元化发展路径、提升盈利能力、扩大品牌价值,实现仁恒物业板块稳健、持续的发展。



## 联合工程集团在其他国家的非房地产业务

联合工程集团的工程部门由O' Connor's新加坡和马来西亚系统组成,为公共安全、石油和天然气、金融和电信、医疗和商业领域的客户提供系统集成服务以及安全和通信解决方案。

在新加坡,O' Connor's就其增长策略继续发展主要为政府部门服务的“平台即服务”(Paas)业务,同时加强其在安全、卫星通信和医疗领域的现有优势。尽管订单量保持稳健,2023财年年收入却受到建设项目实施和招标延迟以及供应链中断的影响,但O' Connor's仍然从新加坡国防科技局(DSTA)、新加坡政府科技机构(GovTech)、新加坡电力集团和新加坡电信有限公司包括与新加坡最大的电信公司之一签订了为期多年的网络安全审查合同新项目。

尽管石油和天然气行业的无线通信和安全系统订单晚于预期,订单量延迟到2024年,但仍保持稳健,2023年O' Connor's在马来西亚的表现仍然相对良好。虽然“零信任网路存取”(ZTNA)业务的商业潜力前景仍然乐观,但订单仍然缓慢,主要因目标客户是政府机构,这些机构通常需要一些时间进行内部审批流程。

联合工程集团的分销业务在2023财年实现了强劲的财务表现,主要受到汽车、工业和与建筑相关的客户群体的需求推动。

在新加坡,Welmate提供建筑材料和解决方案,包括防火板(Promat)、挤压混凝土墙板(Acotec和AAC)、外部建筑装饰板(Equitone)和高端吸音板(Rockfon)。Welmate赢得了包括Facebook和Google数据中心、SANOFI制药厂以及樟宜机场第二航站楼在内的几个大型项目。WELMATE继续利用现有能力,寻求自然扩张的新机会,探索新的产品线,以满足行业趋势和需求。Far East Motors及Polytek Engineering赢得了一些重大项目,例如供应给君悦酒店的洗衣系统更新、供应给壳牌的燃油泵、以及SBS巴士车库和STA检测中心的测试车道设备。

在澳大利亚昆士兰州,Pacific Silica的运营业绩在2023年表现出色,因为卡伦德拉的第二个混凝土搅拌站在其首个完整年度中实现了最佳产能优化。混凝土和专业干燥沙业务在2023年实现了强劲的销售,主要受到建筑业强劲需求的推动。

联合工程集团在英国的零件业务继续表现良好,因为它利用其在连接器领域的领域知识和提供定制解决方案的能力,通过与波音、洛克希德·马丁、莱昂纳多和泰雷兹等主要客户共同开发专业电子连接解决方案来增加收入。通过投资于流程自动化和设备升级,Cambion因其提高的生产率和运营效率而取得了更好的业绩。



## 联合工程集团的分销业务在2023财年实现了强劲的财务表现,主要受到汽车、工业和与建筑相关的客户群体的需求推动。

持续存在的中美贸易战对整体市场情绪产生了影响,企业在增加对中国的投资方面仍然持谨慎态度。联合工程集团在中国的电子合同制造业务面临来自其主要客户TYCO的需求疲软的挑战,同时继续通过多样化战略转向其他客户和产品领域。联合工程集团在中国大陆和马来西亚的精密工程业务也录得较低的收入,但通过自动化和生产力提升来严格控制运营成本。

Speedling通过位于加利福尼亚和佛罗里达的苗圃业务在美国提供蔬菜和观赏植物的苗木和园艺产品。高利率、能源和劳动成本以及不利的天气条件继续对该业务的盈利产生短期的影响。

## 人力资源

集团一贯将人才战略列为集团发展战略的重要组成部分。集团坚持并倡导“仁信治业,持之以恒”的企业精神,善待土地、善待员工。集团视员工为企业的合作伙伴,信任、理解并善待员工,通过良好的职业发展平台和优秀的企业文化吸引和保留人才。

2023年集团招聘、培训和组织人才发展等人力资源体系建设工作有序开展,为各地方公司专业技术人员及管理人员搭建学习平台,提高团队专业能力,储备管理人才;集团继续优化以业绩为导向的考核及激励体系,推动业务目标的实现。

2023年为适应严峻的经济形势,以保持更好、更长远的发展,集团持续调整和优化组织架构,通过集约、扁平化的方式,优化管理组织,合理调整区域管辖权责,进一步对管理团队分工进行调整。

在此基础上,集团秉承“一人多岗、一岗多能”的理念,精简组织架构,优化管理流程,淘汰冗余的部门和岗位,提高人力资源效能。

2023年,集团继续梳理各板块业务规则,通过加强信息化建设,优化专业条线系统,扩大人力系统、办公系统的应用范围,达成组织和人力资源的管理有效协同,提升整体运营效率和风险把控能力。



### 企业融资

由于美元利率的持续上升,以及境外货币紧缩的关系,2023年期间,集团提早做好资金准备,集团按期兑付优先债券及偿还及再融资部份银团贷款。

2023年5月,仁恒三亚皇冠假日酒店的资产支持专项计划(“CMBS”)完成三年一次开放回售的续发,发行规模人民币17.5亿元,证券收益率为4.2%,与同类型企业相比,维持行业低位;2023年12月,集团成功完成2亿美元美金境外银团再融资,属市场上为数不多尚能通过主体信用实现融资的民营房企之一。

2023年11月,成都仁恒置地广场CMBS于上海证券交易所获批,获批规模人民币16.55亿元,计划择日发行。

在中国公司债务风险集中爆发的大环境下,集团凭借着产品的良好口碑以及行稳致远的管理理念,取得了监管机构、银行、投资人的信任,树立了稳健的市场形象,进一步夯实了仁恒在中国境内资本市场的信誉度。

2023年11月,中国人民银行、中国国家金融监管总局、证监会联合召开金融机构座谈会,讨论提出对房地产及金融部门的工作指导。集团作为一贯的稳健房企代表,获得多家银行重点支持。同期,集团与交通银行、浦发银行、招商银行、浙商银行、兴业银行、华夏银行等金融机构开展座谈,沟通企业合理融资诉求。

### 投资者关系

集团十分重视企业的透明度及企业管治水平,并通过与投资市场的主动沟通,使各方更了解集团的业务发展策略,增长潜力及财务状况。半年业绩报告及各项有关集团的公告和新闻稿均通过新加坡证券交易所的官方网站公告及本公司网站及时发布,向股东、投资者及分析员提供及时及可靠的讯息。

随着全球疫情封锁措施和旅行禁令的陆续全面撤消,2023年国际投资者也开始了项目参观和公司探访,并继续透过线上会议和电话会议与企业连接。本公司继续以线上方式通过现场视听直播及现场纯音频举行了2022财年股东大会,且在会议上提供了实时在线通讯以及通过电子方式行使投票的设施。在2023年,集团投资者关系团队参与了由瑞士银行、美国银行、摩根大通银行、香港上海汇丰银行、巴克莱银行及花旗银行等多家银行组织的投资峰会和线上路演,与新加坡、中国包括香港、欧洲、美国及其他各国的投资者、分析员和基金经理线上电话会议及线下会面并介绍集团的营运、财务及投资亮点,保持与投资者的持续沟通交流。



# Development Schedule Summary

As at December 31, 2023

## COMPLETED DEVELOPMENT PROPERTIES

Project	Description (units)	Interest Attributable (%)	Site Area (sqm)	GFA (sqm)	Type
<b>Chengdu</b>					
Hengye International Plaza <sup>(1)</sup> 恒业国际广场 <sup>(1)</sup>	226	100	26,473	40,665	S
Hengye Star Gardens 恒业星园	814	100	23,036	83,943	R,S
Orchard Villa (Phase 1 to 6) 锦绣尚郡, 一至六期	1,334	99	316,542	291,152	R,S
Stream In Cloud 溪云居	1,302	80	150,067	104,586	R
Yanlord Landmark <sup>(1)</sup> 仁恒置地广场 <sup>(1)</sup>	425 (S+H) and 32-storey (O)	100	19,166	165,755	O,S,H
Yanlord Riverbay 仁恒滨河湾	2,283	70	119,043	391,803	R
<b>Guiyang</b>					
Xintian Centre 新天商业中心	123	67	18,820	14,376	S
Yanlord Villas 仁恒别墅	92	67	53,541	36,131	R
<b>Haikou</b>					
Yanlord Begonia Park (Phase 1 and 2) <sup>(1)</sup> 仁恒海棠公园, 一及二期 <sup>(1)</sup>	1,202 (R), office suites and retail shops	51	70,891	193,814	R,O,S
Yanlord Gardens (Phase 1) 仁恒滨江园, 一期	798 (R) and retail shops	70	57,354	107,851	R,S
<b>Hangzhou</b>					
Hangzhou Bay (Phase 1) <sup>(2)</sup> 前湾·江上湾 <sup>(2)</sup>	1,015	30	55,354	133,006	R
Hangzhou Bayfront Isle (Phase 1 and 2) <sup>(1)</sup> 前湾, 一及二期 <sup>(1)</sup>	1,064 (R) and commercial podium	30	71,626	148,221	R,S
The Corals 珊瑚世纪雅园	916	51	77,273	123,518	R,S
Yanlord Riverside Gardens <sup>(2)</sup> 仁滨公寓 <sup>(2)</sup>	346	50	31,776	75,715	R
<b>Jinan</b>					
The Mansion in Park <sup>(2)</sup> 仁恒奥体公园世纪 <sup>(2)</sup>	881	35	63,634	146,352	R,S
Yanlord Century Gardens <sup>(2)</sup> 仁恒世纪花园 <sup>(2)</sup>	797	35	47,166	114,208	R,S
Yanlord Century Plaza <sup>(2)</sup> 仁恒世纪广场 <sup>(2)</sup>	523	35	9,169	45,190	O,S,H
<b>Nanjing</b>					
Bamboo Gardens 翠竹园	2,770	100	233,000	394,310	R
Cloud Serenity Gardens <sup>(2)</sup> 云逸都荟花园 <sup>(2)</sup>	3,159	18	153,262	387,420	R,S
Majestic Mansion 海和院	479	51	55,372	77,513	R
Oasis New Island Gardens 绿洲新岛花园	2,247	100	109,467	271,514	R
Orchid Mansions <sup>(1)</sup> 玉兰山庄 <sup>(1)</sup>	259	100	94,134	69,649	R

## Development Schedule Summary

### COMPLETED DEVELOPMENT PROPERTIES (CONT'D)

Project	Description (units)	Interest Attributable (%)	Site Area (sqm)	GFA (sqm)	Type
<b>Nanjing</b>					
Plum Mansions, including Lakeside Mansions 梅花山庄·湖畔之星	1,943	100	113,182	327,667	R
Riverbay Century Gardens 江湾世纪花园	1,380	51	175,299	286,173	R
The Park Mansion 公园世纪苑	610	50	52,785	87,123	R
The River Time <sup>(2)</sup> 江湾时代花园 <sup>(2)</sup>	299	50	25,010	44,965	R
Yanlord G53 Apartments <sup>(1)</sup> 仁恒G53公寓 <sup>(1)</sup>	921	100	46,640	96,354	R,S
Yanlord Hub City 城市星徽名苑	1,229	100	61,329	145,739	R,S
Yanlord International Apartments, Tower A 仁恒国际公寓, A栋	210	100	3,337	42,494	H
Yanlord International Apartments, Tower B 仁恒国际公寓, B栋	254	100	25,078	67,683	R
Yanlord Landmark <sup>(1)</sup> 仁恒置地广场 <sup>(1)</sup>	Commercial complex	100	45,067	125,875	O,S,H
Yanlord Phoenix Hill (Phase 1) 凤凰山居, 一期	324	51	109,168	71,068	R
Yanlord Taoyuan Gardens <sup>(2)</sup> 桃园世纪华庭 <sup>(2)</sup>	1,022	33	61,465	160,550	R,O,S
Yanlord Yangtze Riverbay Town <sup>(1)</sup> 仁恒江湾城 <sup>(1)</sup>	3,927	100	303,379	720,847	R,S
<b>Nantong</b>					
Four Seasons Gardens 四季花园	1,084	60	62,151	136,555	R,S
Yanlord Gardens 仁恒花园	1,452	31	131,577	218,110	R
<b>Sanya</b>					
Sanya Hai Tang Bay - Land Parcel 9 <sup>(3)</sup> 三亚海棠湾 - 9号地块 <sup>(3)</sup>	593	100	193,772	102,659	R,H
<b>Shanghai</b>					
Bayside Gardens <sup>(2)</sup> 御澜湾苑 <sup>(2)</sup>	764	50	117,399	116,408	R,S
Cloud Villa <sup>(2)</sup> 怡雅园 <sup>(2)</sup>	784	15	108,388	86,826	R
Jingan Century <sup>(2)</sup> 璟安悦庭 <sup>(2)</sup>	693	28	27,809	70,879	R,H
Moons Villa 仁恒·海明院	560	50	83,262	84,060	R
Shanghai Curtilage <sup>(2)</sup> 海和院 <sup>(2)</sup>	1,162	30	121,049	122,693	R
Shanghai Olympic Garden (Phase 3 - Section 2) <sup>(2)</sup> 上海奥林匹克花园, 三期二标 <sup>(2)</sup>	490	45	33,471	50,843	R
Yanlord Apartments 仁恒公寓	95	67	4,146	13,579	R
Yanlord Arcadia 仁恒海上源	1,178	100	69,400	192,281	R,S

Project	Description (units)	Interest Attributable (%)	Site Area (sqm)	GFA (sqm)	Type
<b>Shanghai</b>					
Yanlord Eastern Gardens 仁恒东邑雅苑	1,194	100	128,532	180,583	R
Yanlord Gardens 仁恒滨江园	1,943	67	138,802	415,360	R
Yanlord on the Park 仁恒世纪公寓	717	50	55,776	148,122	R
Yanlord Plaza 仁恒广场	411 (R) and 4-storey (O)	67	10,845	53,047	R,O
Yanlord Riverside City <sup>(1)</sup> 仁恒河滨城 <sup>(1)</sup>	4,216 (R) and 9-storey (S)	67	306,406	741,417	R,S
Yanlord Riverside Gardens 仁恒河滨花园	1,663	100	128,895	319,756	R
Yanlord Sunland Gardens <sup>(1)</sup> 仁恒森兰雅苑 <sup>(1)</sup>	1,627	100	202,851	336,001	R,S,H
Yanlord Town 仁恒家园	428	50	94,174	75,573	R
Yanlord Townhouse 仁恒怡庭	269	100	54,208	65,572	R
Yanlord Western Gardens 仁恒西郊雅苑	1,470	60	136,937	247,503	R
Yunjie Riverside Gardens <sup>(2)</sup> 运杰河滨花园 <sup>(2)</sup>	1,712	50	210,566	253,048	R,S
<b>Shenyang</b>					
Orchard Summer Palace <sup>(1)</sup> 夏宫城市广场 <sup>(1)</sup>	765	99	15,030	165,990	O,S,H
Weiyong Technology Building <sup>(1)</sup> 维用科技大厦 <sup>(1)</sup>	4-storey (O) and 2-storey (S)	79	9,692	9,107	O,S
<b>Shenzhen</b>					
Yanlord Four Seasons Gardens 仁恒四季园	1,063	95	28,959	125,930	R,S
Yanlord Four Seasons New Gardens 仁恒四季新园	1,477	95	39,600	167,158	R,S
Yanlord Reverie Apartments 仁恒梦公寓	2,748	100	29,790	119,588	S,H
Yanlord Reverie Park <sup>(2)</sup> 仁恒芯梦公园 <sup>(2)</sup>	2,144	84	43,969	210,983	O,S,H
Yanlord Reverie Plaza 仁恒梦创广场	1,443	100	36,952	210,031	O,S,H
Yanlord Rosemite <sup>(1)</sup> 仁恒峦山美地花园 <sup>(1)</sup>	1,540	100	46,777	148,424	R,S
<b>Suzhou</b>					
Canal Times 运河时代花园	301	100	24,938	52,184	R
Four Seasons Heming Gardens 四季和鸣雅苑	1,349 (R) and retail shops	60	86,441	189,921	R,S
Lantern <sup>(2)</sup> 澜庭 <sup>(2)</sup>	675	26	137,190	157,358	R,H
New Tang's Mansion <sup>(2)</sup> 浅棠平江 <sup>(2)</sup>	1,035	30	56,746	143,702	R
Riverbay Gardens <sup>(1)</sup> 江湾雅园 <sup>(1)</sup>	1,874	30	123,313	293,598	R,S

## Development Schedule Summary

### COMPLETED DEVELOPMENT PROPERTIES (CONT'D)

Project	Description (units)	Interest Attributable (%)	Site Area (sqm)	GFA (sqm)	Type
<b>Suzhou</b>					
Riverside Gardens 河滨花园	698	85	44,671	89,218	R
Smriti Curtilage and Cangjie Commercial Plaza <sup>(1)</sup> 耦前别墅; 仓街商业广场 <sup>(1)</sup>	93 (R) and retail mall	100	84,199	100,146	R,S
Suzhou Wuzhong Area C1 Land - Villas 苏州吴中区C1地块 - 别墅	22	100	57,857	22,614	R
Tang Yue Bay Gardens 棠悦湾花园	1,366	100	77,820	172,894	R
Yanlord Lakeview Bay <sup>(1)</sup> 仁恒双湖湾 <sup>(1)</sup>	1,699	100	368,104	388,194	R,S
Yanlord La Viva Riverbay <sup>(2)</sup> 滨河四季云庭 <sup>(2)</sup>	1,534	15	86,741	195,205	R
Yanlord Peninsula (Apartment) 星屿仁恒	704	100	78,310	100,206	R
Yanlord Peninsula (Townhouse) 星岛仁恒	350	100	168,000	91,963	R
Yanlord Seacoast Royale <sup>(2)</sup> 海河云庭 <sup>(2)</sup>	879	15	84,860	135,618	R
<b>Taicang</b>					
Yanlord Central Lake (Phase 1) 仁恒时代天镜, 一期	398 (R) and office suites	60	48,432	72,227	R,O,S
<b>Tangshan</b>					
Tangshan Nanhu Eco-City <sup>(2)</sup> 唐山南湖生态城 <sup>(2)</sup>	2,325	50	169,473	349,266	R,S,H
<b>Tianjin</b>					
Tianjin Hong Qiao Land (Phase 1) <sup>(2)</sup> 红咸雅苑, 一期 <sup>(2)</sup>	1,500 (R) and retail shops	25	73,207	197,013	R,S
Tianjin Jinnan Land <sup>(1)</sup> 景新花园 <sup>(1)</sup>	3,412	100	165,812	376,440	R,S
Yanlord Majestive Mansion 仁恒海和院	1,959	100	193,514	267,824	R,S,H
Yanlord Riverside Gardens 仁恒河滨花园	2,184	80	130,789	326,220	R
Yanlord Riverside Plaza <sup>(1)</sup> 仁恒海河广场 <sup>(1)</sup>	1,515 (R), 29-storey (O), 7-storey (S) and retail street	100	95,277	382,161	R,O,S
Yilu Gardens <sup>(2)</sup> 依潞花园 <sup>(2)</sup>	856 (R) and retail shops	25	74,715	147,787	R,S
Yiwan Gardens <sup>(2)</sup> 依湾花园 <sup>(2)</sup>	1,442 (R) and retail shops	17	98,264	179,853	R,S
<b>Wuhan</b>					
Yanlord on the Park 仁恒·公园世纪	895	55	35,296	151,029	R
<b>Yancheng</b>					
Yanlord Riverside Gardens (Phase 1) 仁恒河滨花园, 一期	916	51	51,913	141,172	R,S
<b>Zhongshan</b>					
Four Seasons Park (Phase 1C) <sup>(2)</sup> 星月万象花苑 <sup>(2)</sup>	1,179	30	47,298	129,400	R,S

Project	Description (units)	Interest Attributable (%)	Site Area (sqm)	GFA (sqm)	Type
<b>Zhuhai</b>					
Yanlord Marina Centre <sup>(1)(3)</sup> 仁恒滨海中心 <sup>(1)(3)</sup>	409 (R), 136 (O), 4 (S) and 324 (H)	95	42,204	227,108	R,O,S,H
Yanlord Marina Peninsula Gardens <sup>(1)</sup> 仁恒滨海半岛花园 <sup>(1)</sup>	3,706	57	227,685	498,758	R,S
Yanlord New City Gardens <sup>(1)</sup> 仁恒星园 <sup>(1)</sup>	2,697	90	229,931	412,930	R,S
Yanlord North Shore Gardens 仁恒北岸苑	381	60	13,938	41,598	R
Yanlord The Great Bay (Phase 1) 仁恒滨海湾花园, 一期	1,349	100	34,805	132,684	R
<b>Subtotal (PRC)</b>			<b>8,760,833</b>	<b>16,947,607</b>	
<b>Malaysia - Kuala Lumpur</b>					
The Manhattan <sup>(4)</sup>	129	100	1,888	10,590	R
<b>Singapore</b>					
Dairy Farm Residences <sup>(1)</sup> 岱莉轩 <sup>(1)</sup>	489	100	19,648	41,260	R,S
Leedon Green <sup>(2)</sup> 绿墩雅苑 <sup>(2)</sup>	638	50	30,357	49,011	R
Park Avenue Robertson <sup>(1)</sup> 柏薇(罗伯逊)服务公寓 <sup>(1)</sup>	36	100	1,174	3,286	H
Rochester Mall and Park Avenue Rochester <sup>(1)</sup> 罗切斯特商场和柏薇(罗切斯特)酒店 <sup>(1)</sup>	351 (H) and 3-storey (S)	100	14,331	29,576	S,H
The Seletar Mall <sup>(2)</sup> 利达广场 <sup>(2)</sup>	9-storey	30	8,790	26,291	S
UE BizHub CITY <sup>(1)</sup> UE 广场 <sup>(1)</sup>	150 (H), 18-storey (O) and 4-storey (S)	100	32,982	69,284	O,S,H
UE BizHub TOWER <sup>(1)(4)</sup>	23-storey	100	2,616	26,866	O,S
UE BizHub WEST <sup>(1)(4)</sup>	12-storey and 8-storey	100	17,789	46,547	O
WBL Building <sup>(3)(4)</sup>	7-storey and 2-storey	99	5,511	14,050	O
<b>Subtotal (Non-PRC)</b>			<b>135,086</b>	<b>316,761</b>	
<b>Total</b>			<b>8,895,919</b>	<b>17,264,368</b>	

R = Residential  
O = Office and Conference Centre  
S = Shop and Retail  
H = Hotel and Serviced Apartment  
N = Others (Including Tourism Attraction and Medical Centre)

**Notes:**

- (1) Consists of properties held for investment with unexpired terms of lease between 17-858 years as at December 31, 2023  
(2) Being held under associate or joint venture  
(3) Being held under property, plant and equipment  
(4) Being no Chinese name available

# Development Schedule Summary

## PROPERTIES UNDER DEVELOPMENT

Project	Description (units)	Interest Attributable (%)	Actual/ Estimated Completion Date	Site Area (sqm)	GFA (sqm)	Percentage of Completion (%)	Type
<b>Haikou</b>							
PUTTING LAND (Phase 1 and 2) 长天云汀, 一及二期	1,248	50	3rd Quarter 2027	239,998	242,048	9	R
Yanlord Begonia Park (Phase 3) 仁恒海棠公园, 三期	237	51	May-24	10,848	40,336	74	R
Yanlord Gardens (Phase 2) 仁恒滨江园, 二期	1,176 (R) and retail shops	70	Jun-24	93,847	176,915	70	R,S
Yanlord Gardens (Phase 3) 仁恒滨江园, 三期	532	70	1st Quarter 2025	36,335	68,496	6	R
<b>Hangzhou</b>							
Hangzhou Bay (Phase 2) <sup>(1)</sup> 前湾·畅想江澜湾 <sup>(1)</sup>	1,274	30	Apr-24	71,367	185,542	61	R
Hangzhou Bay Commercial Land Parcels - Commercial Complex 前湾国际商贸园 - 商业综合体	Commercial complex	30	3rd Quarter 2026	78,870	118,446	1	O,S,H
Hangzhou Bayfront Isle (Phase 3) 前湾, 三期	151	30	Sep-24	17,765	35,575	99	R,O,S
IHG Keyi Hangzhou International Hospital <sup>(1)</sup> 英慈科谊医院 <sup>(1)</sup>	Self-operating medical centre	30	Dec-24	25,670	38,505	30	N
<b>Jinan</b>							
Riverside City <sup>(1)</sup> 铁恒河滨园、铁恒河滨府 <sup>(1)</sup>	Residential and retail shops	20	1st Quarter 2026	133,026	226,334	18	R,S
<b>Nanjing</b>							
Nanjing Jiangning No. 2022G93 Land <sup>(1)</sup> 南京江宁2022G93号地块 <sup>(1)</sup>	603	5	4th Quarter 2025	53,317	116,413	9	R
Nanjing No. 2016G84 Land Parcels - B and G 南京2016G84号地块 - B及G	Commercial complex and tourism	51	3rd Quarter 2028	251,141	319,279	1	O,S,H,N
SKY LAND <sup>(1)(2)</sup> 城市星皓雅园 <sup>(1)(2)</sup>	552 (R) and retail shops	5	4th Quarter 2025	26,013	74,419	19	R,S
The Times Garden <sup>(1)(3)</sup> 江和花园 <sup>(1)(3)</sup>	522 (R) and retail shops	10	4th Quarter 2025	45,094	87,177	17	R,S
Yanlord Phoenix Hill (Phase 1) 凤凰山居, 一期	35	51	Dec-24	13,647	8,884	99	R
<b>Nantong</b>							
RIVER PARK <sup>(1)(4)</sup> 仁恒·紫琅世纪 <sup>(1)(4)</sup>	422 (R) and retail shops	10	1st Quarter 2026	52,971	89,242	8	R,S
SUNLAND <sup>(1)(5)</sup> 溪棠雅园 <sup>(1)(5)</sup>	420	5	3rd Quarter 2025	44,571	81,946	1	R

Project	Description (units)	Interest Attributable (%)	Actual/ Estimated Completion Date	Site Area (sqm)	GFA (sqm)	Percentage of Completion (%)	Type
<b>Shanghai</b>							
Poetic Villa 荟雅华庭	745	51	Mar-24	83,042	99,163	99	R
Shanghai San Jia Gang Land Plot 仁恒滨海度假村	157	67	2nd Quarter 2025	67,978	36,364	3	O,S,H
Suhe Century <sup>(1)</sup> 晋元华庭 <sup>(1)</sup>	348 (R) and commercial complex	30	2nd Quarter 2025	28,288	75,452	21	R,O,S
The Oasis Mansion <sup>(1)</sup> 天悦雅园 <sup>(1)</sup>	883	45	Sep-24	61,326	123,278	87	R
<b>Shenyang</b>							
Yanlord on the Park 仁恒公园世纪	526	99	Jan-24	18,488	99,561	99	R
<b>Shenzhen</b>							
Yanlord Century Mansion 仁恒世纪大厦	366	100	Sep-24	5,744	57,500	69	O,S,H
Yanlord Four Seasons The Park 3 四季雅园	934	95	1st Quarter 2025	21,878	129,090	38	R,S
<b>Suzhou</b>							
Lan Virtuoso <sup>(1)</sup> 桃溪澜园 <sup>(1)</sup>	459	17	Nov-24	39,945	76,457	24	R
Riverfront Mansion <sup>(1)(6)</sup> 河滨雅苑 <sup>(1)(6)</sup>	364	20	2nd Quarter 2025	28,922	53,074	42	R
STARRY BAY <sup>(1)</sup> 滨湖湾 <sup>(1)</sup>	763	10	1st Quarter 2026	60,623	141,564	9	R
XI TANG <sup>(1)</sup> 溪棠四季花园 <sup>(1)</sup>	Residential	2	4th Quarter 2025	59,465	116,215	10	R
Yanlord PRELAND (Phase 1 and 2) <sup>(1)</sup> 仁恒·叙澜庭, 一及二期 <sup>(1)</sup>	2,453 (R) and commercial complex	10	3rd Quarter 2026	331,914	646,176	26	R,O,S,H
<b>Taicang</b>							
Yanlord Central Lake (Phase 2 to 4) 仁恒时代天镜, 二至四期	1,036 (R) and commercial complex	60	4th Quarter 2026	125,879	238,447	55	R,O,S,H
<b>Tangshan</b>							
Tangshan Nanhu Eco-City <sup>(1)</sup> 唐山南湖生态城 <sup>(1)</sup>	3-storey	50	Jun-24	16,972	23,336	63	O
<b>Tianjin</b>							
Star Century 恒美雅苑	780	51	May-24	53,201	96,952	50	R,S
Yilu Gardens <sup>(1)</sup> 依潞花园 <sup>(1)</sup>	1,452	25	Dec-24	55,189	109,165	75	R
<b>Wuhan</b>							
The Yangtze Garden (Phase 1) 仁恒滨江园, 一期	249	50	May-24	10,875	48,999	58	R
The Yangtze Garden (Phase 2) 仁恒滨江园, 二期	Office suites and retail shops	50	May-24	11,303	52,770	39	O,S
Yanlord Elegant Villa <sup>(1)</sup> 仁恒西湖山居 <sup>(1)</sup>	469	25	Jun-24	79,247	79,072	35	R

## Development Schedule Summary

### PROPERTIES UNDER DEVELOPMENT (CONT'D)

Project	Description (units)	Interest Attributable (%)	Actual/ Estimated Completion Date	Site Area (sqm)	GFA (sqm)	Percentage of Completion (%)	Type
<b>Wuxi</b>							
Central Lake 星湖雅园	1,145	51	Apr-24	86,898	167,376	58	R,S
Majestic Mansion 海和清舒院	212	51	Jun-24	36,901	50,293	45	R,S
Marina One <sup>(1)</sup> 清源听澜居 <sup>(1)</sup>	867 (R), lofts and retail shops	15	4th Quarter 2025	104,928	246,503	15	R,S,H
Tang Song 山棠雅园	1,150 (R) and retail shops	51	4th Quarter 2027	198,167	217,965	24	R,S
THE ALTSTADT (Phase 1 and 2) <sup>(1)</sup> 耕读锦绣院, 一及二期 <sup>(1)</sup>	Residential	1	4th Quarter 2026	74,014	135,498	11	R
Wuxi No. XDG-2023-2 Land <sup>(1)</sup> 锡国土(经)XDG-2023-2号地块 <sup>(1)</sup>	84 (R) and retail shops	1	4th Quarter 2026	31,843	33,431	1	R,S
<b>Yancheng</b>							
Yanlord The Mansion in Park 星岸家园	1,263	51	2nd Quarter 2027	114,710	272,362	20	R
Yanlord Riverside Gardens (Phase 2) 仁恒河滨花园, 二期	844	51	1st Quarter 2027	54,435	124,461	9	R
<b>Yangzhou</b>							
Park In City 江湾茗湖雅园	564	50	Jul-24	54,460	88,241	70	R,S
<b>Zhongshan</b>							
Four Seasons Park (Phase 2) <sup>(1)</sup> 星月四季花苑 <sup>(1)</sup>	824 (R) and retail shops	30	3rd Quarter 2025	64,858	88,125	7	R,S
<b>Zhuhai</b>							
Yanlord The Great Bay (Phase 2) 仁恒滨海湾花园, 二期	Residential	100	1st Quarter 2027	42,462	82,662	54	R
<b>Subtotal (PRC)</b>				<b>3,218,435</b>	<b>5,719,109</b>		
<b>Singapore</b>							
Hillock Green <sup>(1)(7)</sup> 悦翠轩 <sup>(1)(7)</sup>	474	26	3rd Quarter 2027	13,444	40,333	8	R
<b>Subtotal (Non-PRC)</b>				<b>13,444</b>	<b>40,333</b>		
<b>Total</b>				<b>3,231,879</b>	<b>5,759,442</b>		

R = Residential  
O = Office and Conference Centre  
S = Shop and Retail  
H = Hotel and Serviced Apartment  
N = Others (Including Tourism Attraction and Medical Centre)

#### Notes:

- <sup>(1)</sup> Being held under associate or joint venture  
<sup>(2)</sup> Formerly known as Nanjing Jiangbei New District No. G10 Land (南京江北新区G10号地块)  
<sup>(3)</sup> Formerly known as Nanjing Jiangbei New District No. G03 Land (南京江北新区G03号地块)  
<sup>(4)</sup> Formerly known as Nantong Zhongchuang No. CR22006 Land (南通中创CR22006号地块)  
<sup>(5)</sup> Formerly known as Nantong Rugao No. R2022036 Land (南通如皋R2022036号地块)  
<sup>(6)</sup> Formerly known as Suzhou No. 2022-WG-27 Land (苏地2022-WG-27号地块)  
<sup>(7)</sup> Formerly known as Lenton Central Residential Site



## PROPERTIES HELD FOR FUTURE DEVELOPMENT

Project	Description (units)	Interest Attributable (%)	Site Area (sqm)	GFA (sqm)	Type
<b>Hangzhou</b>					
Hangzhou Bay Medical Land Parcels - Commercial Complex <sup>(1)</sup> 前湾国际医疗园 - 商业综合体 <sup>(1)</sup>	Office suites and self-operating hotel	30	41,512	93,864	O,H
<b>Nanjing</b>					
Yanlord Phoenix Hill (Phase 2 to 4) 凤凰山居, 二至四期	825	51	372,397	186,693	R,S
<b>Sanya</b>					
Hainan Beautycrown Cultural Tourism Land Parcels <sup>(1)</sup> 海南美丽之冠文化旅游区地块 <sup>(1)</sup>	Resorts and tourism	55	66,629	44,633	S,H,N
<b>Shenyang</b>					
Orchard Manor 锦绣山庄	Villas	99	74,688	29,875	R
<b>Shenzhen</b>					
Yanlord Landmark 仁恒置地广场	Under planning	100	2,513	13,680	R,O,S
<b>Tianjin</b>					
Tianjin Hong Qiao Land (Phase 2) <sup>(1)</sup> 红咸雅苑, 二期 <sup>(1)</sup>	Retail shops and serviced apartments	25	33,713	56,760	S,H
<b>Zhuhai</b>					
Yanlord The Great Bay (Phase 1 and 2) 仁恒滨海湾花园, 一及二期	Office suites	100	57,825	112,570	O
<b>Total</b>			<b>649,277</b>	<b>538,075</b>	

R = Residential  
O = Office and Conference Centre  
S = Shop and Retail  
H = Hotel and Serviced Apartment  
N = Others (Including Tourism Attraction and Medical Centre)

**Notes:**

<sup>(1)</sup> Being held under associate or joint venture

# Profile of the Board of Directors



ZHONG SHENG JIAN



ZHONG MING



ZHONG SILIANG



ZHONG IEK KA

## ZHONG SHENG JIAN

### Chairman and Chief Executive Officer

Member of Nominating Committee  
Member of Risk Management and Sustainability Committee

**Date When First Appointed:** February 13, 2006

**Date of Last Re-election:** April 28, 2023

**Country of Principal Residence:** Singapore

**Familial Relationship:** Father of Mr. Zhong Ming, the Executive Deputy Chairman of Yanlord Land Group Limited as well as a Director of a principle subsidiary of Yanlord Land Group Limited, and Mr. Zhong Iek Ka, an Executive Director of Yanlord Land Group Limited, uncle of Mr. Zhong Siliang, an Executive Director of Yanlord Land Group Limited, and uncle of Ms. Wei Lijing, a Director of principle subsidiaries of Yanlord Land Group Limited

Mr. Zhong Sheng Jian (66) is the founder of Yanlord Land Group Limited and is responsible for the overall management and strategic development of the Group. Since the 1980s, Mr. Zhong has founded and established a number of businesses in trading, manufacturing and real estate spanning the People's Republic of China, Singapore and Hong Kong SAR. He started property development business in the early 1990s through the setting up of offices in Shanghai and Nanjing of the People's Republic of China, which are now part of the Singapore Exchange mainboard-listed Yanlord Land Group Limited.

In recognition of his contribution to various parts of China, Mr. Zhong has been awarded with Honorary Citizenships in Nanjing, Zhuhai, Shanwei and Suzhou in the People's Republic of China. In 2005, he was also awarded with the Magnolia Silver Award in Shanghai for his contributions to the Municipal City of Shanghai. In 2010, Mr. Zhong was named and awarded the Singapore Businessman of the Year 2009. In 2015, Mr. Zhong was awarded with the Public Service Medal (Pingat Bakti Masyarakat), a Singapore National Day Award.

Mr. Zhong is a Council Member of several Singapore-China Investment and Trade Councils, including Singapore-Sichuan Trade & Investment Committee, Singapore-Jiangsu Cooperation Council, Singapore-Guangdong Collaboration Council, Singapore-Zhejiang Economic and Trade Council and Singapore-China Business Council. He is also the Honorary President of Teochew Poit Ip Huay Kuan, the Honorary Chairman of Hai Lu Feng Association Singapore, the Honorary Chairman of Tan Kah Kee Foundation, the Vice President of Singapore Federation of Chinese Clan Associations, a Director of Business China and a Council Member of Singapore Chinese Chamber of Commerce & Industry. Mr. Zhong was also the Vice Chairman of Singapore Chinese Cultural Centre, a Director of Sun Yat Sen Nanyang Memorial Hall Company Limited and a Member of the Board of Trustee of the Chinese Development Assistance Council.

## ZHONG MING

### Executive Deputy Chairman

**Date When First Appointed:** October 1, 2016

**Date of Last Re-election:** April 28, 2022

**Country of Principal Residence:** Singapore

**Familial Relationship:** Son of Mr. Zhong Sheng Jian, the Chairman and Chief Executive Officer and a substantial shareholder of Yanlord Land Group Limited, brother of Mr. Zhong Iek Ka, an Executive Director of Yanlord Land Group Limited, cousin of Mr. Zhong Siliang, an Executive Director of Yanlord Land Group Limited, and cousin of Ms. Wei Lijing, a Director of principle subsidiaries of Yanlord Land Group Limited

Since 2013, Mr. Zhong Ming (37) has been holding various positions from property development to property management within the Group, and is currently a Director of various companies of the Group in the People's Republic of China, Singapore, Australia, United States of America and Hong Kong SAR. Mr. Zhong Ming assumed the role of Executive Deputy Chairman of Yanlord Land Group Limited on April 25, 2023. In this capacity, he collaborates closely with the Chairman and Chief Executive Officer to steer the implementation of the Group's overarching strategies and manage its business operations. His responsibilities extend to overseeing management at the city level, with a primary focus on operations in Nanjing, Yangzhou, Wuhan and Chengdu, the People's Republic of China. He also manages and leads the Group's property development, management and operations in Singapore.

Mr. Zhong Ming is also an Independent Director of SIIC Environment Holdings Ltd., a company listed on the Hong Kong Stock Exchange and mainboard of the Singapore Exchange, and a Director of Ren Ci Hospital.

Mr. Zhong Ming graduated from the University of Melbourne with a Bachelor's Degree in Accounting and Finance.

## ZHONG SILIANG

### Executive Director

**Date When First Appointed:** May 11, 2006

**Date of Last Re-election:** April 28, 2022

**Country of Principal Residence:** Singapore

**Familial Relationship:** Nephew of Mr. Zhong Sheng Jian, the Chairman and Chief Executive Officer and a substantial shareholder of Yanlord Land Group Limited, cousin of Mr. Zhong Ming, the Executive Deputy Chairman of Yanlord Land Group Limited as well as a Director of a principle subsidiary of Yanlord Land Group Limited, cousin of Mr. Zhong Iek Ka, an Executive Director of Yanlord Land Group Limited, and cousin of Ms. Wei Lijing, a Director of principle subsidiaries of Yanlord Land Group Limited

Mr. Zhong Siliang (46) joined in 2005 as an Assistant General Manager of Investments Department of the Group and in this capacity, he was responsible for evaluating new business developments and conducting feasibility studies on potential investments.

Mr. Zhong Siliang is currently responsible for establishing relations with architectural firms, real estate consultants and the district and national government officials, for the execution of the Group's investments in the People's Republic of China. He has been working closely with the Chairman and Chief Executive Officer, Mr. Zhong Sheng Jian, for over 15 years and assists in the Group's decisions. In addition, Mr. Zhong Siliang has been responsible for overall operations of the property development business in Shenzhen and overseeing the Group's business in Hainan. He is the Deputy Director for operations of the Group since 2007 and is also a Director of various companies of the Group in the People's Republic of China and Singapore.

Mr. Zhong Siliang holds a Master's Degree from the Washington University-Fudan University EMBA programme and a Bachelor's Degree in Business Administration from the University of Portsmouth, England.

## ZHONG IEK KA

### Executive Director

**Date When First Appointed:** June 29, 2020

**Date of Last Re-election:** April 29, 2021

**Country of Principal Residence:** Singapore

**Familial Relationship:** Son of Mr. Zhong Sheng Jian, the Chairman and Chief Executive Officer and a substantial shareholder of Yanlord Land Group Limited, brother of Mr. Zhong Ming, the Executive Deputy Chairman of Yanlord Land Group Limited as well as a Director of a principle subsidiary of Yanlord Land Group Limited, cousin of Mr. Zhong Siliang, an Executive Director of Yanlord Land Group Limited, and cousin of Ms. Wei Lijing, a Director of principle subsidiaries of Yanlord Land Group Limited

Mr. Zhong Iek Ka (33) joined the Group since 2018 and has been involving in the day-to-day management of the Group's operations with primary focus on the execution of the Group's overall strategies and business operations in Shanghai and Suzhou, while overseeing the Group's business management in Hangzhou, Wuxi, Nantong and Yancheng, the People's Republic of China. Mr. Zhong Iek Ka is currently a Director of several companies of the Group in the People's Republic of China, Singapore and Hong Kong SAR. Mr. Zhong Iek Ka is also the Data Protection Officer of the Group.

Mr. Zhong Iek Ka graduated from the University of Nottingham with a Bachelor's Degree in Law (Honours) in 2014 and practiced in Messrs Dentons Rodyk & Davidson LLP in 2016 before joining the Group in 2018.

## Profile of the Board of Directors



HEE THENG FONG



HONG PIAN TEE



TEO SER LUCK



CHUA TAIK HIM



TAN CHIN SIONG

## HEE THENG FONG

### Lead Independent Director

Member of Audit Committee  
Member of Nominating Committee  
Member of Risk Management and Sustainability Committee

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**Date When First Appointed:** October 11, 2017

**Date of Last Re-election:** April 28, 2023

**Country of Principal Residence:** Singapore

**Familial Relationship:** None

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Mr. Hee Theng Fong (69) is a Senior Lawyer in Singapore with over 40 years of experience. Mr. Hee is on the panel of many institutions including SIAC, CIETAC, HKIAC, SHIAC, BIAC/BAC, HIAC, CQAC, SHAC and AIAC. He is also a Mediator, Specialist Mediator (China) and Ambassador for Singapore International Mediation Centre and Accredited Mediator for Singapore Mediation Centre. He has handled more than two hundred cases in civil litigation and arbitration as Lead Counsel or Arbitrator administered under SIAC, ICC, CIETAC, BAC and HKIAC rules. Many of the cases handled by him have been reported in Singapore Law Report. Mr. Hee is currently an Independent Arbitrator and Mediator with The Arbitration Chambers.

Mr. Hee also serves as an Independent Director on the boards of companies listed on the mainboard of the Singapore Exchange namely, Straco Corporation Limited and China Aviation Oil (Singapore) Corporation Ltd. Mr. Hee is an Independent Director of Haidilao International Holding Ltd. and Huazhu Group Limited, both listed on the Hong Kong Stock Exchange. Mr. Hee was also an Independent Director of First Resources Limited, APAC Realty Limited, Tye Soon Limited and Zheneng Jinjiang Environment Holding Company Limited. He has been regularly invited to speak on directors' duties and corporate governance.

Mr. Hee is a Director of F & H Singhome Fund II Ltd. and Green Link Digital Bank Pte. Ltd.. He is also the Deputy Chairman of Singapore Medishield Life Council, a Member of ACRA's Complaints and Disciplinary Panel, a Member of Advisory Committee for the China Ready Programme, a Member of the Joint Singapore-China Experts Team formed by the Ministry of Law and the China Council for the Promotion of International Trade as well as a Member of Traditional Chinese Medicine Practitioners Board.

Mr. Hee graduated in 1979 from the Law Faculty of the then University of Singapore (Honours). He is also a holder of a Diploma in PRC Law.

## HONG PIAN TEE

### Independent Non-Executive Director

Chairman of Audit Committee  
Member of Remuneration Committee  
Member of Risk Management and Sustainability Committee

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**Date When First Appointed:** September 1, 2018

**Date of Last Re-election:** April 28, 2022

**Country of Principal Residence:** Singapore

**Familial Relationship:** None

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Mr. Hong Pian Tee (79) was a partner of PricewaterhouseCoopers from 1985 to 1999 prior to his retirement on December 31, 1999.

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

Mr. Hong is currently the Chairman of Pei Hwa Foundation Limited and serves as the Lead Independent Director of other companies listed on the Singapore Exchange namely, Sinarmas Land Limited, YHI International Limited, XMH Holdings Ltd. and Hyflux Ltd (in liquidation).

Mr. Hong was previously a Non-Executive Chairman and an Independent Director of AsiaPhos Limited, an Independent Director of Golden Agri-Resources Ltd and an Independent Director of Memstar Technology Ltd..

## Profile of the Board of Directors

### TEO SER LUCK

#### Independent Non-Executive Director

Chairman of Remuneration Committee

Member of Audit Committee

Member of Nominating Committee

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**Date When First Appointed:** February 26, 2020

**Date of Last Re-election:** April 28, 2023

**Country of Principal Residence:** Singapore

**Familial Relationship:** None

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Mr. Teo Ser Luck (55) is an entrepreneur and investor. He is currently the Independent Non-Executive Chairman of BRC Asia Limited, Independent Non-Executive Deputy Chairman of Serial System Ltd, Lead Independent Director of China Aviation Oil (Singapore) Corporation Ltd and an Independent Director of Straco Corporation Limited, companies listed on the mainboard of the Singapore Exchange. Mr. Teo also serves on the board of Super Hi International Holding Ltd., a company listed on the Hong Kong Stock Exchange. He is the President of the Council to the Institute of Singapore Chartered Accountants (ISCA) and an Advisor to Singapore FinTech Association.

Mr. Teo was formerly the Minister of State for Ministry of Trade and Industry, Senior Parliamentary Secretary in the Ministry of Transport and Ministry of Community Development, Youth and Sports, Minister of State for Ministry of Manpower, Mayor of the North East District of Singapore, Chairman of Singapore-Shandong Bilateral Business Council and Vice Chairman of Singapore-Jiangsu Bilateral Business Council. Mr. Teo was also the Lead Independent Director of MindChamps PreSchool Limited and United Engineers Limited, a subsidiary then listed on the mainboard of the Singapore Exchange.

Mr. Teo holds a Degree in Accountancy from Nanyang Technological University (NTU). He spent 15 years in the private sector before being elected as a Member of the Parliament of Singapore and appointed as a full-time political office holder for 11 years. He returned to the private sector in July 2017 and remained as a Member of the Parliament till June 2020.

Throughout his private sector career, Mr. Teo has taken on management positions as head of sales, marketing, business operations before progressing to lead and oversee companies as Regional Director, General Manager and Managing Director of multi-national operations in the Asia Pacific. He has worked in Hong Kong SAR, the People's Republic of China, Thailand and India, and has helped to start companies. He was also the Founding Investor of a listed multi-national software company. Prior to politics, he was overseeing DHL Express (Singapore) Pte Ltd.

Mr. Teo was recognised as a young global leader by the World Economic Forum for his contribution to the business and community services sectors. He also received the Outstanding Young Alumni Award and subsequently received the outstanding alumni award from his alma mater, NTU for continuing to make a difference in public service. While in the private sector, he has also received accolades as a global outstanding manager in business and operational excellence.

He is an avid sportsman, competes in endurance races and loves to read.

## CHUA TAIK HIM

### Independent Non-Executive Director

Chairman of Risk Management and Sustainability Committee  
Member of Audit Committee  
Member of Remuneration Committee

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Date When First Appointed: April 29, 2021

Date of Last Re-election: April 28, 2022

Country of Principal Residence: Singapore

Familial Relationship: None

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Mr. Chua Taik Him (68) is currently Chairman of Risa Partners Asia Pte. Ltd., a Singapore-based investment management company with focus on private equity, real estate and venture capital.

Mr. Chua Taik Him was Senior Advisor of Enterprise Singapore between April 2018 and March 2019. He was the Deputy Chief Executive Officer of International Enterprise Singapore from 1 July 2007 to 31 March 2018. He has vast experiences in assisting companies to build capabilities, innovate and internationalise.

Mr. Chua was also previously Assistant Managing Director of the Singapore Economic Development Board (EDB). He held senior appointments in several areas, including industry development, international business development and enterprise development. He was Economic Counsellor at the Embassy of the Republic of Singapore in Japan from 1984 to 1992.

Since 1996, Mr. Chua has served on the boards of several enterprises involving multi-national companies and local enterprises. These includes chairmanship of Seeds Capital Pte. Ltd. and board memberships of the Intellectual Property Academy, Chevron Phillips Singapore Chemicals (Private) Limited, Hitachi Semiconductor (Suzhou) Co Ltd, CrimsonLogic and Ascent Solutions Pte. Ltd.. He was also the Co-Chairman of the Asia Infrastructure Centre of Excellence of the Asian Development Bank.

Mr. Chua obtained his Bachelor of Engineering (Electronics) from the University of Tokyo in 1977 under the PSC scholarship. He subsequently obtained Master of Business Administration from the University of Toronto under the university fellowship. He is a graduate of Advanced Management Programme from Harvard Business School.

Mr. Chua has contributed significantly to the internationalisation and the development of enterprises ecosystem in Singapore. He was awarded the Public Administration - Silver (Pingat Pentadbiran Awam - Perak) in 1993 and the Public Administration Medal - Gold (Pingat Pentadbiran Awam - Emas) in 2007.

## TAN CHIN SIONG

### Independent Non-Executive Director

Chairman of Nominating Committee  
Member of Audit Committee  
Member of Remuneration Committee

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Date When First Appointed: April 29, 2021

Date of Last Re-election: April 28, 2022

Country of Principal Residence: Singapore

Familial Relationship: None

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Mr. Tan Chin Siong (65) began his career at the People's Association in 1983 and undertook various leadership positions. In 1992, he was Deputy Executive Director of the Chinese Development Assistance Council and became its Executive Director in 1997. He also concurrently served as Chief Executive Officer of Business China from 2007 to 2009. He received the Public Service Medal (Pingat Bakti Masyarakat) in 2002. He relinquished both portfolios in 2009 when he was appointed to the political office.

In 2006, Mr. Tan was elected Member of Parliament and subsequently appointed Parliamentary Secretary for Trade and Industry, and Information, Communications and the Arts in July 2009. In November 2010, he was promoted to Senior Parliamentary Secretary for both portfolios. He served as Senior Parliamentary Secretary for Ministry of Community, Youth and Sports from 2011 to 2012, Ministry of Foreign Affairs from 2011 to 2014 and Ministry of Culture, Community and Youth from 2012 to 2014. He served as Mayor of Central Singapore District from 2012 to 2014.

Mr. Tan was appointed as Minister of State in the Prime Minister's Office from 2014 to 2018, Culture, Community and Youth from 2014 to 2015 and Ministry of Manpower from 2015 to 2018. Mr. Tan was appointed as Minister of State for Ministry of Foreign Affairs and Ministry of Social and Family Development in 2017 and 2018, respectively. He also served as Chairman of Government Feedback Unit REACH from 2015 to 2020. Mr. Tan retired from politics in July 2020. Mr. Tan is currently Singapore's Non-Resident High Commissioner to Canada and Singapore's Special Envoy for Arctic Affairs of the Ministry of Foreign Affairs.

Mr. Tan graduated with a Bachelor of Arts (Honours) from the National University of Singapore in 1983.

# Senior Management

## **ZHANG HAO NING** **Executive Vice President**

Mr. Zhang Hao Ning, who joined Yanlord in 1994, has been an Executive Vice President of the Group since May 2012 and is responsible for overall management of residential and commercial development and operation of the Group, including product development, construction and cost management, sales management, customer services as well as cultural tourism. Mr. Zhang is also responsible for overseeing the Group's environmental, social and governance ("ESG") matters and leads the ESG Management Committee. Prior to this, Mr. Zhang was the General Manager of Nanjing operations since 2005 and was responsible for the overall management of businesses and operations of Yanlord in Nanjing. He was the Assistant General Manager of Nanjing operations of Yanlord between 2000 to 2005, and the Manager of Nanjing operations department from 1994 to 2000. Prior to joining Yanlord, between 1990 and 1994, Mr. Zhang was in charge of the design works of Architecture Design Institute in Nanjing and also worked as a Cost Engineer in the institution; and also worked in Hong Kong Changjiang Pte. Ltd. in Nanjing, responsible for management of engineering budgets and design works. Mr. Zhang graduated from Southeast University in the People's Republic of China in 1990, major in Industrial and Civil Architecture and obtained a Master's Degree in Political Economics from the School of Business of Nanjing University in the People's Republic of China in 1995. He is also a Cost Engineer registered with the Jiangsu Department of Personnel since 1998.

## **XIE XUEMING** **Vice President**

Mr. Xie Xueming has been a Vice President of the Group since July 2018 and is responsible for financial management, legal, commercial and hospitality of the Group. Prior to joining Yanlord, Mr. Xie was the Vice President and Chief Financial Officer of Yuyuan Tourist Mart Co., Ltd., a company under Fosun Group, from 2015 to 2018, and was responsible for corporate finance, investment and financing, capital management and operational control. Between 2014 to 2015, Mr. Xie was in charge of finance of Sincere Property Holding Group, overseeing corporate finance, operational control, capital management, tax management and etc.. Between 2012 to 2014, Mr. Xie served as Assistant to General Manager of Shanghai Industrial Urban Development Group Limited and was responsible for the corporate finance, investment and financing of its Hong Kong Stock Exchange listed company. Between 2003 to 2012, Mr. Xie served as Senior Manager of corporate finance department of Guangzhou Yuexiu Group and was in charge of corporate finance, investment and financing and capital operation of listed company. Mr. Xie graduated from Beijing Jiaotong University with a Bachelor's Degree in Financial Management in 2003. He obtained his Master in Business Administration Degree from Shanghai Jiaotong University in 2016.

## **RUAN XINKUN** **Vice President** **General Manager - Suzhou**

Mr. Ruan Xinkun joined Yanlord in April 2000. Mr. Ruan was appointed Vice President of the Group in June 2022 and is responsible for the Group's investment. Mr. Ruan concurrently serves as the General Manager of Suzhou Company responsible for overall management of businesses and operations of Yanlord in Suzhou, Changshu, Nantong, Taicang, Wuxi, and Yancheng, since the Group's reorganisation of its businesses of Shanghai Company and Suzhou Company in January 2024. Prior to this, Mr. Ruan was the General Manager of Suzhou operations of Yanlord since February 2021 and took on the role as the Regional General Manager of Shanghai regional office from February 2023. Mr. Ruan was the Assistant General Manager, Deputy General Manager and Executive Deputy General Manager of Suzhou operations of Yanlord from 2003 to 2014 and was responsible for cost management, finance, sales and business development. In 2014, Mr. Ruan was appointed the General Manager of Nantong operations of Yanlord and has been responsible for the overall management of businesses and operations in Nantong. During this period, he led his team to expand into Taicang and Yancheng and was responsible for overall management of businesses and operations in these three cities. Prior to joining Yanlord, Mr. Ruan served as a Department Manager of Chuxiong Renheng Fertilizer Co., Ltd. and an Executive Director of Suzhou Renheng Qingling Motor Trading Co. Ltd. Mr. Ruan completed advanced course in Business and Administration at Suzhou University in 2017.



**CHAN CHI WAI, JIM**  
**Group Financial Controller**

Mr. Jim Chan has been the Group Financial Controller of Yanlord since 2003. He is responsible for day-to-day finance, corporate finance and accounting functions of the Group. Mr. Jim Chan has extensive working experience in accounting, financial management and corporate finance. Prior to joining Yanlord, Mr. Jim Chan was the Financial Controller of Komark Hong Kong Co., Ltd, a subsidiary of KomarkCorp Berhad, a multi-national company listed in Malaysia and the Senior Accountant at Cathay International Limited, a multi-national company with investments in the United Kingdom and the People's Republic of China from 1997 to 2003. He was a Senior Audit Accountant at PricewaterhouseCoopers from 1993 to 1997. Mr. Jim Chan graduated with a Bachelor's Degree of Arts in Accountancy from the City University of Hong Kong in 1993. He is a Certified Public Accountant registered with the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants, Hong Kong.

**SZE KA PING**  
**Head of Investor Relations**

Ms. Sze Ka Ping rejoined Yanlord in June 2020 as Head of Investor Relations of the Group and is responsible for investor relations, corporate finance and corporate communication matters of the Group. She was previously Head of Investor Relations and Assistant to Chief Executive Officer of Yanlord from 2006 to 2009. Prior to rejoining Yanlord, Ms. Sze was the Head of Investor Relations and General Manager of Shui On Land Limited from 2010 to May 2020. Ms. Sze was a Director of CBRE Limited in the valuation and advisory

department covering Greater China region from 2004 to 2006 and has extensive experience in real estate consultancy in the region. Ms. Sze graduated from the Chinese University of Hong Kong with a Bachelor's Degree of Social Science in 1996 and obtained her Master's Degree of Business Administration from Kellogg-HKUST Executive MBA Program in 2009.

**SAU EAN NEE**  
**Head of Legal and Compliance and Group Company Secretary**

Ms. Sau Ean Nee joined Yanlord Land Group Limited in January 2019 as Company Secretary and is the Group's head of legal and compliance department in Singapore. Ms. Sau has extensive experience in managing group-wide legal and corporate affairs, particularly in corporate regulatory and compliance, corporate and commercial transactions, fund raising, joint ventures, mergers and acquisitions, corporate restructuring and commercial strategy. Prior to joining Yanlord, Ms. Sau has spent more than 20 years in large-cap and mid-cap companies listed on the stock exchange of Singapore, Malaysia and Japan, where she held senior positions including Group Company Secretary and Vice President for Legal, Secretariat, Public Relations and Corporate Affairs, after her several years of professional practice in a reputable law firm and corporate advisory arm of a big-four audit firm. Ms. Sau graduated with a Bachelor of Laws degree with Honours from the University of London, United Kingdom and holds a Certificate in Legal Practice from the Malaysian Legal Profession Qualifying Board. She is also a chartered member of The Chartered Governance Institute UK & Ireland and an associate of the Chartered Secretaries Institute of Singapore.

**WANG YONGLIANG**  
**General Manager - Shanghai**

Mr. Wang Yongliang, who joined Yanlord in 2020, was appointed as the General Manager of Shanghai Company in January 2024, and is responsible for overall management of businesses and operations in Shanghai and Hangzhou. Prior to this, Mr. Wang served as the Deputy General Manager of Operations for Nantong Company in 2020, Deputy General Manager of Operations for Suzhou Company in 2021, and Deputy General Manager of Operations for Shanghai Regional Company in 2023. Prior to joining Yanlord, Mr. Wang held positions at Vanke Co. Ltd. and Zhenro Group from 2014 to 2019, serving as the General Manager of Changshu Business Division of Vanke Suzhou Company and the General Manager of Shanghai Company in Suzhou-Shanghai region of Zhenro Group. Mr. Wang graduated from Hunan University in 2005 with a Bachelor's Degree in Science in Engineering Management and obtained a Master's Degree in Executive Business Administration from Fudan University, School of Management in 2024.

**GAO YONGJUN**  
**Regional General Manager - Nanjing region**

Mr. Gao Yongjun was appointed the Regional General Manager of Yanlord's Nanjing regional office in December 2022 and is responsible for overall management of businesses and operations of Yanlord in Nanjing, Wuhan, Chengdu and Yangzhou. Prior to this appointment, he was the General Manager of Yanlord's Nanjing operations since May 2012 and responsible for the operations of Yanlord in Yangzhou since 2021. Mr. Gao was the General Manager of Sanya operations of Yanlord from March 2010 to January 2020. Mr. Gao joined Yanlord in March 1998 and worked as Project Manager, Manager of engineering department and Assistant General Manager of Nanjing subsidiary over the years, taking charge of project development, landscaping and etc..

## Senior Management

Between December 2006 and March 2010, Mr. Gao was the Deputy General Manager of operations of Yanlord in Nanjing. Mr. Gao graduated from Yangzhou University in 1993, major in Industrial and Civil Engineering.

### **HUANG ZHONGXING** **General Manager - Chengdu**

Mr. Huang Zhongxing has been the General Manager of Chengdu operations of Yanlord since 2005 and is responsible for the overall management of businesses and operations of Yanlord in Chengdu. Since 2002, he served as the Assistant General Manager and later the General Manager of Yanlord Land (Chengdu) Co., Ltd.. He was also involved in daily operations of the Group's business in Chengdu. Mr. Huang has been with Yanlord since 1989. He was the Assistant General Manager of international trading business of Yanlord until 1993. For the next two years, he was the Assistant General Manager of Yanlord Industrial (Shenzhen) Co., Ltd. and was responsible for setting up of real estate and industrial centres. From 1994 to 2002, he was the Assistant General Manager of Yanlord Investment (Nanjing) Co., Ltd. and General Manager of Yanlord Property Management Co., Ltd. and was involved in the marketing, project planning and property management functions of these companies.

### **LAM CHING FUNG** **Chairman - Zhuhai operations**

Mr. Lam Ching Fung joined Yanlord since 1995 and currently is the Chairman of Zhuhai operations of Yanlord. He oversees the overall management of businesses and operations of Yanlord in Zhuhai and Zhongshan. Mr. Lam was the General Manager of Zhuhai operations of Yanlord from 2005 to 2019, responsible

for the overall management of the businesses and operations in Zhuhai and Zhongshan. He was previously a Director of the Zhuhai Special Economic Zone Longshi Bottle Capping Factory and was also responsible for the overall management of its business. Mr. Lam completed an executive course under Advanced Business Management Programme conducted by Shenzhen Qinghua University, Zhuhai campus.

### **XIANG HUI** **General Manager - Zhuhai**

Mr. Xiang Hui, who joined Yanlord in 2011, was appointed the General Manager of Zhuhai operations since February 2021 and is responsible for the overall management of businesses and operations of Yanlord in Zhuhai and Zhongshan. Mr. Xiang was the Deputy General Manager and General Manager of operations department of the Group from August 2017 to January 2021. Previously, Mr. Xiang served in various managerial positions including Cost Manager, Operation and Assistant General Manager at Suzhou operations of Yanlord from 2011 to January 2021. Prior to joining Yanlord, Mr. Xiang was with Wuxi Wanda Commercial Plaza Investment Co., Ltd., responsible for early-stage investment marketing, procurement and cost control from 2010 to 2011. Mr. Xiang was with Suzhou Xiecheng Engineering Cost Consulting Company from 2007 to 2009 and assumed the role of Project Manager at Lianyungang Water Construction Company from 2000 to 2005. Mr. Xiang Hui graduated from Yangzhou University major in Construction Cost Management in 2000 and received a Master's Degree in Engineering from Suzhou University of Science and Technology in 2016. In September 2013, Mr. Xiang obtained the Project Management Professional Qualification Certification.

### **LIN JUN TING** **Regional Executive Director - North region**

Mr. Lin Jun Ting was appointed the Executive Director of Yanlord's North regional office in December 2022 and oversees the overall management of businesses and operations of Yanlord in Tianjin, Tangshan, Jinan and Shenyang. Prior to this, Mr. Lin was the General Manager of Tianjin, Jinan and Tangshan operations of Yanlord since 2017 and was responsible for the overall planning and management of businesses in these three cities. Mr. Lin served as the Assistant General Manager of Tianjin operations of Yanlord from June 2004 to June 2014. Prior to joining Yanlord, he served as Director and General Manager of Hong Kong Art and Decoration Co. Ltd. between 2001 and 2003. Before that, Mr. Lin worked as Director and General Manager of a catering management company in Canada. Mr. Lin graduated from LaSalle College of Montreal Canada in 1993 and major in Hotel Management.

### **YANG JUN** **Regional General Manager - North region**

Mr. Yang Jun, who joined Yanlord in 2019, was appointed the Regional General Manager of Yanlord's North regional office in December 2022. He is responsible for the overall management of businesses and operations of Yanlord in Tianjin, Tangshan, Jinan and Shenyang. Prior to this, Mr. Yang was the General Manager of the Group's investment management department between 2020 and 2022. He was the Deputy General Manager of Yanlord's Tianjin subsidiary between 2019 and 2020. Prior to joining Yanlord, Mr. Yang was the Regional Investment General Manager of Ping An Real Estate, overseeing the business development between 2016 and 2019. Mr. Yang was the Deputy General Manager of Haihe Real Estate and was in charge of its overall management. Mr. Yang graduated from Tianjin Chengjian University with a Bachelor's Degree in Engineering Management in 2003. He obtained a Master Degree in Engineering Management from Tianjin University in 2012.

**DENG WEIWEN**  
**General Manager - Shenzhen and Haikou**

Mr. Deng Weiwen, who joined Yanlord in November 2007, was appointed the General Manager of operations of Yanlord in Shenzhen since May 2022, in addition as the General Manager of operations of Yanlord in Haikou, and is responsible for the overall management of businesses and operations of Yanlord in Shenzhen, Haikou and Sanya. He has been responsible for the overall management of operations in Haikou and Sanya since 2017 and January 2021, respectively. Previously, Mr. Deng assumed the role as the Manager of the engineering department as well as the role as Assistant General Manager for operations of Yanlord in Shenzhen in 2008 and was responsible for engineering, design, cost management and business development. Prior to joining Yanlord, Mr. Deng was with China Overseas Real Estate from 1999 to 2007, where he held positions such as Manager of engineering department in its companies in Hong Kong SAR and Nanjing. From 1992 to 1999, Mr. Deng served in China Construction No. 5 Engineering Bureau as the Deputy Chief Engineer of its subsidiary, responsible for project management and engineering technology. Mr. Deng graduated from Changsha University of Science and Technology in 1992, with a Bachelor's Degree in Civil and Industrial Construction. He is a qualified intermediate Engineer.

**TAN CHEE KEONG, ROY**  
**Group Managing Director of United Engineers Limited**

Mr. Roy Tan has been appointed the Group Managing Director of United Engineers Limited and its group of companies ("UEL Group") since October 2017 and is responsible for the overall operational and financial management of UEL Group. Mr. Tan has more than 20 years of experience in finance, operations management, business development and strategic planning. Prior to being appointed the Group Managing Director of UEL Group, he was the Group Chief Financial Officer responsible for

finance and other corporate functions of the UEL Group, as well as the UEL Group's strategic planning, mergers and acquisitions, new business initiatives and divestitures. In addition, he oversaw the UEL Group's property division. He had been WBL Corporation Limited's Group Chief Strategy Officer before it was integrated with the UEL Group in 2013. Before joining WBL Group in May 2006, he held various positions in OCBC Bank, ST Electronics and Phillip Capital. Mr. Tan holds a Bachelor's Degree of Arts (Honours) from University of Oxford, United Kingdom, as well as Master's Degree of Social Sciences (Applied Economics) and Master's Degree of Science (Management of Technology) from National University of Singapore. He is a FRM certified by Global Association of Risk Professionals and a CFA chartered holder.

**ZHANG LIANBO**  
**General Manager - Group Property Management Division**

Mr. Zhang Lianbo, joined Yanlord in July 2015 as the Deputy General Manager of Yanlord Property Service Management (China) Co., Ltd., was appointed as the General Manager of the Property Management Division of the Group in June 2022 and is responsible for the overall operation and management of the property management business of the Group in the People's Republic of China. Mr. Zhang has spent 17 years working at China Overseas Development Group Co., Ltd., Shanghai Company and China Overseas Property Management Shanghai Co., Ltd., including serving as the General Manager of China Overseas Property Management Shanghai Co., Ltd.. Mr. Zhang graduated from Chongqing University in 1991 with a major in Water Supply and Drainage Professional.

**HU WEIJIN**  
**General Manager - Group Commercial Real Estate Division**

Mr. Hu Weijin joined Yanlord in February 2016 as the General Manager of the Commercial Real Estate Division of the Group, and is responsible for the overall operation and management

of the Group's commercial real estate business in the People's Republic of China. Prior to joining Yanlord, Mr. Hu held various core positions at Longfor Group Holdings Limited from 2007 to 2016, including Head of the Commercial Real Estate Division's Leasing Center, Deputy General Manager of Hangzhou Company and General Manager of Commercial Real Estate of Hangzhou Company as well as Ningbo Company. Mr. Hu graduated from South China University of Technology in Guangzhou in 1997 with a Bachelor's Degree in Mechanical Manufacturing & Automation and obtained a Master's Degree in Management Science & Engineering from the same university in 2014.

**RYAN, SUN LI JING**  
**General Manager - Group Hotel Division**

Mr. Ryan Sun, who joined United Engineers Limited in 1991, was subsequently deployed to the People's Republic of China as the General Manager of Hotel Division of the Group in 2022. He is responsible for the overall business development as well as management and operations of the Group's hotel business in the People's Republic of China. Prior to this appointment, he was the General Manager of the Group's Hospitality Division in Singapore managing the Park Avenue chain of hotels and serviced apartments in Singapore. Mr. Sun has been actively involved in participating in and promoting hospitality industry development for many years. He served as a Board Member of the Singapore Hotel Association from June 2017 to August 2023, and held the position of Vice President of Serviced Apartments Association of Singapore from February 2017 to May 2023. Mr. Sun holds a Bachelor of Arts from Fu-Ren Catholic University, Taipei, Taiwan, and an Executive Master of Business Administration from Nanyang Business School, Nanyang Technological University, Singapore with a certificate of Advanced Management Program from School of Hotel Administration, Cornell University, United States of America.

# Sustainability Highlights

## ECONOMIC

Revenue of the Group  
**RMB43.395 billion**  
in FY 2023

**2023 TOP 50**  
of China Real Estate Developers

**2023 TOP 10**  
of China Foreign Real Estate Developers

**MSCI-ESG Rating**  
upgraded to A

Yanlord Suzhou Cangjie  
was awarded

**2023 RIBA China Landmark  
100 - Urban Complex  
2023 GBE HOPSCA Awards,  
Best Commercial Complex -  
Platinum Award**

Shanghai Yanlord  
Property Management  
was awarded

**Five-star Enterprise for  
Shanghai's Comprehensive  
Property Service Capability**

## ENVIRONMENT

**100%**  
**Property Under  
Development**

across the PRC and/or Singapore met  
Green Building design requirements  
In the PRC and Singapore

The Oasis Mansion in Shanghai  
was awarded

**Shanghai Ultra-Low Energy  
Consumption Building  
Evaluation and Certification**

Riverside City in Jinan has attained  
**Gold Certification of  
Healthy Building Design**

Central Lake in Wuxi has attained  
**Green Building Two-Star  
Pre-certification**

Yanlord Central Lake (Phase 3) office  
portion in Taicang and Hangzhou Bay  
Commercial Land Parcels - Commercial  
Complex portion has attained  
**LEED BD+C Gold Level  
Pre-certifications**



## SOCIAL

**30%**

female executive management and supervisors, an increase of 2%

**Zero**

occupational diseases and work-related fatalities

**Zero**

non-compliance concerning health and safety impacts of products and services incidents

### Continuous employee engagement

through annual townhall and employee appreciation events

**37**

average training hours per employee

**88%**

customer satisfaction scored from annual customer satisfaction survey for customers in the PRC

## GOVERNANCE

### Majority Independence of Board of Directors

composed of 9 directors, of whom 5 are independent non-executive directors and 4 are executive directors

**Zero**

corruption and unethical business conduct incidents in all business operations

**Zero**

breaches of Yanlord's Code of Business Conduct incidents

**100%**

anti-corruption training coverage property business

**100%**

### Sunshine Procurement Platform

anti-bribery and anti-corruption policy included as part of Supplier Contract

### Singapore Corporate Sustainability Award

in the Big Cap category received in 2023

# About Sustainability Report

Yanlord Land Group Limited (“Company” and together with its subsidiaries, “Yanlord” or “Group”) remains committed on its journey towards sustainability.

In light of challenging economic and market environments, the Group remains steadfast in its commitment to sustainable business practices, supporting various stakeholders, including employees, customers and local communities, and upholding sound corporate governance standards to maximise shareholder value.

In 2023, Yanlord continues to enhance quality of its sustainability disclosures, and key updates set out in its standalone Sustainability Report for the financial year ended December 31, 2023 (“FY 2023”) encapsulate:

- Reviewing and updating the list of material topics and enhancing the disclosures based on stakeholders’ feedback through interviews; and
- Improving disclosures with reference to the Global Reporting Initiative (“GRI”) 2021 standards.

Yanlord has conducted an internal review over selected sustainability aspects. Yanlord has not conducted an external independent assurance for the reporting period under review, but will consider doing so in future as its sustainability reporting practices mature and taking into account the proposal of the Sustainability Reporting Advisory Committee.

## REPORTING SCOPE AND PERIOD

Unless otherwise stated, the scope for sustainability reporting for FY 2023 covers:

### The People’s Republic of China (“PRC”)

- Yanlord’s main business segments
  - i. Property Development<sup>1</sup>
  - ii. Managed Properties<sup>2</sup>
  - iii. Hotels & Serviced Apartments

### Singapore

- United Engineers Limited
  - i. Property-related Business
  - ii. Non-property-related Business
- Yanlord Corporate Office

### Hong Kong Special Administrative Region

- Yanlord Corporate Office

## REPORTING STANDARDS

The Sustainability Report of Yanlord for FY 2023 will be prepared with reference to the GRI Standards 2021 and the sustainability reporting requirements set out in the Listing Manual of Singapore Exchange Securities Trading Limited. In addition, the GRI G4 Construction and Real Estate (“CRE”) Sector Disclosures and Task Force on Climate-Related Financial Disclosures recommendations will also be included in the Sustainability Report of Yanlord for FY 2023. The GRI Standards 2021 was chosen for its international recognition as a reporting framework. It encompasses a wide array of disclosures that are both suitable and relevant for Yanlord to effectively communicate its sustainability initiatives and approach towards mitigating social and environmental impacts on the local community to its stakeholders.

### Notes:

<sup>1</sup> Property Development refers to ongoing property development projects.

<sup>2</sup> Managed Properties refers to operational investment properties (including owned and managed hospitality properties). In addition, Yanlord’s corporate offices throughout the PRC are included.

# Approach to Sustainability

## SUSTAINABILITY GOVERNANCE

The four-tier sustainability governance structure begins at the top with the Board of Directors of the Company (“Board”), which is ultimately responsible for the Company’s sustainability reporting. The Board maintains oversight on the business affairs and strategic directions of the Group as well as determining the material environmental, social and governance (“ESG”) topics pertinent to the Group’s business on an annual basis.

The Board is supported by the Risk Management and Sustainability Committee (“RMSC”) which ensures there is an appropriate focus on sustainability by management. RMSC oversees the ESG Management Committee which comprises members of senior management personnel who formulate and supervise the policies and initiatives relating to Yanlord’s material ESG topics. Through the support of the ESG Task Force, the specific sustainability practices are shared across the respective departments and communicated to stakeholders.

Progress updates on the Sustainability Report were presented to RMSC and the Board for their consideration and approval. The progress updates include updates on the 12 material ESG topics that are pertinent to the Group’s business for FY 2023.

More details are elaborated in the sustainability governance structure below:

### Board

**Composed of 9 directors, of whom 4 are executive directors and 5 are independent non-executive directors**

- Collectively responsible to ensure there is an appropriate focus on sustainability
- Determines the ESG topics identified as material to the business of the Group and ensures that they are monitored and managed
- Bears overall responsibility for the Company’s sustainability reporting

### RMSC

**Composed of 4 members, of whom majority including the chairman are independent non-executive directors**

- Assists the Board in reviewing the Group’s risk management system and sustainability-related issues
- Recommends the material ESG topics identified and the approach on sustainability reporting to the Board
- Ensures ESG topics and relevant sustainability-related issues are appropriately monitored and managed

### ESG Management Committee

**Composed of senior management personnel**

- Formulates policies and implements measures relating to ESG topics
- Reviews progress and effectiveness of sustainability measures, as well as performances achieved against sustainability targets
- Provides periodic sustainability updates to the RMSC

### ESG Task Force

**Composed of cross functional team**

- Supports formulation and execution of practices and initiatives as well as coordinates the communication with stakeholders both internally and externally
- Focuses on various ESG workstreams such as:
  - Compliance, anti-corruption and risk management, customer privacy;
  - Climate change - green buildings and operations;
  - Quality of product and services, including customer satisfaction;
  - Occupational health and safety;
  - Employment and training; and
  - Other sustainability-related workstreams

# Approach to Sustainability

## STAKEHOLDER ENGAGEMENT

Yanlord proactively interacts with a wide range of stakeholders to better understand their interests, needs and concerns. This enables Yanlord to identify potential risks and opportunities which will effectively guide the formulation of appropriate follow-up actions. In FY 2023, Yanlord conducted more than 10 interviews targeting 6 key stakeholder groups, with over 20 individuals or organisations participating in the interviews. Through in-depth communication, Yanlord was able to gain an understanding of their knowledge and recommendations on Yanlord's sustainability disclosure and performance. Further elaborations on each stakeholder group are as follows:



Yanlord prioritises transparency and accuracy in communication with the investment community. Various channels are established to ensure timely publication of both financial and non-financial information to help Yanlord's investors to make sound judgement and investment decisions.

In line with Yanlord's continuous disclosure obligations, information that is material to the Group including those that may affect the trade, price or value of the Company's shares is made available immediately and promptly to investors, while information including but not limited to those relating to the Company's annual general meeting as well as financial results announcements are published within the stipulated period. In addition, investors are also kept abreast of Yanlord's developments through, among others, occasional analyst and investor meetings as well as other announcements and media or press releases published to the Singapore Exchange's website and/or made available at Yanlord's corporate website. Email alert service is available for subscription by investors who wish to be notified of the SGXNET announcements published by the Company.



Yanlord believes that longstanding and healthy business relationships are impactful and beneficial to the economic and ESG aspects. The Group maintains both online and offline channels such as dialogue sessions, meetings, conferences and forums to ensure timely communication with business partners to align on expectations.



Yanlord works closely, and maintains long-lasting business relationships, with suppliers who adhere to regulations and environmental, health and safety ("EHS") standards. All of Yanlord's suppliers are required to conduct regular risk assessments relating to EHS. In FY 2023, Yanlord regularly organises seminars as well as peer sharing and ongoing vendor evaluation to align expectations and foster cooperative business relationships.



Yanlord values its employees across different levels and cares for their wellness as well as personal and professional development. Yanlord is committed to create and maintain a conducive, safe and healthy working environment for its employees, while ensuring the remuneration packages offered to its employees are fair and appropriate. Through performance appraisal system and taking into consideration corporate performance as well as relevant budget in line with the Group's business plans, the Group is able to ensure its employees' remuneration packages are commensurate with their roles, responsibilities and performance as well as the appropriateness and reasonableness of such remuneration packages, while balancing the long-term sustainability and development of the Group's business. In FY2023, the Group conducted comprehensive performance appraisals as usual, resumed offline training courses in all business units, and launched a variety of special training courses based on market conditions to help employees adapt to market changes and development. The company's intranet is a general communication channel between the Group and its employees, whilst other engagements such as dialogue sessions, counselling service and grievance handling channel are ongoing programs made available to employees to provide continuous support to them.





### CUSTOMERS (RESIDENTS, TENANTS, GUESTS AND VISITORS)

Yanlord commits to maintain the highest standards of quality in products and services delivered to its customers and conducts regular satisfaction surveys and leverages its integrated customer and call centres to proactively obtain feedback from its customers. In FY 2023, Yanlord conducted various activities, such as pre-launch media and customer galas, show suite pre-viewing events, to engage customers across the different markets in which Yanlord operates. Yanlord has multiple channels to receive customer feedback including, but not limited to, Customer Relationship Management data platform, customer service hotline and third-party partner platform rating and feedback mechanisms. All feedback received would be collected for timely review and follow up to continuously improve service levels to customers. Each business unit maintained a vigilant oversight of customer satisfaction, and in FY 2023, satisfaction ratings for sales services, property services and hotel services surpassed the industry's overarching benchmarks.



### LOCAL COMMUNITIES

Yanlord operates and grows in a socially responsible manner through efficient use and allocation of resources, with universal design for its properties that maximises the spaces for a safe and healthy lifestyle. Yanlord implements various corporate social responsibility initiatives, including collaborates with charities and non-profit organisations for community developments. Philanthropic contributions, in monetary and in-kinds, were directed towards charitable organisations dedicated to alleviating poverty, advancing education and enhancing health initiatives. In FY 2023, Yanlord made donations to the Glaucoma Treatment Program, the Community Elderly Care Program, and the Educational Assistance Program for underdeveloped areas of the PRC.



### MEDIA

Yanlord keeps both online and offline engagement channels open and active, including but not limited to annual reports, project launch functions, media or press releases and interviews, to ensure transparent and timely communication of information relating to the Group such as information on business operations and performance as well as corporate and business updates with the media, which are also made available publicly.



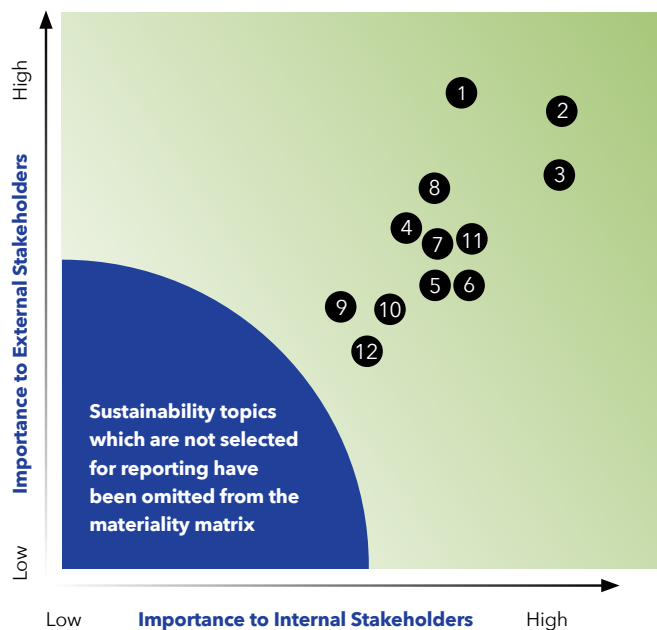
### REGULATORS

Yanlord is committed to regulatory compliance and where possible, is subscribed to industry update meetings, policy awareness briefings, news releases by government authorities and participation in workshops/seminars on topics relating to the new (including changes of) policies or measures in order to keep abreast with new rules and regulations development.

## Approach to Sustainability

### MATERIALITY ASSESSMENT

A holistic understanding of stakeholders' concerns and the issues that matter the most to them, facilitates the prioritisation of ESG topics of Yanlord. As Yanlord draws upon insights from its regular interactions with key stakeholders as well as the ever-changing business environment, it assesses the continued relevance of its material ESG topics on an annual basis. Following the review in FY 2023, "Sustainable Supply Chain" was added as one of the material topics as it is highly relevant to Yanlord's operation and focused by the industry. In addition, the material topic of "Employment and Training" was split into two separate topics, "Employment" and "Learning and Development", in order to provide in-depth disclosure on these two topics. Yanlord's other existing material ESG topics remain relevant to the Group's business. Results of this review were subsequently presented to the RMSC and the Board for their consideration and approval.





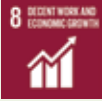




### YANLORD MATERIALITY TOPICS

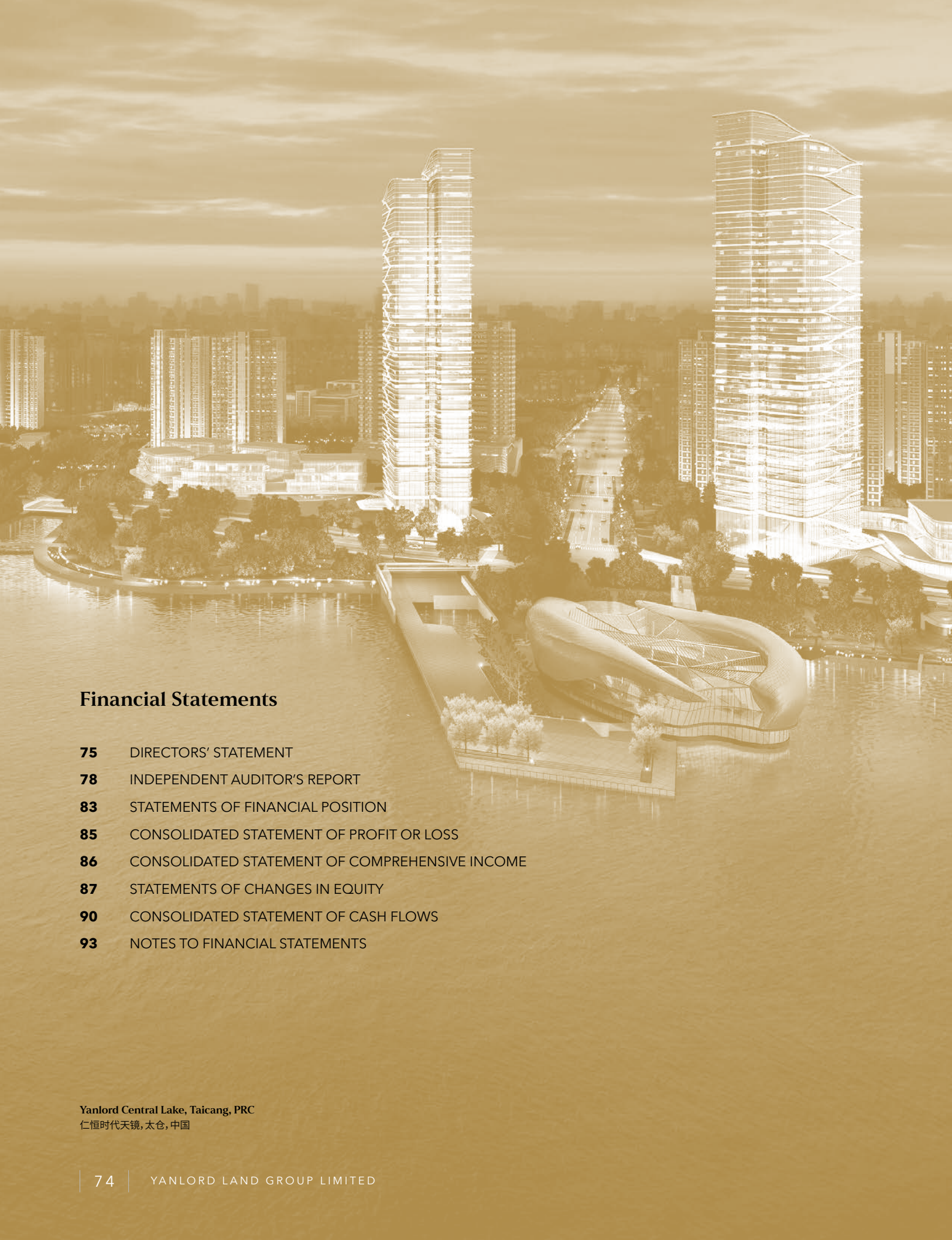
No.	ESG Category	Material ESG Topics	GRI Topic Standards	Boundary of Impact
1	Governance	Anti-Corruption and Business Ethics	GRI 205	Within and outside Yanlord
2	Governance	Compliance with Laws and Regulations	GRI 2	Within Yanlord
3	Social	Quality of Products and Services	GRI 416	Within and outside Yanlord
4	Social	Customer Privacy	GRI 418	Within and outside Yanlord
5	Social	Learning and Development	GRI 404	Within Yanlord
6	Social	Employment	GRI 401, 405	Within Yanlord
7	Social	Sustainable Supply Chain	GRI 308, 414	Within and outside Yanlord
8	Social	Occupational Health and Safety	GRI 403	Within and outside Yanlord
9	Environmental	Climate Change	GRI 302, 305	Within and outside Yanlord
10	Environmental	Green Buildings	GRI G4 - CRE 8, GRI 303, 306	Within and outside Yanlord
11	Economic	Economic Performance	GRI 201	Within and outside Yanlord
12	Social	Local Community and Social Investment	GRI 413	Outside Yanlord

## SUSTAINABLE DEVELOPMENT GOALS

In 2015, the United Nations General Assembly announced 17 Sustainable Development Goals (“UN SDGs”) to address global challenges in social, environmental, governance and economic aspects. These 17 goals and 169 sub-targets serve to guide nations on adopting the UN SDGs so as to achieve them by 2030.

Since 2020, Yanlord has been aligning its sustainability efforts to the UN SDGs , consistently mapping its material topics to nine (9) UN SDGs, as summarised in the table below:

UN SDGs		Corresponding Material ESG Topics
	<b>Goal 3</b> Ensure healthy lives and promote well-being for all at all ages	<ul style="list-style-type: none"> <li>✓ Green Buildings</li> <li>✓ Occupational Health and Safety</li> </ul>
	<b>Goal 7</b> Ensure access to affordable, reliable, sustainable and modern energy for all	<ul style="list-style-type: none"> <li>✓ Climate Change</li> </ul>
	<b>Goal 8</b> Promote inclusive and sustainable economic growth, employment and decent work for all (promote safe and secure working environments)	<ul style="list-style-type: none"> <li>✓ Economic Performance</li> <li>✓ Employment</li> <li>✓ Learning and Development</li> <li>✓ Occupational Health and Safety</li> </ul>
	<b>Goal 9</b> Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation	<ul style="list-style-type: none"> <li>✓ Economic Performance</li> <li>✓ Quality of Products and Services</li> <li>✓ Sustainable Supply Chain</li> </ul>
	<b>Goal 10</b> Reduce inequality within and among countries	<ul style="list-style-type: none"> <li>✓ Employment</li> <li>✓ Sustainable Supply Chain</li> </ul>
	<b>Goal 11</b> Make cities and human settlements inclusive, safe, resilient and sustainable	<ul style="list-style-type: none"> <li>✓ Green Buildings</li> </ul>
	<b>Goal 12</b> Ensure sustainable consumption and production patterns	<ul style="list-style-type: none"> <li>✓ Green Buildings</li> <li>✓ Climate Change</li> <li>✓ Sustainable Supply Chain</li> </ul>
	<b>Goal 13</b> Take urgent action to combat climate change and its impacts	<ul style="list-style-type: none"> <li>✓ Climate Change</li> </ul>
	<b>Goal 16</b> Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels	<ul style="list-style-type: none"> <li>✓ Anti-Corruption and Business Ethics</li> <li>✓ Compliance with Laws and Regulations</li> <li>✓ Customer Privacy</li> </ul>



## Financial Statements

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Yanlord Central Lake, Taicang, PRC  
仁恒时代天镜, 太仓, 中国

# Directors' Statement

The directors present their statement together with the audited consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended December 31, 2023.

In the opinion of the directors, the audited consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 83 to 183 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 December 31, 2023, and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debt when they fall due.

## 1 DIRECTORS

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

Zhong Sheng Jian  
Zhong Ming  
Zhong Siliang  
Zhong Iek Ka  
Hee Theng Fong  
Hong Pian Tee  
Teo Ser Luck  
Chua Taik Him  
Tan Chin Siong

## 2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time in the financial year did there subsist any arrangement to which the Company is a party, being arrangements 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.

## 3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The interest of directors of the Company holding office at the end of the financial year under review in the shares in, or debentures of, the Company and related corporations as recorded in the register of directors' shareholdings kept by the Company under Section 164 of the Companies Act 1967 of Singapore ("Act") were as follows:

Name of directors and companies in which interests are held	Holdings in which directors have a direct interest		Holdings in which directors are deemed to have an interest	
	At beginning of financial year	At end of financial year	At beginning of financial year	At end of financial year

### The Company

(Ordinary shares)

Zhong Sheng Jian <sup>(1)</sup>	73,171,500	73,171,500	1,308,900,500	1,308,900,500
Zhong Siliang <sup>(2)</sup>	320,000	320,000	30,095,000	30,095,000
Hong Pian Tee <sup>(3)</sup>	714,500	758,200	224,000	224,000

# Directors' Statement

## 3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (Cont'd)

The directors' beneficial interest in other related corporations' shares and debentures were as follows:

Name of directors and companies in which interests are held	Holdings in which directors have a direct interest		Holdings in which directors are deemed to have an interest	
	At beginning of financial year	At end of financial year	At beginning of financial year	At end of financial year

### **Immediate and ultimate holding company**

Yanlord Holdings Pte. Ltd. ("YHPL")

(Ordinary shares)

Zhong Sheng Jian <sup>(4)</sup>	95,000,000	95,000,000	5,000,000	5,000,000
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### **Subsidiary**

Yanlord Land (HK) Co., Limited

(i) Senior notes due 2023 (US\$'000)

Zhong Sheng Jian	56,850	-	-	-
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(ii) Senior notes due 2024 (US\$'000)

Zhong Sheng Jian	45,000	77,000	-	-
Hee Theng Fong	750	750	-	-

(iii) Green Senior Notes due 2026 (US\$'000)

Zhong Sheng Jian	-	87,400	-	-
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### **Notes:**

<sup>(1)</sup> Mr. Zhong Sheng Jian is deemed to have an interest in 1,308,900,500 (2022 : 1,308,900,500) ordinary shares of the Company ("Shares"), comprising 1,278,390,000 Shares held by YHPL and 30,510,500 Shares held by Lian Pu Pte. Limited.

<sup>(2)</sup> Mr. Zhong Siliang is deemed to have an interest in 30,095,000 (2022 : 30,095,000) Shares held by Investor Growth Co., Limited.

<sup>(3)</sup> Mr. Hong Pian Tee is deemed to have an interest in 224,000 (2022 : 224,000) Shares held by his spouse.

<sup>(4)</sup> Mr. Zhong Sheng Jian is deemed to have an interest in 5,000,000 (2022 : 5,000,000) ordinary shares of YHPL held by his spouse.

By virtue of Section 7 of the Act, Mr. Zhong Sheng Jian is deemed to have an interest in the shares of all the related corporations of the Company, directly and indirectly, held by YHPL.

Except as disclosed in this statement, no director who held office at the end of the financial year under review had interests in shares in, or debentures of, the Company or related corporations, either at the beginning or at the end of the financial year under review. The directors' interests, direct and indirect, in the Shares as at January 21, 2024 were the same as those as at December 31, 2023.

# Directors' Statement

## 4 SHARE OPTIONS

- a. Options to take up unissued shares

During the financial year, no option to take up unissued shares of the Company or any of its subsidiary corporations was granted.

- b. Options exercised

During the financial year, no share of the Company or any of its subsidiary corporations was allotted and issued by virtue of the exercise of options to take up unissued shares of the Company or any of its subsidiary corporations.

- c. Unissued shares under options

There was no option granted by the Company or any of its subsidiary corporations to any person to take up unissued shares of the Company or any of its subsidiary corporations as at the end of the financial year.

## 5 AUDIT COMMITTEE

At the date of this statement, the Audit Committee comprises the following members:

Hong Pian Tee (Chairman)	Independent Non-Executive Director
Hee Theng Fong	Lead Independent Director
Teo Ser Luck	Independent Non-Executive Director
Chua Taik Him	Independent Non-Executive Director
Tan Chin Siong	Independent Non-Executive Director

The Audit Committee carries out its functions, among others, in accordance with Section 201B(5) of the Act.

The Audit Committee has recommended to the Board of Directors the nomination of Deloitte & Touche LLP, Singapore for re-appointment as external auditors of the Company at the forthcoming Annual General Meeting of the Company.

## 6 AUDITORS

The auditors, Deloitte & Touche LLP, Singapore, have expressed their willingness to accept re-appointment.

ON BEHALF OF THE DIRECTORS

**Zhong Sheng Jian**

**Zhong Ming**

March 25, 2024

# Independent Auditor's Report

To the Members of Yanlord Land Group Limited

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Yanlord Land Group Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at December 31, 2023, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and the notes to the financial statements, including material accounting policy information, as set out on pages 83 to 183.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 of Singapore ("the Act"), Singapore Financial Reporting Standards (International) ("SFRS(I)s") and International Financial Reporting Standards ("IFRS Accounting Standards") 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 December 31, 2023, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

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



# Independent Auditor's Report

To the Members of Yanlord Land Group Limited

## Key audit matters

## How the scope of our audit responded to the key audit matters

### **Assessment of recoverable amounts for properties for development, completed properties for sale and properties under development for sale**

Properties (consisting of properties for development, completed properties for sale and properties under development for sale) (Note 9) represent a significant proportion of the assets in the Group's statement of financial position.

The accounting policies for the Properties are set out in Note 2 to the consolidated financial statements.

Management's assessment of the recoverable amounts of the Properties is a judgemental process which requires the estimation of the net realisable value, which takes into account the expected selling price (net of all estimated selling expenses) and the anticipated costs to completion. The shortfall in the net realisable value over the cost is charged to profit or loss. The key sources of estimation uncertainty relating to the Properties are disclosed in Note 3 to the consolidated financial statements.

The assessment of recoverable amounts of the Properties also takes into consideration the development plan, timing of sales, current market prices of the properties involved or of comparable properties and the prevailing property market conditions. Management performs cost studies for each project, taking into account the costs incurred to date, the development status and costs to complete each development project.

We obtained an understanding of the design and tested the implementation of the Group's relevant key controls related to assessment of recoverable amounts for the Properties, which include checking approvals over the reviewing and updating of selling prices and cost forecasts, the setting of budgets and the authorisation and recording of costs.

We discussed with management to understand their basis used in determining whether the Properties are impaired and the amount of impairment to be recorded, if any.

We challenged management's assumptions relating to the reasonableness of the future sales expectations including expected selling prices. We compared the expected selling prices to externally published benchmarks and also considered whether these prices are consistent with the current property market trends.

On a sampling basis, we agreed land costs to the acquisition of land use right agreements, verified projected construction costs to the construction agreements, and compared to the construction costs of the Group's other similar projects and performed detailed testing to verify completeness of project costs.

For properties for development, we compared the land cost to the recently transacted land price in the surrounding vicinity.

On development projects with slower than expected sales or with low or negative margins, we compared actual margins achieved to budget. We evaluated the sensitivity of the margin to changes in sales prices and costs.

Based on our procedures, we noted that management's estimate of recoverable amounts of the Properties are consistent with our understanding.

We have also assessed the adequacy of the disclosures in respect of significant estimates made on the recoverable amounts for the Properties in the consolidated financial statements.

# Independent Auditor's Report

To the Members of Yanlord Land Group Limited

## Key audit matters

## How the scope of our audit responded to the key audit matters

### Valuation of investment properties

Investment properties (Note 8) represent a significant proportion of the assets in the Group's statement of financial position.

The accounting policy for investment properties is set out in Note 2 to the consolidated financial statements.

The fair value of the investment properties is based on valuations performed by independent professional property valuers (the "Valuers").

In determining fair values of investment properties in 2023, two valuation techniques are used by Valuers, depending on the nature of each investment property. These valuation techniques used include: (i) direct comparison approach and (ii) income capitalisation approach.

The valuation of the investment properties is a significant estimation area as it is underpinned by a number of key assumptions used in the valuation, which include (i) price per square metre or per car park unit; (ii) capitalisation rates; and (iii) market rent per square metre per month.

The key sources of estimation uncertainty relating to the investment properties are disclosed in Note 3 to the consolidated financial statements.

We obtained an understanding of the design and tested the implementation of the Group's relevant key controls in appointing the Valuers and reviewed and challenged the work of the Valuers.

We assessed the Valuers' competence, independence and capabilities. We read their terms and scope of the valuation engagement.

We reviewed the valuation methodologies adopted by the Valuers.

We discussed with the Valuers to understand the assumptions and valuation techniques used in valuing the investment properties and the market evidence used by the Valuers to support their assumptions.

With the assistance of our internal valuation specialists, we evaluated the appropriateness of the valuation methodologies and techniques used by the Valuers. Taking into account the characteristics of investment property selected for testing, we benchmarked and challenged the key assumptions used by reference to externally published industry data and comparable property transactions, where available, and we also considered whether these assumptions are consistent with the current market environment.

Based on our procedures, we noted that the valuation methodologies and techniques adopted by the Valuers are comparable to the methods used for similar property types. In addition, we noted that the key assumptions used in the valuations to be within a reasonable range of our expectations.

We have also assessed the adequacy of the disclosures including the inputs into the valuations and the assumptions used in the consolidated financial statements.

# Independent Auditor's Report

To the Members of Yanlord Land Group Limited

## Information Other than the Financial Statements and Auditor's Report Thereon

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 the provisions of the Act, SFRS(I)s and IFRS Accounting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (a) 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.
- (b) 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.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

# Independent Auditor's Report

To the Members of Yanlord Land Group Limited

- (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.
- (e) 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.
- (f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditor's report is Seah Gek Choo.

### **Deloitte & Touche LLP**

Public Accountants and  
Chartered Accountants  
Singapore

March 25, 2024

# Statements of Financial Position

December 31, 2023

	Note	GROUP		COMPANY	
		2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	7	<b>3,582,298</b>	3,579,245	-	-
Investment properties	8	<b>35,599,106</b>	31,236,480	-	-
Right-of-use assets		<b>29,228</b>	82,472	-	-
Properties for development	9	<b>1,684,362</b>	2,257,548	-	-
Investments in subsidiaries	10	-	-	<b>21,371,761</b>	20,600,307
Investments in associates	11	<b>1,675,600</b>	1,712,246	-	-
Investments in joint ventures	12	<b>7,106,068</b>	8,964,325	-	-
Other receivables and deposits	14	<b>2,063,862</b>	2,281,800	-	-
Non-trade amounts due from:					
Associates	11	<b>636,087</b>	690,058	-	-
Joint ventures	12	<b>1,687,387</b>	1,982,465	-	-
Non-controlling shareholders of subsidiaries	13	<b>1,575,675</b>	735,977	-	-
Financial assets at fair value through other comprehensive income		<b>164,096</b>	331,918	-	-
Intangible assets	15	<b>2,092</b>	2,092	-	-
Deferred tax assets	16	<b>965,436</b>	816,888	-	-
Pledged bank deposits	17	<b>6,005</b>	6,005	-	-
<b>Total non-current assets</b>		<b>56,777,302</b>	54,679,519	<b>21,371,761</b>	20,600,307
<b>Current assets</b>					
Inventories		<b>171,292</b>	212,310	-	-
Completed properties for sale	9	<b>12,324,425</b>	10,709,085	-	-
Properties under development for sale	9	<b>46,456,204</b>	72,521,540	-	-
Trade receivables		<b>1,084,881</b>	1,836,131	-	-
Other receivables and deposits	14	<b>6,852,747</b>	6,822,758	<b>17</b>	198
Non-trade amounts due from:					
Subsidiaries	5	-	-	<b>453,690</b>	52,120
Associates	11	<b>1,425,238</b>	1,541,758	-	-
Joint ventures	12	<b>4,971,023</b>	6,925,493	-	-
Non-controlling shareholders of subsidiaries	13	<b>8,891,769</b>	9,078,859	-	-
Other related parties	6	<b>4,816</b>	4,804	-	-
Income tax prepayment		<b>2,752,175</b>	4,017,528	-	-
Pledged bank deposits	17	<b>15,175</b>	20,011	-	-
Cash and cash equivalents	17	<b>13,007,349</b>	20,696,044	<b>1,892</b>	386,105
<b>Total current assets</b>		<b>97,957,094</b>	134,386,321	<b>455,599</b>	438,423
<b>Total assets</b>		<b>154,734,396</b>	189,065,840	<b>21,827,360</b>	21,038,730

# Statements of Financial Position

December 31, 2023

	Note	GROUP		COMPANY	
		2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
<b>EQUITY AND LIABILITIES</b>					
<b>Capital, reserves and non-controlling interests</b>					
Share capital	19	<b>7,261,726</b>	7,261,726	<b>7,261,726</b>	7,261,726
Reserves		<b>27,062,232</b>	27,706,118	<b>880,512</b>	603,738
Equity attributable to owners of the Company		<b>34,323,958</b>	34,967,844	<b>8,142,238</b>	7,865,464
Non-controlling interests		<b>9,415,166</b>	10,383,162	-	-
Total equity		<b>43,739,124</b>	45,351,006	<b>8,142,238</b>	7,865,464
<b>Non-current liabilities</b>					
Bank and other borrowings - due after one year	21	<b>17,265,500</b>	22,726,456	-	-
Senior notes	22	<b>3,522,193</b>	6,065,790	-	-
Lease liabilities		<b>22,976</b>	25,576	-	-
Deferred tax liabilities	16	<b>4,040,010</b>	4,440,393	-	-
Other payables	24	<b>272,698</b>	275,548	-	-
Non-trade amounts due to:					
Joint ventures	12	<b>163,510</b>	425,812	-	-
Non-controlling shareholders of subsidiaries	13	<b>4,598,852</b>	198,010	-	-
Deferred income		<b>10,983</b>	21,327	-	-
Total non-current liabilities		<b>29,896,722</b>	34,178,912	-	-
<b>Current liabilities</b>					
Bank and other borrowings - due within one year	21	<b>6,680,273</b>	11,822,726	-	-
Senior notes	22	<b>2,547,479</b>	2,298,873	-	-
Lease liabilities		<b>10,976</b>	66,566	-	-
Trade payables	23	<b>13,481,065</b>	12,318,727	-	-
Other payables	24	<b>5,526,087</b>	5,525,319	<b>4,435</b>	4,098
Contract liabilities	25	<b>33,384,203</b>	55,835,952	-	-
Non-trade amounts due to:					
Subsidiaries	5	-	-	<b>13,677,998</b>	13,142,076
Associates	11	<b>901,364</b>	936,658	-	-
Joint ventures	12	<b>8,438,062</b>	8,852,316	-	-
Directors	6	<b>2,689</b>	27,092	<b>2,689</b>	27,092
Non-controlling shareholders of subsidiaries	13	<b>3,622,476</b>	6,102,600	-	-
Other related parties	6	-	6,862	-	-
Put liability to acquire non-controlling interests	18	<b>127,591</b>	137,730	-	-
Income tax payable		<b>6,376,285</b>	5,604,501	-	-
Total current liabilities		<b>81,098,550</b>	109,535,922	<b>13,685,122</b>	13,173,266
<b>Total equity and liabilities</b>		<b>154,734,396</b>	189,065,840	<b>21,827,360</b>	21,038,730

See accompanying notes to financial statements.

# Consolidated Statement of Profit or Loss

Financial year ended December 31, 2023

	Note	GROUP	
		2023 RMB'000	2022 RMB'000
<b>Revenue</b>	25	<b>43,395,421</b>	28,712,264
<b>Cost of sales</b>		<b>(35,108,304)</b>	(20,960,455)
<b>Gross profit</b>		<b>8,287,117</b>	7,751,809
Other operating income and other gains	26	<b>425,299</b>	1,139,493
Fair value loss on investment properties	8	<b>(532,730)</b>	(170,996)
Selling expenses		<b>(688,370)</b>	(589,627)
Administrative expenses		<b>(1,341,581)</b>	(1,641,947)
Net impairment losses on financial assets		<b>(1,062,324)</b>	(465,545)
Other operating expenses		<b>(694,694)</b>	(26,766)
Finance cost	27	<b>(1,296,215)</b>	(1,132,170)
Share of loss of associates	11	<b>(91,034)</b>	(102,791)
Share of profit of joint ventures	12	<b>47,682</b>	687,127
<b>Profit before income tax</b>		<b>3,053,150</b>	5,448,587
Income tax	28	<b>(3,775,543)</b>	(2,579,081)
<b>(Loss) Profit for the year</b>	29	<b>(722,393)</b>	2,869,506
<b>(Loss) Profit attributable to:</b>			
Owners of the Company		<b>(933,614)</b>	1,532,562
Non-controlling interests		<b>211,221</b>	1,336,944
		<b>(722,393)</b>	2,869,506
(Loss) Earnings per share (Renminbi cents)	30		
- Basic		<b>(48.34)</b>	79.34
- Diluted		<b>(48.34)</b>	79.34

See accompanying notes to financial statements.

# Consolidated Statement of Comprehensive Income

Financial year ended December 31, 2023

	Note	GROUP	
		2023 RMB'000	2022 RMB'000
<b>(Loss) Profit for the year</b>	29	<b>(722,393)</b>	2,869,506
<b>Other comprehensive income (expense):</b>			
<u>Items that will not be reclassified subsequently to profit or loss:</u>			
Currency translation difference		<b>244,523</b>	658,804
Change in fair value of financial assets at fair value through other comprehensive income	4 (c)(vi)	<b>18,829</b>	(44,384)
Remeasurements of defined benefit pension plans		<b>18,667</b>	(6,113)
Income tax relating to components of other comprehensive income		<b>(4,667)</b>	1,527
<u>Items that may be reclassified subsequently to profit or loss:</u>			
Currency translation difference		<b>(26,637)</b>	(1,020,947)
Share of other comprehensive income (expense) of associates		<b>8,850</b>	(3,084)
Share of other comprehensive income of a joint venture		-	7
<b>Other comprehensive income (expense) for the year, net of tax</b>		<b>259,565</b>	(414,190)
<b>Total comprehensive (expense) income for the year</b>		<b>(462,828)</b>	2,455,316
<b>Total comprehensive (expense) income attributable to:</b>			
Owners of the Company		<b>(673,095)</b>	1,113,642
Non-controlling interests		<b>210,267</b>	1,341,674
		<b>(462,828)</b>	2,455,316

See accompanying notes to financial statements.



# Statements of Changes in Equity

Financial year ended December 31, 2023

	Note	Share capital	Treasury shares	Currency translation reserve	Statutory reserve	Merger deficit	Other reserve	Accumulated profits	Equity attributable to owners of the Company	Non-controlling interests	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000

(Note 20)

## GROUP

Balance at January 1, 2022		7,261,726	(132,309)	(255,063)	3,461,228	(1,834,019)	(1,569,878)	27,343,995	34,275,680	9,579,940	43,855,620
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Total comprehensive income for the year:

Profit for the year		-	-	-	-	-	-	1,532,562	1,532,562	1,336,944	2,869,506
Other comprehensive expense for the year		-	-	(368,921)	-	-	(45,413)	(4,586)	(418,920)	4,730	(414,190)
Total		-	-	(368,921)	-	-	(45,413)	1,527,976	1,113,642	1,341,674	2,455,316

Transactions with owners, recognised directly in equity:

Acquisition of subsidiaries	33	-	-	-	-	-	-	-	-	2,189,791	2,189,791
Change of interest in subsidiaries		-	-	-	-	-	75	-	75	39	114
Capital injection from non-controlling shareholders		-	-	-	-	-	-	-	-	1,698,200	1,698,200
Capital withdrawal by non-controlling shareholders		-	-	-	-	-	-	-	-	(2,281,029)	(2,281,029)
Dividends	31	-	-	-	-	-	-	(616,426)	(616,426)	-	(616,426)
Dividends declared to non-controlling shareholders		-	-	-	-	-	-	-	-	(2,145,453)	(2,145,453)
Share of share option reserve from associates		-	-	-	-	-	433	-	433	-	433
Put liability to acquire non-controlling interests	18	-	-	-	-	-	194,440	-	194,440	-	194,440
Appropriations		-	-	-	410,600	-	-	(410,600)	-	-	-
Total		-	-	-	410,600	-	194,948	(1,027,026)	(421,478)	(538,452)	(959,930)

Balance at December 31, 2022		7,261,726	(132,309)	(623,984)	3,871,828	(1,834,019)	(1,420,343)	27,844,945	34,967,844	10,383,162	45,351,006
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# Statements of Changes in Equity

Financial year ended December 31, 2023

Note	Share capital RMB'000	Treasury shares RMB'000	Currency translation reserve RMB'000	Statutory reserve RMB'000	Merger deficit RMB'000	Other reserve RMB'000	Accumulated profits RMB'000	Equity attributable to owners	Non-controlling interests	Total RMB'000
								of the Company RMB'000	RMB'000	

(Note 20)

## GROUP

Balance at January 1, 2023 7,261,726 (132,309) (623,984) 3,871,828 (1,834,019) (1,420,343) 27,844,945 34,967,844 10,383,162 45,351,006

Total comprehensive expense for the year:

Loss for the year	-	-	-	-	-	-	(933,614)	(933,614)	211,221	(722,393)
Other comprehensive income for the year	-	-	218,924	-	-	27,679	13,916	260,519	(954)	259,565
Total	-	-	218,924	-	-	27,679	(919,698)	(673,095)	210,267	(462,828)

Transactions with owners, recognised directly in equity:

Change of interest in subsidiaries	-	-	-	-	-	(27,700)	-	(27,700)	(71,831)	(99,531)
Change of control from a subsidiary to an associate	-	-	-	-	-	(1)	1	-	(7,998)	(7,998)
Disposal of subsidiaries	-	-	(1)	-	-	68	(67)	-	-	-
Liquidation of a subsidiary	-	-	-	(56)	-	845	(679)	110	(110)	-
Capital injection from non-controlling shareholders	-	-	-	-	-	-	-	-	112,899	112,899
Capital withdrawal by a non-controlling shareholder	-	-	-	-	-	-	-	-	(92,158)	(92,158)
Dividend declared to non-controlling shareholders	-	-	-	-	-	-	-	-	(1,119,065)	(1,119,065)
Share of share option reserve from associates	-	-	-	-	-	517	-	517	-	517
Put liability to acquire non-controlling interest	18	-	-	-	-	56,282	-	56,282	-	56,282
Appropriations	-	-	-	290,614	-	-	(290,614)	-	-	-
Total	-	-	(1)	290,558	-	30,011	(291,359)	29,209	(1,178,263)	(1,149,054)

Transfer on disposal of financial assets at fair value through other comprehensive income

	-	-	-	-	-	5,276	(5,276)	-	-	-
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Balance at December 31, 2023 7,261,726 (132,309) (405,061) 4,162,386 (1,834,019) (1,357,377) 26,628,612 34,323,958 9,415,166 43,739,124

# Statements of Changes in Equity

Financial year ended December 31, 2023

	Note	Share capital RMB'000	Treasury shares RMB'000	Currency translation reserve RMB'000	Accumulated profits RMB'000	Total RMB'000
			(Note 20)			
<b>COMPANY</b>						
Balance at January 1, 2022		7,261,726	(132,309)	(380,712)	313,212	7,061,917
Total comprehensive income for the year:						
Profit for the year		-	-	-	716,499	716,499
Other comprehensive income for the year		-	-	703,474	-	703,474
Total		-	-	703,474	716,499	1,419,973
Transaction with owners, recognised directly in equity:						
Dividends	31	-	-	-	(616,426)	(616,426)
Total		-	-	-	(616,426)	(616,426)
Balance at December 31, 2022		7,261,726	(132,309)	322,762	413,285	7,865,464
Total comprehensive income for the year:						
Loss for the year		-	-	-	(17,554)	(17,554)
Other comprehensive income for the year		-	-	294,328	-	294,328
Total		-	-	294,328	(17,554)	276,774
Balance at December 31, 2023		7,261,726	(132,309)	617,090	395,731	8,142,238

See accompanying notes to financial statements.

# Consolidated Statement of Cash Flows

Financial year ended December 31, 2023

	Note	GROUP	
		2023 RMB'000	2022 RMB'000
<b>Operating activities</b>			
Profit before income tax		<b>3,053,150</b>	5,448,587
Adjustments for:			
Net impairment losses on financial assets		<b>1,062,324</b>	465,545
Write-down of completed properties for sale and properties under development for sale		<b>1,452,529</b>	9,476
Depreciation expense		<b>292,516</b>	309,484
Dividend income from financial assets at fair value through other comprehensive income		<b>(7,139)</b>	(10,526)
Fair value loss on investment properties		<b>532,730</b>	170,996
Fair value gain on financial asset at fair value through profit or loss		<b>(90)</b>	(86)
Fair value loss (gain) from put liability to acquire non-controlling interests		<b>46,143</b>	(6,262)
Finance cost		<b>1,296,215</b>	1,132,170
Interest income		<b>(287,632)</b>	(436,310)
Gain on remeasurement of retained interests in joint ventures	33	-	(239,518)
Gain on bargain purchase	33	-	(4,403)
Gain on change of control from a subsidiary to an associate	34	<b>(2)</b>	-
Gain on repurchase of senior notes		<b>(7,932)</b>	(77,913)
Net gain on disposal of property, plant and equipment		<b>(876)</b>	(187,683)
Loss on disposal of subsidiaries	36	<b>41,059</b>	-
Loss on disposal of joint ventures		<b>577,010</b>	-
Gain on lease modification		<b>(835)</b>	(5,235)
Provision for development charge written-back		<b>(25,294)</b>	-
Loss on withdrawal of a redevelopment project		-	256,144
Share of loss of associates		<b>91,034</b>	102,791
Share of profit of joint ventures		<b>(47,682)</b>	(687,127)
Operating cash flows before movements in working capital		<b>8,067,228</b>	6,240,130
Properties for development		<b>(217,728)</b>	(231,439)
Inventories		<b>41,055</b>	(8,306)
Completed properties for sale		<b>31,913,020</b>	18,860,946
Properties under development for sale		<b>(9,991,970)</b>	(9,107,044)
Trade and other receivables and deposits		<b>673,547</b>	(818,996)
Trade and other payables		<b>1,120,839</b>	2,262,557
Contract liabilities		<b>(22,501,621)</b>	113,564
Cash generated from operations		<b>9,104,370</b>	17,311,412
Interest paid		<b>(2,358,989)</b>	(2,494,397)
Income tax paid		<b>(2,265,016)</b>	(6,389,658)
Net cash from operating activities		<b>4,480,365</b>	8,427,357

# Consolidated Statement of Cash Flows

Financial year ended December 31, 2023

	Note	GROUP	
		2023 RMB'000	2022 RMB'000
<b>Investing activities</b>			
Acquisition of subsidiaries	33	-	4,671,824
Change of control from a subsidiary to an associate	34	(15,087)	-
Investments in associates		(6,306)	(11,348)
Investments in joint ventures		(50,050)	(14,325)
Proceeds from capital reduction of joint ventures		501,071	170,780
Dividend received from associates		11,956	15,350
Dividend received from joint ventures		40,000	-
Dividend received from financial assets at fair value through other comprehensive income		7,139	14,670
Interest received		300,022	636,747
Decrease in pledged bank deposits		4,836	242,285
Proceeds on disposal of property, plant and equipment		6,126	275,786
Net proceeds on disposal of subsidiaries	36	421,486	-
Proceeds on disposal of interest in joint ventures		98,821	-
Proceeds on disposal of financial asset at fair value through other comprehensive income		188,671	28,075
Proceed on disposal of financial asset at fair value through profit or loss		17,690	15,286
Payment for property, plant and equipment		(94,239)	(172,380)
Payment for investment properties		(1,308,027)	(621,655)
Purchase of financial assets at fair value through other comprehensive income		-	(200)
Purchase of financial asset at fair value through profit or loss		(17,600)	(15,200)
Advance to associates		(491,403)	(1,845,619)
Repayment from associates		544,030	347,802
Advance to joint ventures		(329,485)	(2,902,341)
Repayment from joint ventures		1,749,275	1,353,684
Advance to non-controlling shareholders of subsidiaries		(237,181)	(1,334,819)
Net cash from investing activities		1,341,745	854,402

# Consolidated Statement of Cash Flows

Financial year ended December 31, 2023

	Note	GROUP	
		2023 RMB'000	2022 RMB'000
<b>Financing activities</b>			
Dividends paid	31	-	(616,426)
Dividends paid to non-controlling shareholders of subsidiaries		<b>(1,007,643)</b>	(858,072)
Repurchase and redemption of senior notes		<b>(2,433,490)</b>	(214,343)
Proceeds from bank and other borrowings		<b>8,604,354</b>	12,372,222
Repayment of bank and other borrowings		<b>(19,502,157)</b>	(20,071,507)
Repayment of lease liabilities		<b>(73,914)</b>	(66,544)
Advance from associates		<b>29,700</b>	393,710
Repayment to associates		<b>(54,381)</b>	(14,333)
Advance from joint ventures		<b>574,792</b>	3,542,262
Repayment to joint ventures		<b>(1,004,643)</b>	(1,777,604)
Repayment to directors		<b>(27,821)</b>	(45,101)
Advance from non-controlling shareholders of subsidiaries		<b>1,664,949</b>	554,708
Repayment to non-controlling shareholders of subsidiaries		<b>(116,523)</b>	(1,584,484)
Capital injection from non-controlling shareholders of subsidiaries		<b>6,190</b>	66,500
Capital withdrawal by non-controlling shareholders of subsidiaries		<b>(92,158)</b>	(2,012,851)
Acquisition of non-controlling interests in subsidiaries		<b>(12,084)</b>	(379)
Net cash used in financing activities		<b>(13,444,829)</b>	(10,332,242)
Net decrease in cash and cash equivalents		<b>(7,622,719)</b>	(1,050,483)
Cash and cash equivalents at beginning of year	17	<b>20,696,044</b>	21,551,718
Effect of exchange rate changes on the balance of cash held in foreign currencies		<b>(65,976)</b>	194,809
<b>Cash and cash equivalents at end of year</b>	17	<b>13,007,349</b>	20,696,044

See accompanying notes to financial statements.

# Notes to Financial Statements

December 31, 2023

## 1 GENERAL

The Company (Registration No. 200601911K) is incorporated in the Republic of Singapore with its principal place of business and registered office at 9 Temasek Boulevard, #36-02 Suntec Tower Two, Singapore 038989. The Company is listed on the Mainboard of the Singapore Exchange. The financial statements are presented in Renminbi ("RMB").

The principal activity of the Company is to carry on the business of an investment holding company and procurer of funds.

The principal activities of the significant subsidiaries are disclosed in Note 10 to the financial statements.

The consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended December 31, 2023 were authorised for issue by the Board of Directors on March 25, 2024.

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION

### 2.1 BASIS OF ACCOUNTING

The financial statements are prepared in accordance with the historical cost basis, except as disclosed in the material accounting policy information, and are drawn up in accordance with the provisions of the Companies Act 1967 of Singapore, Singapore Financial Reporting Standards (International) ("SFRS(I)s") and International Financial Reporting Standards ("IFRS Accounting Standards"). SFRS(I) is identical to IFRS Accounting Standards as issued by the International Accounting Standards Board.

### 2.2 ADOPTION OF NEW AND REVISED STANDARDS

In the current year, the Group and the Company adopted all the new and revised SFRS(I) that are mandatorily effective for an accounting period that begins on or after January 1, 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements except as below.

#### **Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies***

The Group has adopted the amendments to SFRS(I) 1-1 for the first time in the current year. The amendments change the requirements in SFRS(I) 1-1 with regard to disclosure of accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in SFRS(I) 1-1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

The Group has applied materiality guidance in SFRS(I) Practice Statement 2 in identifying its material accounting policies for disclosures in the related notes. The previous term 'significant accounting policies' used throughout the financial statements has been replaced with 'material accounting policy information'.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.3 STANDARDS ISSUED BUT NOT EFFECTIVE

At the date of authorisation of these financial statements, the Group and Company have not applied the following SFRS(I) pronouncements that have been issued but are not yet effective:

Effective for annual periods beginning on or after January 1, 2024

- Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current*
- Amendments to SFRS(I) 1-1: *Non-current Liabilities with Covenants*
- Amendments to SFRS(I) 1-7 and SFRS(I) 7: *Supplier Finance Arrangements*

Management anticipates that the adoption of these SFRS(I)s pronouncements in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION

**BASIS OF CONSOLIDATION** – The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary.

Specifically, the results of subsidiaries acquired or disposed of during the year are included in the profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated in full on consolidation. Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions.

Non-controlling interests in subsidiaries are identified separately from the Group's equity and are initially measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Subsequent to the acquisition date, the carrying amounts of non-controlling interests are adjusted for the non-controlling interests' share of changes in equity. Losses are attributed to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All exchange differences accumulated in the foreign exchange translation reserve in respect of that operation attributable to the owners of the company are reclassified to profit or loss. The fair value of the investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition of the investment under SFRS(I) 9.



# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

In the Company's financial statements, investments in subsidiaries are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

**BUSINESS COMBINATIONS** - The acquisition of subsidiaries from a common controlling shareholder is accounted for using the merger accounting method. Under this method, the Company has been treated as the holding company of the subsidiaries for the financial years presented rather than from the date of acquisition of the subsidiaries.

The acquisition of businesses are accounted for using the acquisition method. The consideration is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that deferred tax assets or liabilities are recognised and measured in accordance with SFRS(I) 1-12.

Goodwill is measured as the excess of the sum of the consideration transferred and the amount of non-controlling interests in the acquiree measured at fair value, over the net acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

The contingent consideration payable is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. It is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year from acquisition date.

**PUT LIABILITY TO ACQUIRE NON-CONTROLLING INTERESTS** - When an entity within the Group writes non-cancellable rights for non-controlling shareholders to put back their shares to the entity (the "Put Instruments") as part of the acquisition of a subsidiary for settlement in cash, a put liability is recognised for the present value of the exercise price of the Put Instruments. This creates an obligation or potential obligation for the entity to purchase its subsidiary's instruments (constitutes the Group's own equity in the consolidated financial statements) for cash.

When the non-controlling shareholders still have present access to the returns associated with the underlying ownership interests, the Group has chosen an accounting policy that the non-controlling interests continue to be recognised. Therefore, the present value of the Put Instruments is recognised in equity. Subsequent to initial recognition of the financial liability, changes in the carrying amount of the financial liability is recognised in profit or loss, except that the fair value change is as a resultant of distribution of dividends to shareholders which represent repayment of the liability.

If the Put Instrument expires unexercised, then the charge to equity will be reversed and the financial liability will be derecognised. If the Put Instruments are exercised, then the charge to equity will be reversed and the financial liability will be derecognised, whereby the acquisition of the Group's ownership interests in a subsidiary that do not result in the change in control over the subsidiary are accounted for as equity transactions.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

**FINANCIAL INSTRUMENTS** - Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value (except for trade receivables that do not have a significant financing component which are measured at transaction price), net of transaction costs that are directly attributable to the acquisition or issue of financial assets (other than those at fair value through profit or loss). Transaction costs directly attributable to the acquisition or issue of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### **Financial assets**

All regular way purchases or sales of financial assets are recognised and de-recognised on a trade date basis where the purchase or sale is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial asset; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset, the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which SFRS(I) 3 *Business Combinations* applies.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

#### Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

#### Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other operating income and other gains" line item in profit or loss.

#### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment under SFRS(I) 9 (including trade receivables, other receivables and non-trade amounts due from associates, joint ventures, non-controlling shareholders of subsidiaries and other related parties, pledged bank deposits, cash and cash equivalents). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed collectively with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

#### *Significant increase in credit risk*

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

#### *Definition of default*

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

#### *Write-off policy*

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

#### *Measurement and recognition of ECL*

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

For a financial guarantee contract, the expected losses are the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

For ECL on financial guarantee contracts for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables and other receivables are each assessed as a separate group. Non-trade amounts due from associates, joint ventures, non-controlling shareholders of subsidiaries and other related parties are assessed for ECL on an individual basis);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account.

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated under the heading of other reserve is not reclassified to profit or loss, but is transferred to accumulated profits.

#### **Financial liabilities and equity**

##### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

#### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

#### *Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which SFRS(I) 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if either:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and SFRS(I) 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value with any gains or losses arising on change in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates only interest paid on the financial liabilities and is included in the "other operating income and other gains" line items. However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated profits upon derecognition of the financial liability.

#### *Financial liabilities measured subsequently at amortised cost*

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

#### *Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

#### Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when the Group and the Company has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

#### Leases

##### The Group as lessor

The Group enters into lease agreements as a lessor with respect to its investment properties and certain other properties.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

When a contract includes lease and non-lease components, the Group applies SFRS(I) 15 to allocate the consideration under the contract to each component.

**PROPERTIES FOR DEVELOPMENT** - Properties for development are mainly vacant leasehold land for future development in respect of which physical construction is not expected to commence within twelve months from the end of the reporting period. They are stated at cost less allowance for any impairment in value.

**PROPERTIES UNDER DEVELOPMENT FOR SALE** - Properties under development for sale are stated at lower of cost and net realisable value. Net realisable value takes into account the price ultimately expected to be realised and the anticipated costs to completion. Cost of properties under development comprises land cost, development costs and borrowing costs capitalised during the development period. When completed, the units held for sale are classified as completed properties for sale.

Properties under development for sale include properties in respect of which concrete planning and preparatory activities have been approved by management and have commenced, and physical construction is expected to commence within twelve months from the end of the reporting period.

**COMPLETED PROPERTIES FOR SALE** - Completed properties for sale are stated at lower of cost or net realisable value. Cost is determined by apportionment of the total land cost, development costs and capitalised borrowing costs 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.



# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

**PROPERTY, PLANT AND EQUIPMENT** - Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Construction-in-progress consists of land cost, construction costs and capitalised borrowing costs incurred during the period of construction.

Leases with unexpired terms of over 100 years are classified as long leaseholds; those under 100 years are classified as leaseholds.

No depreciation is provided on freehold/long leasehold land as it has an unlimited and long useful life respectively.

Depreciation is charged so as to write off the cost of property, plant and equipment, other than construction-in-progress and freehold/long leasehold land, over their estimated useful lives, using the straight-line method on the following bases:

Freehold/Long leasehold buildings	2%
Leasehold land and buildings	1% to 13%
Motor vehicles	10% to 50%
Furniture, fixtures and equipment	10% to 50%
Plant and machinery	7% to 50%

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Fully depreciated property, plant and equipment still in use are retained in the financial statements.

The gain or loss arising on the disposal or retirement of a property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

**INVESTMENT PROPERTIES** - Investment properties are properties held to earn rental income and/or for capital appreciation and properties under construction for such purposes. They are measured initially at cost, including transaction costs and subsequent to initial recognition, measured at fair value. Professional valuations are obtained at least once every year. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Transfers are made to or from investment properties when and only when there is a change in use. For a transfer from properties for development, completed properties for sale or properties under development for sale to investment properties, any difference between the fair value of the properties at that date and its previous carrying amount is recognised in profit or loss.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

**IMPAIRMENT OF NON-FINANCIAL ASSETS** - At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets other than investment properties carried at fair value, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and 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.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

**ASSOCIATES AND JOINT VENTURES** - An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. 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 joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. Investment in each associate or joint venture is initially recognised at cost, and are subsequently accounted for by including the Group's share of its profit or loss and other comprehensive income or loss in the carrying amount of the investment until the date on which significant influence or joint control ceases. Dividends received reduce the carrying amount of the investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture, the Group discontinues recognising its share of further losses.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group. When necessary, adjustments are made to align the associate's or joint venture's accounting policies with the those of the Group.

**PROVISIONS** - Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**MERGER DEFICIT** - Merger deficit arises from combination of entities under common control accounted for using merger accounting method (see "Business Combinations"). The merger reserve represents the difference between the aggregate nominal amounts of the share capital of the subsidiaries at the date on which they were acquired by the Group and the nominal amount of the share capital issued by the Company as consideration for the acquisition.

**STATUTORY RESERVE** - Statutory reserve represents the amount transferred from profit after tax of the subsidiaries incorporated in the People's Republic of China ("PRC") (excluding Hong Kong) in accordance with the PRC requirement. The statutory reserve cannot be reduced except where approval is obtained from the relevant PRC authority to apply the amount towards setting off any accumulated losses or increasing capital.

**OTHER RESERVE** - The negative balance in other reserve mainly comprises (i) the net excess of purchase consideration over the carrying amount of non-controlling interests acquired in the subsidiaries at the date of acquisition; (ii) the charge of the present value of put liability in relation to put instruments entered into with the non-controlling shareholders on their equity interests in subsidiaries; (iii) the net fair value movement on financial assets at FVTOCI; and (iv) the share of share option reserve and other comprehensive income of joint ventures and associates.

**REVENUE RECOGNITION** - The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a promise in a contract with customers to transfer a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

#### Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

For sale of development properties whereby the Group is restricted contractually from directing the properties for another use as they are being developed and has an enforceable right to payment for performance completed to date, revenue is recognised over time, by using input method, which is based on the construction and other costs incurred to date as a proportion of the estimated total construction and other costs to be incurred.

For income from hotel operations, property management and related services, the progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

#### Existence of significant financing component

In determining the transaction price, the Group adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed (either explicitly or implicitly) provides the customer or the Group with a significant benefit of financing the transfer of properties or services to the customer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

For contracts where the period between payment and transfer of the associated goods or services is less than one year, the Group applies the practical expedient of not adjusting the transaction price for any significant financing component.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

For advance payments received from customers before the transfer of the associated goods or services in which the Group adjusts for the promised amount of consideration for a significant financing component, the Group applies a discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. The relevant interest expenses during the period between the advance payments were received and the transfer of the associated goods and services are accounted for on the same basis as other borrowing costs.

#### Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises sales commissions as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the properties or services to which the assets relate. The asset is subject to impairment review.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

#### Contract liabilities

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

The Group recognises revenue from the following major sources:

#### Income from property development

For sale of development properties for which the control of the property is transferred at a point in time, revenue is recognised when the customer obtains the control of the completed property and the Group has present right to payment and the collection of the consideration is probable.

For sale of development properties whereby the Group is restricted contractually from directing the properties for another use as they are being developed and has an enforceable right to payment for performance completed to date, revenue is recognised over time, based on the construction and other costs incurred to date as a proportion of the estimated total construction and other costs to be incurred.

#### Income from property investment and hotel operations

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. The revenue from hotel operations is recognised over time by using the output method.

#### Income from others

Income from others mainly represents income from property management and other related services. The Group provides property management and other related services to customers. The revenue from property management and other related service is recognised over time elapsed by using output method.

#### Interest income

Interest income is recognised using effective interest method.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

#### Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

**GOVERNMENT SUBSIDIES** - Government subsidies are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the subsidies will be received. Government subsidies are recognised as income over the periods necessary to match them with the related costs. Government subsidies related to expense items are recognised in the same period as those expenses are charged to the profit or loss and are reported separately as "other operating income and other gains" line item.

**BORROWING COSTS** - Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

**RETIREMENT BENEFIT COSTS** - Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the services entitling them to the contributions. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

Pursuant to the relevant regulations of the 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 charged as expense when incurred.

**INCOME TAX** - Income tax expense represents the sum of current and deferred tax. It is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from (i) initial recognition of goodwill; or (ii) initial recognition of assets and liabilities in a transaction that is not a business combination, and at the time of the transaction affects neither accounting nor taxable profit, and does not give rise to equal taxable and deductible temporary differences.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognised for deductible temporary differences associated with such investments and interests only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Group has rebutted this presumption.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and they relate to income taxes levied by the same taxation authority.

**FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION** - The individual financial statements of each group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The functional currency of the Company is Singapore Dollars ("SG dollar") while the presentation currency for the Group's consolidated financial statements and the Company's statement of financial position are presented in RMB to facilitate the comparison of the Group's financial results and financial position with those of other property developers in the PRC whose financial statements are expressed in RMB.

In preparing the financial statements of the group entities, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

# Notes to Financial Statements

December 31, 2023

## 2 SUMMARY OF ACCOUNTING POLICY INFORMATION (Cont'd)

### 2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Cont'd)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the entities (including the Group's foreign operations) in the Group which do not have RMB as the functional currency (including comparatives) are expressed in RMB using exchange rates prevailing at the end of each reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as other comprehensive income and accumulated in the Group's currency translation reserve (attributed to non-controlling interests as appropriate).

On disposal of these entities, except for such exchange differences relating to the Group's foreign operations, all of the exchange differences accumulated in a foreign exchange translation reserve in respect of the entities attributable to the owners of the company are not reclassified to profit or loss.

**CASH AND CASH EQUIVALENTS IN THE CONSOLIDATED STATEMENT OF CASH FLOWS** - Cash and cash equivalents in the consolidated statement of cash flows comprise cash on hand, cash at bank and fixed deposits (that are readily convertible to a known amount of cash) and are subject to an insignificant risk of changes in value.

**FAIR VALUE MEASUREMENT** - 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within scope of SFRS(I) 2, leasing transactions that are within the scope of SFRS(I) 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 or value in use in SFRS(I) 1-36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

# Notes to Financial Statements

December 31, 2023

## 3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2 above, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### **Critical judgements in applying the Group's accounting policies**

The following are the critical judgements, apart from those involving estimations (see below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### Deferred taxation on investment properties

For the purposes of measuring deferred taxation arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred taxation on investment properties, the directors of the Company have determined the presumption of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised deferred taxation on revaluation of investment properties as the Group is subject to the prevailing income tax rates.

#### Control over entities for which the Group does not have more than 50% ownership interest and voting rights

The Group does not have more than 50% ownership interest and voting rights in certain entities (Note 10).

Management of the Group assessed whether or not the Group has control over these entities based on whether the Group has the practical ability to direct the relevant activities of these entities unilaterally. In making their judgement, management considers the Group's rights arising from the contractual arrangements. After assessment, management concludes that the Group has sufficiently dominant voting right and power to direct the relevant activities of these entities and therefore the Group has unilateral control over these entities.

### **Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### Carrying amounts of properties for development, completed properties for sale and properties under development for sale

The aggregate carrying amount of these properties totalled RMB60.465 billion as at December 31, 2023 (2022 : RMB85.488 billion), details of which are disclosed in Note 9. They are stated at the lower of cost and net realisable values.

When it is probable that the total project costs will exceed the total projected revenue net of selling expenses, i.e. net realisable value, the amount in excess of net realisable value is recognised as an expense immediately.



# Notes to Financial Statements

December 31, 2023

## 3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Cont'd)

The process of evaluating the net realisable value for each property is subject to management's judgement and the effect of assumptions in respect of development plans, timing of sale and the prevailing market conditions. Management performs cost studies for each project, taking into account the costs incurred to date, the development status and costs to complete each development project. Any future variation in plans, assumptions and estimates can potentially impact the carrying amounts of the respective properties.

### Valuation of investment properties

As disclosed in Note 8, investment properties are stated at fair value based on the valuation performed by independent professional property valuers. In determining the fair values, the valuers have made reference to the comparable sales transactions as available in the relevant market of these properties, the capitalisation of the existing and reversionary rental income potential and residual approach.

The estimated value from capitalisation of the existing and reversionary rental income potential is used as an estimate of fair value, and the estimate is dependent on several variable parameters and projections including capitalisation rates and market rent per square metre per month.

Any change in the variable parameters and projections will result in change in fair value estimate for the investment properties which can potentially be significant.

In relying on the independent professional valuation reports, management considered the method of valuation and the Group's marketing strategy and is of the view that the estimated values are reasonable.

### Land Appreciation Tax ("LAT")

Income from sale of properties in the PRC is subject to LAT. Significant estimates are required in determining the provision for LAT. There are many transactions and calculations for which the ultimate LAT determination is uncertain during the course of business. The Group recognises liabilities for anticipated LAT based on estimates of whether additional taxes will be due. Where the final LAT outcome of these matters is different from the amounts that were initially recognised, such differences will impact the LAT provision in the period in which such determination is made.

### Estimated loss allowance of financial assets that are non-trade nature and financial guarantee contracts

Management of the Group estimates the amount of loss allowance to 12-month ECL on financial assets that are non-trade in nature (including other receivables and non-trade amounts due from associates, joint ventures, non-controlling shareholders of subsidiaries and other related parties) and financial guarantee contracts.

In determining the ECL for these financial assets and financial guarantee contracts, management of the Group has taken into account the historical default experience and forward-looking information, as appropriate, for example the Group has considered the consistently low historical default rate, financial position, property development plan and cash flows projection, as well as pledge of assets of the counterparties and collateral value of the assets, equity interests, undistributed retained earnings in these entities and expected future earnings that would be distributed by entities, based on which, management of the Group has assessed that whether these financial assets and financial guarantee contracts have any significant increase in credit risk since initial recognition. Such assessment of the credit risk of the respective financial instrument involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, an impairment loss or a reversal of impairment loss may arise, accordingly.

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT

### (a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	GROUP		COMPANY	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
<b>Financial assets</b>				
Financial assets at amortised cost (including cash and cash equivalents)	<b>39,385,274</b>	49,471,425	<b>455,582</b>	438,410
Financial assets at FVTOCI	<b>164,096</b>	331,918	-	-
	<b>39,549,370</b>	49,803,343	<b>455,582</b>	438,410
<b>Financial liabilities</b>				
Financial liabilities at amortised cost	<b>65,777,850</b>	76,425,250	<b>13,685,122</b>	13,173,266
Financial liabilities at FVTPL:				
Put liability to acquire non-controlling interests	<b>127,591</b>	137,730	-	-
	<b>65,905,441</b>	76,562,980	<b>13,685,122</b>	13,173,266

### (b) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

#### Financial assets

Type of financial assets	Gross amounts of recognised financial assets RMB'000	Gross amounts of recognised financial liabilities set off in the statements of financial position RMB'000	Net amounts of financial assets presented in the statements of financial position RMB'000
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#### GROUP

##### 2023

Non-trade amounts due from non-controlling shareholders of subsidiaries	<b>10,494,043</b>	<b>(26,599)</b>	<b>10,467,444</b>
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##### 2022

Non-trade amounts due from non-controlling shareholders of subsidiaries	9,834,503	(19,667)	9,814,836
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# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (b) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements (Cont'd)

#### Financial liabilities

Type of financial liabilities	Gross amounts of recognised financial liabilities RMB'000	Gross amounts of recognised financial assets set off in the statements of financial position RMB'000	Net amounts of financial liabilities presented in the statements of financial position RMB'000
<b>GROUP</b>			
<b>2023</b>			
Non-trade amounts due to non-controlling shareholders of subsidiaries	<b>8,247,927</b>	<b>(26,599)</b>	<b>8,221,328</b>
<b>2022</b>			
Non-trade amounts due to non-controlling shareholders of subsidiaries	6,320,277	(19,667)	6,300,610

In reconciling the 'Net amounts of financial assets and financial liabilities presented in the statements of financial position' to the line item amounts presented in the consolidated statement of financial position, the above amounts represent only those which are subject to offsetting, enforceable master netting arrangements and similar agreements.

The Group and the Company do not have any related amounts subject to enforceable master netting arrangements and similar arrangements which have not been set off in the statements of financial position.

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives

Management of the Group monitors and manages the financial risks relating to the operations of the Group to ensure appropriate measures are implemented in a timely and effective manner. These risks include market risk (foreign exchange risk, interest rate risk, equity price risk), credit risk and liquidity risk.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. Market risk exposures are measured using sensitivity analysis indicated below.

#### (i) Foreign exchange risk management

The Group enters into transactions in various foreign currencies, including the United States dollar ("US dollar", "US\$"), Hong Kong dollar ("HK dollar", "HK\$"), SG dollar and RMB and therefore is exposed to foreign exchange risk.

At the end of the reporting period, the carrying amounts of significant monetary assets and monetary liabilities denominated in currencies other than the respective entities' functional currencies are as follows:

	GROUP				COMPANY			
	Liabilities		Assets		Liabilities		Assets	
	2023	2022	2023	2022	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
US dollar	<b>11,791</b>	11,164	<b>56,383</b>	90,033	-	-	<b>432</b>	13,261
HK dollar	<b>448,627</b>	1,583	<b>43,983</b>	417,635	-	-	<b>76</b>	734
SG dollar	<b>355,627</b>	-	<b>14,061,028</b>	13,147,287	-	-	-	-
RMB	<b>1,034,109</b>	1,005,053	<b>269,765</b>	2,192,940	-	-	<b>293</b>	371,240

#### *Foreign currency sensitivity*

The following table details the sensitivity to a 3% increase in the exchange rate of the functional currency of each entity of the Group against the relevant foreign currencies. 3% is the sensitivity rate used by key management personnel in assessing foreign currency risk. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 3% change in foreign currency rates. The sensitivity analysis includes external loans, cash and cash equivalents, as well as intercompany loans within the Group where they gave rise to an impact on the Group's profit or loss and/or equity. A positive number below indicates an increase in profit before income tax and other equity when the functional currency of each group entity strengthens by 3% against the relevant foreign currencies.

For a 3% weakening of the functional currency of each group entity against the relevant foreign currencies, there would be an equal and opposite impact on the profit before income tax and other equity.

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (i) *Foreign exchange risk management (Cont'd)*

	US dollar impact		HK dollar impact		SG dollar impact		RMB impact	
	2023	2022	2023	2022	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000

#### **GROUP**

(Decrease) Increase								
in profit before								
income tax	<b>(1,299)</b>	(2,297)	<b>11,786</b>	(12,118)	<b>(11,156)</b>	(152)	<b>(82)</b>	(10,660)
(Decrease) Increase								
in other equity	-	-	-	-	<b>(388,030)</b>	(382,779)	<b>22,345</b>	(23,939)

#### **COMPANY**

Decrease								
in profit before								
income tax	<b>(13)</b>	(386)	<b>(2)</b>	(21)	-	-	<b>(9)</b>	(10,813)

#### (ii) *Interest rate risk management*

Summary quantitative data of the Group's interest-bearing financial instruments can be found in Section (v) of this Note. The Group's policy is to obtain fixed rate borrowings to reduce volatility. However, it may borrow at variable rates when considered economical to do so.

#### *Interest rate sensitivity*

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting year in the case of instruments that have floating rates.

If interest rates had been 100 basis points higher or lower and all other variables were held constant, the Group's:

- Interest expense for the year ended December 31, 2023 would increase/decrease respectively by RMB200 million (2022 : increase/decrease respectively by RMB311 million).
- It is the Group's accounting policy to capitalise borrowing costs relevant to property development as required by the standard. Hence, the above mentioned interest rate fluctuation may not fully impact the profit in the year where interest expense is incurred and capitalised but may affect profit in future financial years.

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (iii) Equity price risk management

Financial assets designated as at FVTOCI are held for strategic rather than trading purposes. The Group does not actively trade financial assets designated as at FVTOCI.

Management is of the view that the equity price risk is not significant for the Group due to the relatively small amount of such investments carried. Hence no price sensitivity analysis is presented.

#### (iv) Credit risk management

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in financial loss to the Group arising from the carrying amount of the respective recognised financial assets as stated in the statements of financial position. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

For sales of properties in the PRC, the Group requires advanced payment by the customers upon entering into sales agreement, and sales proceeds are fully settled concurrent with delivery of properties. For sales of properties in Singapore, the Group usually includes a standard payment schedule on the sales proceeds. For leasing of properties, advanced payments by the tenants are required prior to the commencement of the lease term.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics, except for non-trade amounts due from certain associates, joint ventures and non-controlling shareholders of subsidiaries. The counter parties are engaged in property development projects with strong financial position and sufficient future cash flows. Part of the amounts due from non-controlling shareholders of subsidiaries are secured by the non-controlling shareholder's share in a subsidiary, guarantee provided by a related party of the non-controlling shareholder of that subsidiary and the land use right owned by the related party of the non-controlling shareholder of that subsidiary (Note 13). Information on credit risk relating to other receivables are disclosed in Note 14. The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies.

In order to minimise credit risk, management of the Group has delegated a team to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The team uses publicly available financial information and the Group's own historical repayment records to rate its major customers and debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (iv) *Credit risk management (Cont'd)*

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12m ECL
Doubtful	There has been a significant increase in credit risk since initial recognition.	Lifetime ECL- not credit-impaired
In default	There is evidence indicating the asset is credit-impaired.	Lifetime ECL- credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

The Group has considered the consistently low historical default rate, financial position, property development plan and cash flow projection, as well as pledge of assets of the counterparties and collateral value of the assets, equity interests, undistributed retained earnings in these entities and expected future earnings that would be distributed by the entities in connection with non-trade amounts due from associates, joint ventures and non-controlling shareholders of subsidiaries, and concluded that credit risk inherent in the Group's outstanding other receivables and non-trade amounts due from associates, joint ventures, non-controlling shareholders of subsidiaries and other related parties and financial guarantee contracts is insignificant. Except those credit impaired financial assets, management of the Group has assessed the internal credit rating of these other receivables and non-trade amounts due from associates, joint ventures, non-controlling shareholders of subsidiaries and other related parties and financial guarantee contracts are properly accounted for the impairment loss.

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (iv) *Credit risk management (Cont'd)*

The following table shows the movement in lifetime ECL that has been recognised for non-trade amounts due from associates and joint ventures, trade receivables as well as other receivables and deposits:

	Non-trade amounts due from associates RMB'000	Non-trade amounts due from joint ventures RMB'000	Trade receivables RMB'000	Other receivables and deposits RMB'000
	(Note 11)	(Note 12)		(Note 14)

#### **GROUP**

At January 1, 2022	-	-	15,290	89,804
Charge for the year	-	462,222	3,907	-
Written-off	-	-	(1,167)	-
Written-back	-	-	(584)	-
Exchange difference	-	-	2,135	594
At December 31, 2022	-	462,222	19,581	90,398
Charge for the year	74,534	815,754	4,313	168,422
Written-off	-	-	(13,443)	(6,869)
Written-back	-	-	(699)	-
Exchange difference	-	-	569	(399)
At December 31, 2023	74,534	1,277,976	10,321	251,552

As at December 31, 2023, the Group's maximum exposure to credit risk comprise (i) the sum of the carrying amounts of financial assets recorded in the financial statements, grossed up for any allowances for losses; (ii) guarantees of approximately RMB12.630 billion (2022 : RMB18.605 billion) to banks for the benefit of the Group's customers in respect of mortgage loans provided by the banks to these customers for the purchase of the Group's development properties; and (iii) guarantees of approximately RMB2.116 billion (2022 : RMB1.817 billion) to banks and other lenders in respect of bank and other borrowings to joint ventures and associates, as elaborated in Note 39 to the financial statements.

#### (v) *Liquidity risk management*

The Group maintains cash and cash equivalents, obtains external bank and other borrowings and issues senior notes with staggered repayment dates. The Group also minimises liquidity risk by keeping committed credit lines available. As at December 31, 2023, the Group had available RMB10.200 billion (2022 : RMB11.084 billion) of undrawn committed bank and other credit facilities in respect of which all conditions precedent had been met.

In managing liquidity risk, management prepares cash flow forecasts using various assumptions and monitors the cash flows of the Group.



# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (v) *Liquidity risk management (Cont'd)*

*Liquidity and interest risk analyses*

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and Company can be required to pay. The table includes both interest and principal cash flows. The adjustment column represents the estimated future interest attributable to the instrument included in the maturity analysis which is not included in the carrying amount of the financial liabilities on the statement of financial position.

	Weighted average effective interest rate %	On demand or within 1 year RMB'000	More than 1 year to 2 years RMB'000	More than 2 years to 5 years RMB'000	More than 5 years RMB'000	Adjustments RMB'000	Total RMB'000
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#### GROUP

##### 2023

Non-interest bearing	-	28,287,918	3,001,341	-	-	-	31,289,259
Variable interest rate instruments	5.2	5,802,638	4,712,610	7,249,896	6,804,947	(4,601,205)	19,968,886
Fixed interest rate instruments	6.3	6,499,176	1,076,476	6,571,613	2,900,532	(2,400,501)	14,647,296
<b>Total</b>		<b>40,589,732</b>	<b>8,790,427</b>	<b>13,821,509</b>	<b>9,705,479</b>	<b>(7,001,706)</b>	<b>65,905,441</b>

##### 2022

Non-interest bearing	-	28,840,013	503,304	-	-	-	29,343,317
Variable interest rate instruments	4.5	11,107,714	12,873,654	4,746,234	7,280,617	(5,005,122)	31,003,097
Fixed interest rate instruments	6.3	7,736,719	3,674,058	3,906,578	1,823,959	(924,748)	16,216,566
<b>Total</b>		<b>47,684,446</b>	<b>17,051,016</b>	<b>8,652,812</b>	<b>9,104,576</b>	<b>(5,929,870)</b>	<b>76,562,980</b>

As at December 31, 2023, the Company's non-derivative financial liabilities are mainly non-interest bearing with expected maturity within 1 year (2022 : 1 year).

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (v) *Liquidity risk management (Cont'd)*

*Liquidity and interest risk analyses (Cont'd)*

Non-derivative financial liabilities (Cont'd)

The following table detail the earliest period that the guarantees could be called.

	On demand or within 1 year RMB'000	More than 1 year to 2 years RMB'000	More than 2 years to 5 years RMB'000	More than 5 years RMB'000	Total RMB'000
<b>2023</b>	<b>13,252,327</b>	<b>308,000</b>	<b>822,000</b>	<b>364,000</b>	<b>14,746,327</b>
<b>2022</b>	19,437,512	-	606,000	378,000	20,421,512

As mentioned in Note 39, management considers that the likelihood of these guarantees being called upon is low.

Non-derivative financial assets

The following tables detail the remaining contractual maturity for non-derivative financial assets. The tables below have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that the cash flows will occur in a different period.

	Weighted average effective interest rate %	On demand or within 1 year RMB'000	More than 1 year to 2 years RMB'000	More than 2 years to 5 years RMB'000	Adjustments RMB'000	Total RMB'000
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### **GROUP**

#### **2023**

Non-interest bearing	-	<b>28,323,928</b>	<b>4,615,169</b>	-	-	<b>32,939,097</b>
Fixed interest rate instruments	<b>5.3</b>	<b>5,370,317</b>	<b>1,671,360</b>	-	<b>(431,404)</b>	<b>6,610,273</b>
<b>Total</b>		<b>33,694,245</b>	<b>6,286,529</b>	-	<b>(431,404)</b>	<b>39,549,370</b>

#### **2022**

Non-interest bearing	-	38,347,903	4,831,607	-	-	43,179,510
Fixed interest rate instruments	6.1	5,719,593	1,119,368	268,760	(483,888)	6,623,833
<b>Total</b>		<b>44,067,496</b>	<b>5,950,975</b>	<b>268,760</b>	<b>(483,888)</b>	<b>49,803,343</b>

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

(v) *Liquidity risk management (Cont'd)*

*Liquidity and interest risk analyses (Cont'd)*

*Non-derivative financial assets (Cont'd)*

	Weighted average effective interest rate %	On demand or within 1 year RMB'000	More than 1 year to 2 years RMB'000	More than 2 years to 5 years RMB'000	Adjustments RMB'000	Total RMB'000
<b>COMPANY</b>						
<b>2023</b>						
Non-interest bearing	-	<b>455,582</b>	-	-	-	<b>455,582</b>
<b>2022</b>						
Non-interest bearing	-	73,410	-	-	-	73,410
Fixed interest rate instruments	1.5	370,475	-	-	(5,475)	365,000
Total		443,885	-	-	(5,475)	438,410

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

#### (vi) Fair value of financial assets and financial liabilities

The Group determines fair values of various financial assets and financial liabilities in the following manner:

#### **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

Financial assets/ (liabilities)	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	2023 RMB'000	2022 RMB'000				
<b>GROUP</b>						
Put liability to acquire non- controlling interests	<b>(127,591)</b>	(137,730)	Level 3	Discounted cash flows. Future cash flows are estimated based on the present value of expected payment, discounted using the entity's cost of debt. The expected payment is determined by considering the fair value at the time of exit.	Cost of debt with tenure of 0.5 year at 8.0% per annum (2022 : 0.5 years at 9.0% per annum)	A slight increase in the cost of debt used in isolation will result in a decrease in the fair value <sup>(1)</sup>
Financial assets at FVTOCI	<b>13,309</b>	12,928	Level 3	Net asset value of the investees.	Net asset value	The higher the net asset value, the higher the fair value
Financial asset at FVTOCI	-	120,000	Level 3	Income approach - in this approach, the discounted cash flows method was used to capture the present value of the expected future economic benefits to be derived from the ownership of this investee.	Discount rate of 10.2% per annum as at December 31, 2022 using a Capital Asset Pricing Model	A slight increase in the discount rate used in isolation will result in a decrease in the fair value <sup>(2)</sup>
Financial assets at FVTOCI	<b>122,508</b>	126,240	Level 3	Fair value of net assets held by this investee.	Fair value of net assets held by this investee	The higher the fair value of net assets held by this investee, the higher the fair value

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

(vi) *Fair value of financial assets and financial liabilities (Cont'd)*

#### **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Cont'd)**

Financial assets/ (liabilities)	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	2023 RMB'000	2022 RMB'000				

Financial assets at FVTOCI	<b>28,279</b>	72,750	Level 1	Quoted bid prices in an active market.	Not applicable	Not applicable
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<sup>(1)</sup> As at December 31, 2023, a 100 basis points increase/decrease in cost of debt used as discount rate while holding all other variables constant would decrease/increase the carrying amount of put liability to acquire non-controlling interests by RMB0.5 million (2022 : RMB0.5 million).

<sup>(2)</sup> As at December 31, 2022, a 100 basis points increase in the discount rate while holding all other variables constant would decrease the fair value of this financial asset at FVTOCI by RMB13 million, while a 100 basis points decrease in the discount rate would increase the fair value of financial asset at FVTOCI by RMB16 million. During the year, the Group disposed of this financial asset at FVTOCI.

There were no transfers between Level 1, Level 2 and Level 3 of the fair value hierarchy during the year. Fair value changes recognised in other comprehensive income during the year is gain of RMB19 million (2022 : loss of RMB44 million).

#### **Reconciliation of Level 3 fair value measurement**

	Put liability to acquire non-controlling interests RMB'000	Financial assets at FVTOCI RMB'000	Total RMB'000
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#### **GROUP**

At January 1, 2022	(338,432)	270,534	(67,898)
Addition	-	200	200
Repayment of liability	194,440	-	194,440
Total gains or losses			
- In profit or loss	6,262	-	6,262
- In other comprehensive income	-	(11,566)	(11,566)
At December 31, 2022	(137,730)	259,168	121,438
Disposal	-	(146,576)	(146,576)
Repayment of liability	56,282	-	56,282
Total gains or losses			
- In profit or loss	(46,143)	-	(46,143)
- In other comprehensive income	-	23,225	23,225
At December 31, 2023	(127,591)	135,817	8,226

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (c) Financial risk management policies and objectives (Cont'd)

(vi) *Fair value of financial assets and financial liabilities (Cont'd)*

**Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)**

Except as detailed in the following table, management considers that the carrying amounts of financial assets and financial liabilities of the Group recorded at amortised cost in the financial statements approximate their fair values:

	2023		2022	
	Carrying amount RMB'000	Fair value RMB'000	Carrying amount RMB'000	Fair value RMB'000

#### **GROUP**

##### **Financial liabilities**

Senior notes	<b>6,069,672</b>	<b>4,481,712</b>	8,364,663	7,790,169
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The Group's senior notes at the end of the reporting period were under Level 2 fair value hierarchy derived based on proxy valuation.

The carrying amounts of financial assets and financial liabilities of the Company recorded at amortised cost approximate their fair values due to their short-term maturity.

### (d) Capital risk management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Group monitors capital on the basis of the net debt to equity ratio. This ratio is calculated as total debt less cash and cash equivalents divided by equity. Total debt includes bank and other borrowings, senior notes and certain non-trade amounts due to non-controlling shareholders of subsidiaries. Equity for this purpose comprises equity attributable to owners of the Company, comprising issued capital, reserves and accumulated profits, as well as non-controlling interests as shown in the consolidated statement of financial position.

The net debt to equity ratios as at the end of the reporting period were as follows:

	GROUP	
	2023 RMB'000	2022 RMB'000
Total debt	<b>33,437,253</b>	45,413,427
Cash and cash equivalents	<b>(13,007,349)</b>	(20,696,044)
Net debt	<b>20,429,904</b>	24,717,383
Equity	<b>43,739,124</b>	45,351,006
Net debt to equity ratio	<b>46.7%</b>	54.5%

# Notes to Financial Statements

December 31, 2023

## 4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISK MANAGEMENT (Cont'd)

### (d) Capital risk management policies and objectives (Cont'd)

The Group's overall strategy remains unchanged from 2022. In addition, the Group also specifically monitors the financial ratios of its debt covenants stated in the agreements in respect of senior notes issued by its subsidiaries and borrowings with the financial institutions providing the facilities to the Group. As at the end of the reporting period, the Group is in compliance with externally imposed financial covenants requirements.

## 5 HOLDING COMPANY AND RELATED COMPANY TRANSACTIONS

The Company is a subsidiary of Yanlord Holdings Pte. Ltd., incorporated in the Republic of Singapore, which is also the Company's immediate and ultimate holding company. Related companies in these financial statements refer to members of the ultimate holding company's group of companies.

Transactions between the Company and its subsidiaries, which are related companies of the Company, have been eliminated on consolidation and are not disclosed in this note. The intercompany balances are unsecured, interest-free and repayable on demand unless otherwise stated.

## 6 OTHER RELATED PARTY TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances with related parties (including non-trade amounts due from/to associates, joint ventures, directors and other related parties) are unsecured, interest-free and repayable on demand unless otherwise stated.

During the year, the Group entered into the following transactions with related parties:

	GROUP	
	2023 RMB'000	2022 RMB'000
Sales of properties to a joint venture	-	9,174
Sales of properties to key management personnel and close members of their families	<b>1,961</b>	22,826
Waiver of interest income from an associate	<b>32,077</b>	-
Interest income from associates	<b>16,670</b>	46,065
Interest income from joint ventures	<b>36,597</b>	60,060
Other income from associates	<b>265,472</b>	135,250
Other income from joint ventures	<b>275,998</b>	328,580
Other income from a related party	<b>4,001</b>	3,486
Interest expense to joint ventures	<b>26,302</b>	29,222
Interest expense on senior notes to directors	<b>40,884</b>	32,390
Other expense to joint ventures	<b>1,422</b>	12,001

# Notes to Financial Statements

December 31, 2023

## 6 OTHER RELATED PARTY TRANSACTIONS (Cont'd)

As at December 31, 2023, the Group recognised right-of-use assets and corresponding liabilities in respect of leases of land and buildings for the office premises and staff accommodation from a director of the Company and a company in which a director of the Company has control over, amounting to RMB0.7 million and RMB0.6 million (2022 : RMB12 million and RMB11 million) respectively. The depreciation of the right-of-use assets and interest expenses associated with the lease liabilities recognised in the profit or loss are RMB11 million and RMB0.2 million (2022 : RMB10 million and RMB0.3 million) respectively. As at December 31, 2023, the Group has contracted with a joint venture for future minimum lease receipts of RMB1.101 billion (2022 : RMB1.198 billion). As at December 31, 2023, advance amounting to RMB7 million and RMB0.6 million (2022 : RMB7 million and RMB Nil) have been received from a joint venture in respect of the lease of properties and from an associate in respect of property management services respectively.

As at December 31, 2023, the directors of the Group have held a portion of senior notes amounting to US\$165 million (equivalent to RMB1.170 billion) (2022 : US\$103 million (equivalent to RMB715 million)).

As at December 31, 2022, the Group had recorded pre-sales of properties totaling RMB9 million to key management and close members of their families. As at December 31, 2022, advances amounting to RMB7 million had been received from key management and close members of their families in relation to the pre-sales of properties.

### **Compensation of directors and key management personnel**

The remuneration of directors and other members of key management during the year was as follows:

	GROUP	
	2023 RMB'000	2022 RMB'000
Short-term benefits	<b>41,135</b>	70,109
Post-employment benefits	<b>1,967</b>	2,207
	<b>43,102</b>	72,316



# Notes to Financial Statements

December 31, 2023

## 7 PROPERTY, PLANT AND EQUIPMENT

	Freehold/ Long leasehold land and buildings RMB'000	Leasehold land and buildings RMB'000	Motor vehicles RMB'000	Furniture, fixtures and equipment RMB'000	Plant and machinery RMB'000	Construction- in-progress RMB'000	Total RMB'000
<b>GROUP</b>							
Cost:							
At January 1, 2022	182,049	3,626,686	73,235	366,780	248,815	-	4,497,565
Additions	7,407	62,561	1,759	39,447	60,842	364	172,380
Transfer from completed properties for sales	-	49,456	-	-	842	-	50,298
Transfer from investment properties	-	34,446	-	-	-	-	34,446
Acquisition of subsidiaries	-	20,008	1,152	881	-	-	22,041
Disposals	(6,906)	(126,203)	(9,457)	(66,522)	(12,975)	-	(222,063)
Reclassification	355	-	49	5	(409)	-	-
Exchange difference	14,770	7,455	(475)	3,577	(11,377)	-	13,950
At December 31, 2022	197,675	3,674,409	66,263	344,168	285,738	364	4,568,617
Additions	7,268	29,607	523	22,161	34,680	-	94,239
Transfer from completed properties for sales	-	124,620	-	-	-	-	124,620
Disposals	(22,918)	(10,972)	(10,938)	(30,198)	(48,375)	(364)	(123,765)
Disposal of a subsidiary	-	-	(286)	(574)	-	-	(860)
Exchange difference	3,294	(854)	(649)	2,030	3,250	-	7,071
At December 31, 2023	185,319	3,816,810	54,913	337,587	275,293	-	4,669,922
Accumulated depreciation:							
At January 1, 2022	13,030	551,265	56,806	234,272	38,985	-	894,358
Depreciation for the year	5,170	150,367	7,001	40,534	36,838	-	239,910
Eliminated on disposals	(5,953)	(47,781)	(8,319)	(59,292)	(12,615)	-	(133,960)
Exchange difference	5,073	(490)	(4,080)	(83)	(11,356)	-	(10,936)
At December 31, 2022	17,320	653,361	51,408	215,431	51,852	-	989,372
Depreciation for the year	4,693	135,001	4,324	38,090	41,216	-	223,324
Eliminated on disposals	(19,749)	(10,669)	(10,113)	(29,330)	(48,291)	-	(118,152)
Disposal of a subsidiary	-	-	(286)	(498)	-	-	(784)
Exchange difference	(1,707)	(1,613)	(658)	(168)	(1,990)	-	(6,136)
At December 31, 2023	557	776,080	44,675	223,525	42,787	-	1,087,624
Carrying amount:							
At December 31, 2023	184,762	3,040,730	10,238	114,062	232,506	-	3,582,298
At December 31, 2022	180,355	3,021,048	14,855	128,737	233,886	364	3,579,245

In 2023, depreciation for the year includes an amount of RMB0.3 million (2022 : RMB2 million) capitalised in the Group's properties for development and properties under development for sale. The carrying amounts of freehold land and buildings, leasehold land and buildings and plant and machinery pledged to banks and other lenders to secure bank and other borrowings are disclosed in Note 21.

# Notes to Financial Statements

December 31, 2023

## 8 INVESTMENT PROPERTIES

	GROUP	
	2023 RMB'000	2022 RMB'000
At fair value:		
Balance as at beginning of year	<b>31,236,480</b>	30,482,077
Additions	<b>1,737,734</b>	598,129
Change in fair value	<b>(532,730)</b>	(170,996)
Transfer to properties, plant and equipment	-	(34,446)
Transfer to properties under development for sale	-	(1,503,000)
Transfer from completed properties for sale	<b>2,719,183</b>	902,543
Exchange difference	<b>438,439</b>	962,173
Balance as at end of year	<b>35,599,106</b>	31,236,480

The fair value of investment properties have been determined on the basis of valuations carried out at the respective year end dates by independent property valuers having recognised professional qualification and recent experience in the location and category of the properties being valued, and not related to the Group.

The fair value was determined based on the direct comparison approach that reflects recent transaction prices or current asking prices for similar properties, the income capitalisation approach where the market rentals of all lettable units of the properties are assessed by reference to the rentals achieved in the lettable units as well as other lettings of similar properties in the neighbourhood and the residual approach whereby the fair value is determined by taking into consideration the projected total development value, costs incurred, expected cost to completion and developer's profit. The capitalisation rate adopted is made by reference to the yield rates observed by the valuers for similar properties in the locality and adjusted based on the valuers' knowledge of the factors specific to the respective properties. In estimating the fair value of the properties, the highest and best use of the properties is their current use. There has been no change to the valuation technique during the year.

The Group's investment properties as at the end of the reporting period were under Level 3 fair value hierarchy. There were no transfers into or out of Level 3 during the reporting period.

# Notes to Financial Statements

December 31, 2023

## 8 INVESTMENT PROPERTIES (Cont'd)

The following table shows the significant unobservable inputs used in the valuation model:

Description	Fair value as at December 31 RMB'000	Valuation technique(s)	Significant unobservable input(s)	Range	
<b>2023</b>					
Completed investment properties	34,146,435 <sup>(1)</sup>	Direct comparison approach	price per square metre <sup>(2)</sup>	RMB8,689 – RMB239,680	
			Income capitalisation approach	market rent per square metre per month <sup>(2)</sup>	RMB23 – RMB451
				capitalisation rate <sup>(3)</sup>	2.8% – 7.3%
Car parking spaces	1,452,671	Direct comparison approach	price per car park unit <sup>(2)</sup>	RMB110,500 – RMB337,000	
	<u>35,599,106</u>				
<b>2022</b>					
Completed investment properties	25,691,960 <sup>(1)</sup>	Direct comparison approach	price per square metre <sup>(2)</sup>	RMB8,689 – RMB202,703	
			Income capitalisation approach	market rent per square metre per month <sup>(2)</sup>	RMB23 – RMB435
				capitalisation rate <sup>(3)</sup>	2.8% – 7.5%
Car parking spaces	1,504,520	Direct comparison approach	price per car park unit <sup>(2)</sup>	RMB118,000 – RMB347,997	
Investment properties under construction	4,040,000	Residual approach	price per square metre <sup>(2)</sup>	RMB39,737	
			market rent per square metre per month <sup>(2)</sup>	RMB92	
			capitalisation rate <sup>(3)</sup>	4.5%	
			price per car park unit <sup>(2)</sup>	RMB173,000	
	<u>31,236,480</u>				

<sup>(1)</sup> Some of the properties were based on either the Direct Comparison Approach (“DCA”), or the Income Capitalisation Approach (“ICA”), and the other properties were based on the combined approach of DCA and ICA.

<sup>(2)</sup> Any significant isolated increases (decreases) in these inputs would result in a significantly higher (lower) fair value measurement.

<sup>(3)</sup> Any significant isolated increases (decreases) in these inputs would result in a significantly lower (higher) fair value measurement.

# Notes to Financial Statements

December 31, 2023

## 8 INVESTMENT PROPERTIES (Cont'd)

The carrying amounts of investment properties pledged to banks and other lenders to secure the bank and other borrowings granted to the Group are disclosed in Note 21.

The rental income earned by the Group from its investment properties amounted to RMB1.136 billion (2022 : RMB953 million). Direct operating expenses arising on the investment properties in the year amounted to RMB31 million (2022 : RMB27 million).

## 9 PROPERTIES FOR DEVELOPMENT/COMPLETED PROPERTIES FOR SALE/PROPERTIES UNDER DEVELOPMENT FOR SALE

	GROUP	
	2023 RMB'000	2022 RMB'000
At cost:		
Properties for development (Non-current assets)	<b>1,684,362</b>	2,257,548
Completed properties for sale (Current assets)	<b>12,324,425</b>	10,709,085
Properties under development for sale (Current assets)	<b>46,456,204</b>	72,521,540
	<b>60,464,991</b>	85,488,173

Properties for development, completed properties for sale and properties under development for sale are located in the PRC, Singapore and Malaysia.

As at December 31, 2023, the balance of provision for write-down of completed properties for sale and properties under development for sale amounted to RMB1.460 billion (2022 : RMB9 million). The write-down of these properties recognised in profit or loss for the current reporting period amounted to RMB1.453 billion (2022 : RMB9 million).

Up to the end of the reporting period, total interest capitalised is as follows:

	GROUP	
	2023 RMB'000	2022 RMB'000
Properties for development	<b>309,220</b>	309,089
Completed properties for sale	<b>833,017</b>	663,987
Properties under development for sale	<b>3,756,777</b>	7,751,988

The carrying amounts of properties pledged to banks and other lenders to secure bank and other borrowings granted to the Group are disclosed in Note 21.

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES

	COMPANY	
	2023 RMB'000	2022 RMB'000
Unquoted equity shares, at cost	<b>21,371,761</b>	20,600,307

Details of the Company's significant subsidiaries are as follows:

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023	2022	
		%	%	

### Held by the Company

Yanlord Commercial Property Investments Pte. Ltd. <sup>(a)</sup> 仁恒商业地产投资有限公司	Singapore	<b>100</b>	100	Investment holding
Yanlord Land Pte. Ltd. <sup>(a)</sup> 仁恒置地有限公司	Singapore	<b>100</b>	100	Investment holding
Yanlord Land (HK) Co., Limited <sup>(a)</sup> 仁恒地产(香港)有限公司	Hong Kong	<b>100</b>	100	Management services

### Held by Yanlord Commercial Property Investments Pte. Ltd. and its subsidiaries

McAlister and Company, Limited <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding and provision of management services
O'Connor's Holdings Pte Ltd <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
O'Connor's Singapore Pte Ltd <sup>(a)</sup>	Singapore	<b>99</b>	99	System integrator and value-added reseller of security, telecommunication, scientific and medical systems
O'Connor's Technology Pte. Ltd. <sup>(4)(a)</sup>	Singapore	-	99	Dissolved
Puffersoft Labs Pte. Ltd. <sup>(a)</sup>	Singapore	<b>80</b>	80	Dormant
Shenyang Summer Palace Pte. Ltd. <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
Speedling Investment Pte Ltd <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
UE Centennial Venture Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Commercial Property Investments Pte. Ltd. and its subsidiaries (Cont'd)				
UE Dairy Farm Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing
UE Development (Alexandra) Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing
UE Development (Anson) Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing
UE Development (Bendemeer) Pte. Ltd. <sup>(4)(a)</sup>	Singapore	-	100	Dissolved
UE One-North Developments Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing
UE Park Avenue (China) Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding
UE Park Avenue International Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Hotel management services
UE Support Services Pte Ltd <sup>(a)</sup>	Singapore	<b>100</b>	100	Management services
UE Trade Corporation Pte Ltd <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding
UE UMC Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding
UE Ville Developments Pte Ltd <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing
UED Alpha Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing
United Engineers Developments Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Property development and leasing and property facilities management
United Engineers Limited <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding
United WBL Technology Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Commercial Property Investments Pte. Ltd. and its subsidiaries (Cont'd)				
WBL Corporation Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding and provision of management services to related companies
WBL Properties (Private) Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
WBL Services (Private) Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Provision of management and financial services to related companies
WBL Properties (China) (Private) Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding and provision of management services to related companies
WBL Engineering & Distribution Pte. Ltd. <sup>(a)</sup>	Singapore	<b>99</b>	99	Supply and installation of building materials, industrial laundry and automotive parts and equipment
WBL Hollingsworth Singapore Pte. Ltd. <sup>(a)</sup>	Singapore	<b>80</b>	80	Investment holding
WBL International (1994) Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
WBL Precision (Private) Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
WBL Technology (Private) Limited <sup>(a)</sup>	Singapore	<b>99</b>	99	Investment holding
Yanlord Investment (Singapore) Pte. Ltd. <sup>(a)</sup> 仁恒投资(新加坡)有限公司	Singapore	<b>100</b>	100	Investment holding
Yanlord Singapore Office Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding
Yanlord Singapore Retail Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Commercial Property Investments Pte. Ltd. and its subsidiaries (Cont'd)				
Far East Motors Malaysia Sendirian Berhad <sup>(c)</sup>	Malaysia	<b>99</b>	99	Dormant
Kumpulan O'Connor's (Malaysia) Sdn. Bhd. <sup>(c)</sup>	Malaysia	<b>99</b>	99	Investment holding
O'Connor's Engineering Sdn. Bhd. <sup>(c)</sup>	Malaysia	<b>99</b>	99	Supply, delivery, testing and commissioning of telecommunication, stage rigging system, audio-visual, studio projection and lighting equipment, data communication, card access and security systems, and after-sales service
O'Connor's Technologies Sdn. Bhd. <sup>(c)</sup>	Malaysia	<b>99</b>	99	Supply, delivery, testing and commissioning of telecommunication equipment and after-sales service
Peninsular Smart Sdn. Bhd. <sup>(a)</sup>	Malaysia	<b>100</b>	100	Property owner and property developer
UED Developments (M) Sdn. Bhd. <sup>(a)</sup>	Malaysia	<b>100</b>	100	Civil, electrical, mechanical engineers and contractors
WPSY (Malaysia) Sdn. Bhd. <sup>(c)</sup>	Malaysia	<b>99</b>	99	Diecasting and precision engineering
UE Myanmar Limited <sup>(a)</sup>	Myanmar	<b>100</b>	100	Dormant
UE Trade Corporation (India) Private Limited <sup>(a)</sup>	India	<b>100</b>	100	Dormant
WBL (Hong Kong) Limited <sup>(a)</sup>	Hong Kong	<b>99</b>	99	Investment holding
Chengdu Huaxin International Realty Co., Ltd. <sup>(c)</sup>	PRC	<b>99</b>	99	Property development
Chengdu WBL UEST New Tech Co., Ltd. <sup>(a)</sup>	PRC	<b>84</b>	84	Production of bio-electronic products



# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Commercial Property Investments Pte. Ltd. and its subsidiaries (Cont'd)				
Kunming Speedling Co., Ltd. <sup>(a)</sup>	PRC	<b>89</b>	89	Under liquidation
Shanghai WBL Enterprise Management Co., Ltd. <sup>(4)(a)</sup>	PRC	-	99	Dissolved
Shenyang Huaxin International City Development Co., Ltd. <sup>(a)</sup>	PRC	<b>99</b>	99	Property development
Shenyang Huaxin International Realty Co., Ltd. <sup>(a)</sup>	PRC	<b>99</b>	99	Property development
Shenyang Summer Palace Property Development Co., Ltd. <sup>(b)</sup>	PRC	<b>99</b>	99	Property development
Shenzhen Technology Development Corporation <sup>(a)</sup>	PRC	<b>60</b>	60	Dormant
Shenzhen Weko Biotechnology Limited <sup>(a)</sup>	PRC	<b>89</b>	89	Dormant
UE Park Avenue (Shanghai) Hotel Management Co., Ltd. <sup>(a)</sup>	PRC	<b>100</b>	100	Hotel and serviced apartment management
UE (Shanghai) Enterprise Management Co., Ltd. <sup>(a)</sup>	PRC	<b>100</b>	100	Business management
WCSY Ltd <sup>(a)</sup>	PRC	<b>99</b>	99	Manufacture of electronic components
Wearnes Electronics Shenyang Ltd. <sup>(a)</sup>	PRC	<b>81</b>	81	Dormant
WPSY Ltd. <sup>(a)</sup>	PRC	<b>99</b>	99	Diecasting and precision engineering
WBL Technology (Shenyang) Ltd. <sup>(a)</sup>	PRC	<b>79</b>	79	Property investment
Yuan-Wearnes Technology (Changsha) Limited <sup>(a)</sup>	PRC	<b>55</b>	55	Dormant
Pacific Silica Pty Ltd <sup>(c)</sup>	Australia	<b>73</b>	73	Mineral sand mining

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
<u>Held by Yanlord Commercial Property Investments Pte. Ltd. and its subsidiaries (Cont'd)</u>				
Cambion Electronics Limited <sup>(a)</sup>	United Kingdom	<b>99</b>	99	Manufacture of electronic connectors
Speedling, Incorporated <sup>(a)</sup>	United States of America	<b>99</b>	99	Transplant technology provider and production of seedlings
WBL (USA) Inc. <sup>(a)</sup>	United States of America	<b>99</b>	99	Investment holding
<u>Held by Yanlord Land Pte. Ltd. and its subsidiaries</u>				
Palovale Pte Ltd <sup>(a)</sup> 柏龙威有限公司	Singapore	<b>67</b>	67	Investment holding
Yanlord Eco Island Investments Pte. Ltd. <sup>(a)</sup> 仁恒生态岛投资有限公司	Singapore	<b>51</b>	51	Investment holding
Yanlord Property Pte. Ltd. <sup>(a)</sup> 仁恒地产有限公司	Singapore	<b>100</b>	100	Investment holding
Yanlord Real Estate Pte. Ltd. <sup>(a)</sup> 仁恒置业发展有限公司	Singapore	<b>95</b>	95	Investment holding
Yanlord Singapore Residential Pte. Ltd. <sup>(a)</sup>	Singapore	<b>100</b>	100	Investment holding
East Hero Investment Limited <sup>(a)</sup> 东亨投资有限公司	Hong Kong	<b>100</b>	100	Investment holding
Flourish Fair Limited <sup>(a)</sup> 茂艺有限公司	Hong Kong	<b>80</b>	80	Investment holding
Right Star Worldwide Co., Limited <sup>(2)(a)</sup> 正星环球有限公司	Hong Kong	<b>100</b>	-	Investment holding
Successful Global Consultancy Co., Limited <sup>(a)</sup> 成顺环球咨询有限公司	Hong Kong	<b>100</b>	100	Management services
Greens Investments Limited <sup>(5)(a)</sup> 绿色投资有限公司	British Virgin Islands	-	100	Disposed

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Chengdu Chuangyi Youju Housing Rental Co., Ltd. <sup>(b)</sup> 成都创艺优居住房租赁有限公司	PRC	100	100	Property leasing and car park services
Chongzhou Yanlord Land Co., Ltd. <sup>(b)</sup> 崇州仁恒置地有限公司	PRC	80	80	Property development
Chengdu Everrising Asset Management Co., Ltd. <sup>(b)</sup> 成都市恒业东升资产经营管理 有限公司	PRC	100	100	Property development and investment
Chengdu Hengyi Life Service Co., Ltd. <sup>(b)</sup> 成都恒邑生活服务有限公司	PRC	100	100	Accommodation, food and beverage
Chengdu Renjing Real Estate Co., Ltd. <sup>(4)(b)</sup> 成都仁璟置业有限公司	PRC	-	100	Dissolved
Chengdu Yanlord Investment Management Co., Ltd. <sup>(b)</sup> 成都仁恒投资管理有限公司	PRC	100	100	Management services and investment
Chengdu Yanlord Property Management Co., Ltd. <sup>(b)</sup> 成都仁恒物业管理有限公司	PRC	100	100	Property management
Xinfu Trade (Chengdu) Co., Ltd. <sup>(b)</sup> 信富商贸(成都)有限公司	PRC	100	100	Investment holding
Yanlord Hotel Management (Chengdu) Co., Ltd. <sup>(b)</sup> 仁恒酒店管理(成都)有限公司	PRC	100	100	Hotel and serviced apartment management
Yanlord Land (Chengdu) Co., Ltd. <sup>(b)</sup> 仁恒置地(成都)有限公司	PRC	100	100	Property development
Yanlord Real Estate (Chengdu) Co., Ltd. <sup>(b)</sup> 仁恒置业(成都)有限公司	PRC	70	70	Property development and management

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023	2022	
		%	%	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Dongguan Herong Boyuan Property Development Co., Ltd. <sup>(b)</sup> 东莞市和融博源房地产开发有限公司	PRC	<b>60</b>	60	Property development and management
Dongguan Jiayi Industrial Investment Co., Ltd. <sup>(b)</sup> 东莞市嘉济实业投资有限公司	PRC	<b>60</b>	60	Investment holding
Dongguan Renyuan Tianchen Real Estate Co., Ltd. <sup>(4)(b)</sup> 东莞市仁远天宸置业有限公司	PRC	-	100	Dissolved
Guiyang Yanlord Property Management Co., Ltd. <sup>(5)(b)</sup> 贵阳仁恒物业管理有限公司	PRC	-	100	Disposed
Guangzhou Renyuan Tianchen Real Estate Co., Ltd. <sup>(b)</sup> 广州市仁远天宸置业有限公司	PRC	<b>100</b>	100	Property management
Hainan Jinzhonghong Industrial Development Co., Ltd. <sup>(b)</sup> 海南金中鸿实业发展有限公司	PRC	<b>51</b>	51	Property development
Haikou Yanlord Meishi Real Estate Co., Ltd. <sup>(1)(b)</sup> 海口仁恒美视置业有限公司	PRC	<b>50</b>	50	Property development
Haikou Yanlord Property Co., Ltd. <sup>(b)</sup> 海口仁恒房地产有限公司	PRC	<b>70</b>	70	Property development
Hainan Yanlord Property Service Co., Ltd. <sup>(b)</sup> 海南仁恒物业服务有限公司	PRC	<b>100</b>	100	Property management
Hainan Yanlord Luqiao Investment Co., Ltd. <sup>(b)</sup> 海南仁恒陆侨投资有限公司	PRC	<b>51</b>	51	Property development
Yanlord Land (Hainan) Co., Ltd. <sup>(b)</sup> 仁恒置地(海南)有限公司	PRC	<b>100</b>	100	Investment holding

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Yanlord (Hainan) Investment Co., Ltd. <sup>(b)</sup> 仁恒(海南)投资有限公司	PRC	100	100	Property development
Hangzhou Kesheng Property Development Co., Ltd. <sup>(1)(b)</sup> 杭州科昇房地产开发有限公司	PRC	30	30	Property development and management
Hangzhou Kerui Management Co. Ltd. <sup>(1)(b)</sup> 杭州科睿文化科技有限公司	PRC	30	30	Assorted business services
Hangzhou Renan Property Co., Ltd. <sup>(b)</sup> 杭州仁安房地产有限公司	PRC	100	100	Property development
Hangzhou Renxiang Property Development Co., Ltd. <sup>(b)</sup> 杭州仁祥房地产开发有限公司	PRC	51	51	Property development and management
Hangzhou Renyuan Property Development Co., Ltd. <sup>(b)</sup> 杭州仁远房地产开发有限公司	PRC	51	51	Property development
Jinan Gusheng Fitness Services Co., Ltd. <sup>(b)</sup> 济南固盛健身服务有限公司	PRC	100	100	Fitness services
Jinan Yanlord Property Services Co., Ltd. <sup>(b)</sup> 济南仁恒物业服务服务有限公司	PRC	100	100	Property management
Jinan Yanlord Real Estate Co., Ltd. <sup>(b)</sup> 济南仁恒置业有限公司	PRC	100	100	Investment holding
Jinan Rentai Real Estate Co., Ltd. <sup>(4)(b)</sup> 济南仁泰置业有限公司	PRC	-	100	Dissolved
Shandong Jigao Yanlord Property Service Co., Ltd. <sup>(b)</sup> 山东济高仁恒物业服务服务有限公司	PRC	100	100	Property management

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Nanjing Daji Real Estate Development Co., Ltd. <sup>(b)</sup> 南京大吉房地产开发有限公司	PRC	51	51	Property development
Nanjing Gusheng Fitness Services Co., Ltd. <sup>(b)</sup> 南京固盛健身服务有限公司	PRC	100	100	Fitness services
Nanjing Hengzhijian Construction Engineering Co., Ltd. <sup>(b)</sup> 南京恒知建建筑工程有限公司	PRC	100	100	Construction engineering
Nanjing Yanlord Jiangdao Real Estate Co., Ltd. <sup>(b)</sup> 南京仁恒江岛置业有限公司	PRC	51	51	Property development
Nanjing Yanlord Ningxin Enterprise Management Co., Ltd. <sup>(4)(b)</sup> 南京仁恒宁新企业管理有限公司	PRC	-	100	Dissolved
Nanjing Yanlord Ningxin Real Estate Co., Ltd. <sup>(4)(b)</sup> 南京仁恒宁新置业有限公司	PRC	-	100	Dissolved
Nanjing Renan Property Development Co., Ltd. <sup>(b)</sup> 南京仁安房地产开发有限公司	PRC	51	51	Property development
Nanjing Renbei Property Development Co., Ltd. <sup>(b)</sup> 南京仁北房地产开发有限公司	PRC	70	70	Property development
Nanjing Renben Enterprise Management Co., Ltd. <sup>(b)</sup> 南京仁本企业管理有限公司	PRC	100	100	Business consultancy
Nanjing Renxing Enterprise Management Co., Ltd. <sup>(b)</sup> 南京仁兴企业管理有限公司	PRC	100	100	Business management
Nanjing Renxing Property Service Co., Ltd. <sup>(2)(b)</sup> 南京仁星物业服务有限公司	PRC	60	-	Property management

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Nanjing Renyuan Investment Co., Ltd. <sup>(b)</sup> 南京仁远投资有限公司	PRC	<b>100</b>	100	Management services and investment
Nanjing Yanlord Trade Service Co., Ltd. <sup>(b)</sup> 南京仁恒商贸服务有限公司	PRC	<b>100</b>	100	E-commerce and residential daily services
Nanjing Xinghuiheng Enterprise Management Co., Ltd. <sup>(3)(b)</sup> 南京星绘恒企业管理有限公司	PRC	<b>5</b>	60	Business management
Nanjing Xingrenli Property Development Co., Ltd. <sup>(1)(3)(b)</sup> 南京星仁力房地产开发有限公司	PRC	<b>5</b>	60	Property development
Nanjing Yanlord Commercial Management Co., Ltd. <sup>(b)</sup> 南京仁恒商业管理有限公司	PRC	<b>100</b>	100	Property development and investment
Nanjing Yanlord Construction Management Co., Ltd. <sup>(b)</sup> 南京仁恒建设管理有限公司	PRC	<b>100</b>	100	Project management
Nanjing Yanlord Enterprise Management Co., Ltd. <sup>(b)</sup> 南京仁恒企业管理有限公司	PRC	<b>100</b>	100	Investment holding
Nanjing Yanlord Hotel Management Co., Ltd. <sup>(b)</sup> 南京仁恒酒店管理有限公司	PRC	<b>100</b>	100	Leasing related business
Nanjing Yanlord Information Technology Co., Ltd. <sup>(b)</sup> 南京仁恒信息技术有限公司	PRC	<b>100</b>	100	Information technology
Nanjing Yanlord Jiangzhou Property Development Co., Ltd. <sup>(b)</sup> 南京仁恒江洲房地产开发有限公司	PRC	<b>100</b>	100	Property development and management
Nanjing Yanlord Property Brokerage Co., Ltd. <sup>(b)</sup> 南京仁恒房地产经纪有限公司	PRC	<b>100</b>	100	Property brokerage

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Nanjing Yanlord Property Management Co., Ltd. <sup>(b)</sup> 南京仁恒物业管理有限公司	PRC	<b>100</b>	100	Property management
Nanjing Yanlord Real Estate Co., Ltd. <sup>(b)</sup> 南京仁恒置业有限公司	PRC	<b>100</b>	100	Property development
Nanjing Yu Dian Landscape Development Co., Ltd. <sup>(b)</sup> 南京御典园林发展有限公司	PRC	<b>80</b>	80	Landscaping and gardening
Nanjing Yiyan Real Estate Co., Ltd. <sup>(1)(b)</sup> 南京颐燕置业有限公司	PRC	<b>50</b>	50	Property development
Yanlord Cultural Tourism Development Co., Ltd. <sup>(b)</sup> 仁恒文旅发展有限公司	PRC	<b>100</b>	100	Tourism investment and asset management
Nantong Yanlord Intelligent Construction Hi-Tech Co., Ltd. <sup>(b)</sup> 南通仁恒智慧建筑科技有限公司	PRC	<b>100</b>	100	Construction engineering
Nantong Hechuang Real Estate Co., Ltd. <sup>(1)(b)</sup> 南通禾创置业有限公司	PRC	<b>31</b>	31	Property development
Nantong Renjia Real Estate Development Co., Ltd. <sup>(b)</sup> 南通仁嘉房地产开发有限公司	PRC	<b>100</b>	100	Property development
Nantong Renyi Real Estate Development Co., Ltd. <sup>(b)</sup> 南通仁亿房地产开发有限公司	PRC	<b>100</b>	100	Property development
Yanlord Land (Nantong) Co., Ltd. <sup>(b)</sup> 仁恒置地(南通)有限公司	PRC	<b>60</b>	60	Property development
Shenyang Rensheng Enterprise Management Co., Ltd. <sup>(4)(b)</sup> 沈阳仁盛企业管理有限公司	PRC	-	100	Dissolved



# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Yanlord (Shenyang) Enterprise Management Co., Ltd. <sup>(4)(b)</sup> 仁恒(沈阳)企业管理有限公司	PRC	-	100	Dissolved
Shenzhen Yanlord Industrial Operation Management Co., Ltd. <sup>(6)(b)</sup> 深圳市仁恒产业运营管理有限公司	PRC	100	100	Dormant
Shenzhen Dreamgallery Cinema Management Co., Ltd. <sup>(b)</sup> 深圳梦影廊电影院管理有限公司	PRC	70	70	Cinema operation
Shenzhen Dongguan Shengtai Investment Co., Ltd. <sup>(b)</sup> 深圳市东关盛泰投资有限公司	PRC	100	95	Property development
Shenzhen Hengming Commercial Co., Ltd. <sup>(b)</sup> 深圳市恒明商业有限公司	PRC	100	100	Property development
Shenzhen Huarong Innovation Investment Co., Ltd. <sup>(b)</sup> 深圳市华融创新投资股份有限公司	PRC	100	100	Property development
Shenzhen Long Wei Xin Investment Co., Ltd. <sup>(b)</sup> 深圳市龙威信投资实业有限公司	PRC	95	95	Property development
Shenzhen Yanlord City Re-development Co., Ltd. <sup>(b)</sup> 深圳市仁恒城市更新发展有限公司	PRC	100	100	City redevelopment
Shenzhen Yanlord Commercial Management Co., Ltd. <sup>(b)</sup> 深圳市仁恒商业管理有限公司	PRC	100	100	Management services
Shenzhen Yanlord Home Coffee Co., Ltd. <sup>(b)</sup> 深圳市仁恒家咖啡有限公司	PRC	100	100	Food and beverage services
Shenzhen Yanlord Property Management Co., Ltd. <sup>(b)</sup> 深圳市仁恒物业管理有限公司	PRC	100	100	Property management

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Xingheng (Shenzhen) Investment Management Co., Ltd. <sup>(b)</sup> 兴恒(深圳)投资实业有限公司	PRC	<b>70</b>	70	Investment holding
Yanlord Land (Shenzhen) Co., Ltd. <sup>(b)</sup> 仁恒置地(深圳)有限公司	PRC	<b>100</b>	100	Property development and management
Yanlord (Shenzhen) Hotel Management Co., Ltd. <sup>(b)</sup> 仁恒(深圳)酒店管理有限公司	PRC	<b>100</b>	100	Hotel management
Yanlord (Shenzhen) Investment Management Co., Ltd. <sup>(b)</sup> 仁恒(深圳)投资实业有限公司	PRC	<b>100</b>	100	Investment holding
Shanghai Chaoyong Industrial Development Co., Ltd. <sup>(2)(b)</sup> 上海潮咏实业发展有限公司	PRC	<b>100</b>	-	Construction related business
Shanghai Dongheng Industrial Development Co., Ltd. <sup>(b)</sup> 上海东衡实业发展有限公司	PRC	<b>100</b>	100	Construction related business
Shanghai Fengrui Trading Co., Ltd. <sup>(b)</sup> 上海奉睿商贸有限公司	PRC	<b>100</b>	100	Trading of building materials and hardware
Shanghai Gusheng Construction Intelligent Engineering Co., Ltd. <sup>(b)</sup> 上海固盛建筑智能化工程有限公司	PRC	<b>100</b>	100	Construction engineering
Shanghai Qiaopu Property Development Co., Ltd. <sup>(b)</sup> 上海乔浦房地产开发有限公司	PRC	<b>51</b>	51	Property development
Shanghai Quanyu Industrial Development Co., Ltd. <sup>(2)(b)</sup> 上海全喻实业发展有限公司	PRC	<b>100</b>	-	Trading of building materials and hardware
Shanghai Renan Property Development Co., Ltd. <sup>(b)</sup> 上海仁安房地产开发有限公司	PRC	<b>100</b>	100	Property development

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## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Shanghai Renhang Real Estate Co., Ltd. <sup>(b)</sup> 上海仁杭置业有限公司	PRC	<b>100</b>	100	Property development and management
Shanghai Renjing Real Estate Co., Ltd. <sup>(b)</sup> 上海仁靖置业有限公司	PRC	<b>100</b>	100	Property development
Shanghai Renlan Industrial Co., Ltd. <sup>(b)</sup> 上海仁澜实业有限公司	PRC	<b>100</b>	100	Property development
Shanghai Renlan Real Estate Co., Ltd. <sup>(b)</sup> 上海仁澜置业有限公司	PRC	<b>67</b>	100	Property management
Shanghai Renpin Property Development Co., Ltd. <sup>(1)(b)</sup> 上海仁品房地产开发有限公司	PRC	<b>50</b>	50	Property development and management
Shanghai Renpu Real Estate Co., Ltd. <sup>(b)</sup> 上海仁浦置业有限公司	PRC	<b>100</b>	100	Property management
Shanghai Renrui Real Estate Co., Ltd. <sup>(b)</sup> 上海仁睿置业有限公司	PRC	<b>100</b>	100	Property development and management
Shanghai Rensheng Real Estate Co., Ltd. <sup>(b)</sup> 上海仁晟置业有限公司	PRC	<b>100</b>	100	Property development and management
Shanghai Renzhu Real Estate Co., Ltd. <sup>(b)</sup> 上海仁竺置业有限公司	PRC	<b>100</b>	100	Property management
Shanghai Yanlord Education Training Co., Ltd. <sup>(b)</sup> 上海仁恒教育培训有限公司	PRC	<b>100</b>	100	Education and training
Shanghai Yanlord Elevator Co., Ltd. <sup>(b)</sup> 上海仁恒电梯有限公司	PRC	<b>100</b>	100	Sale, installation, repair and maintenance of elevators

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Shanghai Yanlord Entertainment Development Co., Ltd. <sup>(4)(b)</sup> 上海仁恒演艺发展有限公司	PRC	-	100	Dissolved
Shanghai Yanlord Hongqiao Property Co., Ltd. <sup>(b)</sup> 上海仁恒虹桥房地产有限公司	PRC	60	60	Property development and management
Shanghai Yanlord Industrial Development Co., Ltd. <sup>(b)</sup> 上海仁恒实业发展有限公司	PRC	100	100	Management services and investment
Shanghai Yanlord Investment Management Co., Ltd. <sup>(b)</sup> 上海仁恒投资管理有限公司	PRC	100	100	Management services and investment
Shanghai Yanlord Land Property Management Service Co., Ltd. <sup>(b)</sup> 上海仁恒置地物业服务管理有限公司	PRC	100	100	Property management
Shanghai Yanlord Property Brokerage Co., Ltd. <sup>(4)(b)</sup> 上海仁恒房地产经纪有限公司	PRC	-	100	Dissolved
Shanghai Yanlord Property Co., Ltd. <sup>(b)</sup> 上海仁恒房地产有限公司	PRC	67	67	Property development
Shanghai Yanlord Property Management Co., Ltd. <sup>(b)</sup> 上海仁恒物业管理有限公司	PRC	67	67	Property management
Shanghai Yanlord Real Estate Co., Ltd. <sup>(b)</sup> 上海仁恒置业发展有限公司	PRC	57	57	Property development
Shanghai Yanlord Senlan Real Estate Co., Ltd. <sup>(b)</sup> 上海仁恒森兰置业有限公司	PRC	100	100	Property development

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Shanghai Yanlord Xing Tang Real Estate Co., Ltd. <sup>(b)</sup> 上海仁恒兴唐置业有限公司	PRC	100	100	Property development and management
Shanghai Yanlord Yangpu Property Co., Ltd. <sup>(b)</sup> 上海仁恒杨浦房地产有限公司	PRC	100	100	Property development
Shanghai Yanlord Youjia Enterprise Development Co., Ltd. <sup>(b)</sup> 上海仁恒友家企业发展有限公司	PRC	100	100	Business management
Shanghai Youyou Dongdao Real Estate Co., Ltd. <sup>(1)(b)</sup> 上海由由东岛置业有限公司	PRC	50	50	Property development
Shanghai Zhongting Property Development Co., Ltd. <sup>(b)</sup> 上海中庭房地产开发有限公司	PRC	100	100	Property development
Yanlord (China) Investment Group Co., Ltd. <sup>(b)</sup> 仁恒(中国)投资集团有限公司	PRC	100	100	Management services and investment
Yanlord Commercial Management Co., Ltd. <sup>(b)</sup> 仁恒商业管理有限公司	PRC	100	100	Assorted business services
Yanlord Equity Investment Management (Shanghai) Co., Ltd. <sup>(b)</sup> 仁恒股权投资管理(上海)有限公司	PRC	100	100	Investment management
Yanlord Property Service Management (China) Co., Ltd. <sup>(b)</sup> 仁恒物业服务管理(中国)有限公司	PRC	100	100	Property and investment management
Sanya Yanlord Real Estate Co., Ltd. <sup>(b)</sup> 三亚仁恒置业有限公司	PRC	100	100	Property development and management
Sanya Yanlord Travel Service Co., Ltd. <sup>(b)</sup> 三亚仁恒旅行社有限公司	PRC	100	100	Tourism and travel services

# Notes to Financial Statements

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## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Changshu Future Land Yuexin Property Development Co., Ltd. <sup>(b)</sup> 常熟新城悦欣房地产开发有限公司	PRC	<b>85</b>	85	Property development
Suzhou Cangqiong Construction Engineering Co., Ltd. <sup>(b)</sup> 苏州苍穹建设工程有限公司	PRC	<b>100</b>	100	Construction engineering
Suzhou Future Agriworld Co., Ltd. <sup>(b)</sup> 苏州未来农林大世界有限公司	PRC	<b>83</b>	83	Agribusiness exhibition and trade emporium centre
Suzhou Gusheng Fitness Services Co., Ltd. <sup>(b)</sup> 苏州固盛健身服务有限公司	PRC	<b>100</b>	100	Fitness services
Suzhou Peninsula Yanlord Real Estate Co., Ltd. <sup>(b)</sup> 苏州星岛仁恒置业有限公司	PRC	<b>100</b>	100	Property development
Suzhou Renan Real Estate Co., Ltd. <sup>(1)(b)</sup> 苏州仁安置业有限公司	PRC	<b>30</b>	30	Property development
Suzhou Renchang Real Estate Development Co., Ltd. <sup>(4)(b)</sup> 苏州仁昌房地产开发有限公司	PRC	-	100	Dissolved
Suzhou Rendao Enterprise Management Co., Ltd. <sup>(b)</sup> 苏州市仁岛企业管理有限公司	PRC	<b>100</b>	100	Business consultancy
Suzhou Renhong Real Estate Development Co., Ltd. <sup>(4)(b)</sup> 苏州仁宏房地产开发有限公司	PRC	-	100	Dissolved
Suzhou Renjia Real Estate Co., Ltd. <sup>(b)</sup> 苏州仁嘉置业有限公司	PRC	<b>100</b>	100	Property development
Suzhou Rensheng Enterprise Management Co., Ltd. <sup>(b)</sup> 苏州仁盛企业管理有限公司	PRC	<b>100</b>	100	Business management and investment holding

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Suzhou Rentong Property Development Co., Ltd. <sup>(b)</sup> 苏州市仁通房地产开发有限公司	PRC	<b>60</b>	60	Property development
Suzhou Renxin Commercial Operation Co., Ltd. <sup>(b)</sup> 苏州仁信商业运营有限公司	PRC	<b>100</b>	100	Property development
Suzhou Renyuan Real Estate Co., Ltd. <sup>(b)</sup> 苏州仁远置业有限公司	PRC	<b>100</b>	100	Property development
Suzhou Renzhuo Real Estate Co., Ltd. <sup>(b)</sup> 苏州仁琢置业有限公司	PRC	<b>100</b>	100	Property development
Suzhou Yanlord Commercial Management Co., Ltd. <sup>(b)</sup> 苏州仁恒商业管理有限公司	PRC	<b>100</b>	100	Business management
Suzhou Yinghan Property Development Co., Ltd. <sup>(b)</sup> 苏州鹰汉房地产开发有限公司	PRC	<b>100</b>	100	Property development
Suzhou Zhonghui Property Development Co., Ltd. <sup>(b)</sup> 苏州中辉房地产开发有限公司	PRC	<b>100</b>	100	Property development
Yanlord Property Development (Suzhou) Co., Ltd. <sup>(b)</sup> 仁恒置业(苏州)有限公司	PRC	<b>100</b>	100	Property development and management
Yanlord Property (Suzhou) Co., Ltd. <sup>(b)</sup> 仁恒地产(苏州)有限公司	PRC	<b>100</b>	100	Property development
Taicang Renhua Property Development Co., Ltd. <sup>(b)</sup> 太仓仁铎房地产开发有限公司	PRC	<b>51</b>	51	Property development
Taicang Renlixin Science and Technology Development Co., Ltd. <sup>(b)</sup> 太仓仁力新科技发展有限公司	PRC	<b>60</b>	60	Property development

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Taicang Renzhuo Real Estate Co., Ltd. <sup>(b)</sup> 太仓市仁琢置业有限公司	PRC	100	100	Property development
Taicang Yanlord Science and Technology Development Co., Ltd. <sup>(b)</sup> 太仓仁恒科技发展有限公司	PRC	100	100	Property development
Tangshan Yanlord Property Management Co., Ltd. <sup>(b)</sup> 唐山仁恒物业服务有限公司	PRC	100	100	Property management
Tianjin Yanlord Beiyang Real Estate Co., Ltd. <sup>(b)</sup> 天津仁恒北洋置业有限公司	PRC	100	100	Property development and management
Tianjin Gusheng Fitness Services Co., Ltd. <sup>(b)</sup> 天津固盛健身服务有限公司	PRC	100	100	Leisure and fitness
Tianjin Yanlord Garden Co., Ltd. <sup>(4)(b)</sup> 天津艺苑园林有限公司	PRC	-	80	Dissolved
Tianjin Yanlord Haihe Development Co., Ltd. <sup>(b)</sup> 天津仁恒海河开发有限公司	PRC	80	80	Property development
Tianjin Yanlord Hehai Real Estate Co., Ltd. <sup>(b)</sup> 天津仁恒和海置业有限公司	PRC	100	60	Property development
Tianjin Yanlord Ho Bee Property Development Co., Ltd. <sup>(b)</sup> 天津仁恒和美房地产开发有限公司	PRC	51	51	Property development
Tianjin Yanlord Property Management Co., Ltd. <sup>(b)</sup> 天津仁恒物业服务有限公司	PRC	100	100	Property management
Tianjin Renmei Real Estate Co., Ltd. <sup>(b)</sup> 天津仁美置业有限公司	PRC	51	51	Property development



# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Yanlord Development (Tianjin) Co., Ltd. <sup>(b)</sup> 仁恒发展(天津)有限公司	PRC	100	100	Property development
Yanlord Hotel Management (Tianjin) Co., Ltd. <sup>(b)</sup> 仁恒酒店管理(天津)有限公司	PRC	100	100	Hotel and property management
Wuhan Rentai Real Estate Co., Ltd. <sup>(4)(b)</sup> 武汉仁泰置业有限公司	PRC	-	100	Dissolved
Wuhan Renyao Real Estate Co., Ltd. <sup>(4)(b)</sup> 武汉仁耀置业有限公司	PRC	-	100	Dissolved
Wuhan Tianxiang Real Estate Co., Ltd. <sup>(1)(b)</sup> 武汉天象置业有限公司	PRC	50	50	Property development
Wuhan Yanlord Zhuyeshan Real Estate Co., Ltd. <sup>(b)</sup> 武汉仁恒竹叶山置业有限公司	PRC	55	55	Property development
Yanlord Land (Wuhan) Co., Ltd. <sup>(b)</sup> 仁恒置地(武汉)有限公司	PRC	100	100	Property development
Jiangyin Rensheng Property Development Co., Ltd. <sup>(b)</sup> 江阴市仁盛房地产开发有限公司	PRC	51	51	Property development
Wuxi Hengyuanfa Real Estate Co., Ltd. <sup>(b)</sup> 无锡恒元发置业有限公司	PRC	51	51	Property development
Wuxi Renxin Real Estate Co., Ltd. <sup>(b)</sup> 无锡仁新置业有限公司	PRC	51	51	Property development
Renzhuo Property Development (Yancheng) Co., Ltd. <sup>(b)</sup> 仁琢地产开发(盐城)有限公司	PRC	100	100	Property development
Yancheng Real Estate Co., Ltd. <sup>(b)</sup> 盐城房投置业有限公司	PRC	51	51	Property development

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023 %	2022 %	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Yancheng Renlan Real Estate Co., Ltd. <sup>(b)</sup> 盐城仁澜置业有限公司	PRC	100	100	Property development
Yancheng Property Development Co., Ltd. <sup>(b)</sup> 盐城房投地产开发有限公司	PRC	51	51	Property development
Yanlord (Yancheng) Property Development Co., Ltd. <sup>(b)</sup> 仁恒(盐城)地产开发有限公司	PRC	100	100	Property development
Yangzhou Jiangzhou Hanyun Property Development Co., Ltd. <sup>(1)(b)</sup> 扬州江洲邗韵房地产开发有限公司	PRC	50	50	Property development
Yangzhou Yanlord Construction Management Co., Ltd. <sup>(b)</sup> 扬州仁恒建设管理有限公司	PRC	100	100	Construction engineering
Zhuhai Maokai Eco Hi-tech Co., Ltd. <sup>(b)</sup> 珠海茂凯生态科技有限公司	PRC	80	80	Landscaping and gardening
Zhuhai Renyuan Enterprise Management Co., Ltd. <sup>(b)</sup> 珠海仁远企业管理有限公司	PRC	100	100	Property development
Zhuhai Renyuan Investment Co., Ltd. <sup>(b)</sup> 珠海仁远投资有限公司	PRC	100	100	Management services and investment
Zhuhai Renyuan Land Co., Ltd. <sup>(b)</sup> 珠海市仁远置地有限公司	PRC	100	100	Property development
Zhuhai Renyuan Property Development Co., Ltd. <sup>(b)</sup> 珠海仁远房地产开发有限公司	PRC	100	100	City redevelopment
Zhuhai Renyuan Service Consultancy Co., Ltd. <sup>(b)</sup> 珠海仁远服务咨询有限公司	PRC	100	100	Property development

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Name of subsidiary	Place of incorporation (or residence)	Proportion of ownership interest and voting power held		Principal activities
		2023	2022	
		%	%	
Held by Yanlord Land Pte. Ltd. and its subsidiaries (Cont'd)				
Zhuhai Renyuan Real Estate Co., Ltd. <sup>(b)</sup> 珠海仁远置业有限公司	PRC	<b>100</b>	100	City redevelopment
Zhuhai Yanlord Heyou Land Co., Ltd. <sup>(b)</sup> 珠海仁恒和由置地有限公司	PRC	<b>57</b>	57	Property development and management
Zhuhai Yanlord Heyuan Land Co., Ltd. <sup>(b)</sup> 珠海仁恒和远置地有限公司	PRC	<b>60</b>	57	Property development
Zhuhai Yanlord Industrial Ltd. <sup>(b)</sup> 珠海仁恒实业有限公司	PRC	<b>95</b>	95	Property development
Zhuhai Yanlord Property Management Co., Ltd. <sup>(b)</sup> 珠海仁恒物业管理有限公司	PRC	<b>100</b>	100	Property management
Zhuhai Yanlord Real Estate Development Co., Ltd. <sup>(b)</sup> 珠海仁恒置业发展有限公司	PRC	<b>90</b>	90	Property development
Zhongsan Renyuan Investment Co., Ltd. <sup>(b)</sup> 中山仁远投资有限公司	PRC	<b>100</b>	100	Investment holding
Zhongsan Renyuan Real Estate Co., Ltd. <sup>(b)</sup> 中山仁远置业有限公司	PRC	<b>100</b>	100	Investment holding
Zhongsan Renyuan Property Development Co., Ltd. <sup>(b)</sup> 中山仁远房地产开发有限公司	PRC	<b>100</b>	100	Property development

<sup>(1)</sup> Although the Group does not effectively own more than 50% of the equity shares of these entities, it has sufficiently dominant voting right and power to direct the relevant activities of these entities and therefore the Group has unilateral control over these entities and hence regards these entities as subsidiaries.

<sup>(2)</sup> Incorporated during 2023.

<sup>(3)</sup> The Group disposed of 55% equity interests in Nanjing Xinghuiheng Enterprise Management Co., Ltd. ("Nanjing Xinghuiheng") and its 100%-owned subsidiary, Nanjing Xingrenli Property Development Co., Ltd. ("Nanjing Xingrenli") during 2023. The Group's effective interests in the capital of both Nanjing Xinghuiheng and Nanjing Xingrenli reduced from 60% to 5%. Following the transaction, Yanlord's representative in the board of directors of Nanjing Xinghuiheng reduced from three directors to one director out of five directors and the Group relinquished control over Nanjing Xinghuiheng. Accordingly, Nanjing Xinghuiheng ceased to be a subsidiary of the Group and is classified as 5%-owned associate (Note 34).

Pursuant to a cooperation agreement between the Group and the other shareholder of Nanjing Xinghuiheng, despite the Group held only 5% of legal ownership in Nanjing Xingrenli as mentioned above, but the proportion of the Group's ownership interest and voting power in the underlying residential development project undertaken by Nanjing Xingrenli is 100%. Under SFRS(I) 10, the underlying project is a deemed separate entity notwithstanding the 5% of legal ownership held by the Group. Accordingly, the management has considered the Group's effective interest and voting power on the underlying project to be 100% and classified Nanjing Xingrenli as subsidiary of the Group.

# Notes to Financial Statements

December 31, 2023

## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

<sup>(4)</sup> Dissolved during 2023.

<sup>(5)</sup> Disposed during 2023 (Note 36).

<sup>(6)</sup> Formerly known as Shenzhen Bantian Yanlord Investment and Development Co., Ltd. 深圳市坂田仁恒投资发展有限公司.

### Notes on auditors

<sup>(a)</sup> Audited or reviewed by Deloitte & Touche LLP, Singapore for statutory or consolidation purposes.

<sup>(b)</sup> Audited or reviewed by Deloitte Touche Tohmatsu Certified Public Accountants LLP, Shanghai, PRC for consolidation purposes.

<sup>(c)</sup> Audited or reviewed by member firms of Deloitte Touche Tohmatsu Limited.

The following schedule shows the effects of changes in the Group's ownership interest in subsidiaries that did not result in change of control, on the equity attributable to owners of the parent:

	GROUP	
	2023 RMB'000	2022 RMB'000
Amount paid (received from) on change of interest in subsidiaries	<b>99,531</b>	(114)
Non-controlling interests (derecognised) recognised	<b>(71,831)</b>	39
Difference recognised in other reserve	<b>27,700</b>	(75)

Details of non wholly-owned subsidiaries that have material non-controlling interests to the Group are disclosed below:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by non-controlling interests		Profit (Loss) attributable to non-controlling interests		Accumulated non-controlling interests	
		2023	2022	2023	2022	2023	2022
		%	%	RMB'000	RMB'000	RMB'000	RMB'000
Nanjing Yanlord Jiangdao Real Estate Co., Ltd. 南京仁恒江岛置业有限公司	PRC	<b>49</b>	49	<b>317,521</b>	357,755	<b>1,742,921</b>	1,425,400
Shanghai Youyou Dongdao Real Estate Co., Ltd. 上海由由东岛置业有限公司	PRC	<b>50</b>	50	<b>138,158</b>	(14,696)	<b>138,316</b>	158
Jiangyin Rensheng Property Development Co., Ltd. 江阴市仁盛房地产开发有限公司	PRC	<b>49</b>	49	<b>(172,671)</b>	(12,995)	<b>(161,532)</b>	11,139
Individually immaterial subsidiaries with non-controlling interests				<b>(71,787)</b>	1,006,880	<b>7,695,461</b>	8,946,465
				<b>211,221</b>	1,336,944	<b>9,415,166</b>	10,383,162

# Notes to Financial Statements

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## 10 INVESTMENTS IN SUBSIDIARIES (Cont'd)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	Nanjing Yanlord Jiangdao Real Estate Co., Ltd. 南京仁恒江岛置业有限公司		Shanghai Youyou Dongdao Real Estate Co., Ltd. 上海由由东岛置业有限公司		Jiangyin Rensheng Property Development Co., Ltd. 江阴市仁盛房地产开发有限公司	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Non-current assets	<b>889,426</b>	848,594	<b>231</b>	16,606	<b>36</b>	6,128
Current assets	<b>3,325,212</b>	4,287,764	<b>702,744</b>	2,933,102	<b>4,341,932</b>	4,302,236
Non-current liabilities	-	-	-	-	<b>(2,591,766)</b>	(285,000)
Current liabilities	<b>(657,657)</b>	(2,227,379)	<b>(426,343)</b>	(2,949,392)	<b>(2,079,859)</b>	(4,000,631)
Total equity	<b>3,556,981</b>	2,908,979	<b>276,632</b>	316	<b>(329,657)</b>	22,733
Equity attributable to:						
Owners of the Company	<b>1,814,060</b>	1,483,579	<b>138,316</b>	158	<b>(168,125)</b>	11,594
Non-controlling interests	<b>1,742,921</b>	1,425,400	<b>138,316</b>	158	<b>(161,532)</b>	11,139
Revenue	<b>3,229,268</b>	5,477,324	<b>2,450,537</b>	-	-	-
Profit (Loss) for the year, representing total comprehensive income (expense) for the year	<b>648,002</b>	730,112	<b>276,316</b>	(29,392)	<b>(352,390)</b>	(26,520)
Total comprehensive income (expense) attributable to:						
Owners of the Company	<b>330,481</b>	372,357	<b>138,158</b>	(14,696)	<b>(179,719)</b>	(13,525)
Non-controlling interests	<b>317,521</b>	357,755	<b>138,158</b>	(14,696)	<b>(172,671)</b>	(12,995)
Net cash inflow (outflow) from:						
- Operating activities	<b>1,317,541</b>	(628,254)	<b>(305,945)</b>	1,062,348	<b>(307,726)</b>	(493,241)
- Investing activities	<b>28,300</b>	5,918	-	(280,848)	<b>(14)</b>	(41)
- Financing activities	<b>(598,655)</b>	35,982	<b>(2,000)</b>	(868,275)	<b>234,330</b>	639,547
Net cash inflow (outflow)	<b>747,186</b>	(586,354)	<b>(307,945)</b>	(86,775)	<b>(73,410)</b>	146,265

# Notes to Financial Statements

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## 11 INVESTMENTS IN ASSOCIATES/NON-TRADE AMOUNTS DUE FROM/TO ASSOCIATES

	GROUP	
	2023 RMB'000	2022 RMB'000
Cost of investments in associates	<b>1,805,855</b>	1,739,361
Share of post-acquisition loss, net of dividend received	<b>(130,255)</b>	(27,115)
	<b>1,675,600</b>	1,712,246
Non-trade amounts due from associates (Note 6)		
- Non-current assets	<b>701,920</b>	690,058
- Current assets	<b>1,433,939</b>	1,541,758
	<b>2,135,859</b>	2,231,816
Less: Allowance for impairment		
- Non-current assets	<b>(65,833)</b>	-
- Current assets	<b>(8,701)</b>	-
	<b>(74,534)</b>	-
Net non-trade amounts due from associates	<b>2,061,325</b>	2,231,816
Non-trade amounts due to associates (Current liabilities) (Note 6)	<b>901,364</b>	936,658

As at December 31, 2023, the Group's non-current non-trade amounts due from associates are interest-free, unsecured and are not expected to be repayable within the next 12 months except for the amounts of RMB240 million (2022 : RMB213 million) which bear interests at 6.0% to 8.0% (2022 : 8.0%) per annum.

As at December 31, 2023, the Group's current non-trade amounts due from associates are interest-free, unsecured and repayable on demand except for the amounts of RMB561 million (2022 : RMB541 million) which bear interests at 3.65% to 9.0% (2022 : 6.0% to 9.0%) per annum and are repayable within 1 year from the end of the reporting period.

As at December 31, 2023, the Group's current non-trade amounts due to associates are interest-free, unsecured and repayable on demand except for the amounts of RMB557 million (2022 : RMB618 million) which bear interests at 3.7% to 12.0% (2022 : 3.7% to 12.0%) per annum and is repayable within 1 year from the end of the reporting period.

Aggregate information of the Group's associates that are not individually material

	GROUP	
	2023 RMB'000	2022 RMB'000
Group's share of loss from continuing operations	<b>(91,034)</b>	(102,791)
Group's share of other comprehensive income (expense)	<b>8,850</b>	(3,084)
Group's share of total comprehensive expense	<b>(82,184)</b>	(105,875)
Aggregate carrying amount of the Group's interests in these associates	<b>1,675,600</b>	1,712,246

# Notes to Financial Statements

December 31, 2023

## 11 INVESTMENTS IN ASSOCIATES/NON-TRADE AMOUNTS DUE FROM/TO ASSOCIATES (Cont'd)

Unrecognised share of loss of associates

	GROUP	
	2023 RMB'000	2022 RMB'000
Group's unrecognised share of loss of associates for the year	<b>77,058</b>	45
Cumulative unrecognised share of loss of associates	<b>77,184</b>	126

## 12 INVESTMENTS IN JOINT VENTURES/NON-TRADE AMOUNTS DUE FROM/TO JOINT VENTURES

	GROUP	
	2023 RMB'000	2022 RMB'000
Cost of investments in joint ventures	<b>5,600,696</b>	6,717,701
Share of post-acquisition profit, net of dividend received	<b>1,505,372</b>	2,246,624
	<b>7,106,068</b>	8,964,325
Non-trade amounts due from joint ventures (Note 6)		
- Non-current assets	<b>1,687,387</b>	1,982,465
- Current assets	<b>6,248,999</b>	7,387,715
	<b>7,936,386</b>	9,370,180
Less: Allowance for impairment		
- Current assets	<b>(1,277,976)</b>	(462,222)
Net non-trade amounts due from joint ventures	<b>6,658,410</b>	8,907,958
Non-trade amounts due to joint ventures (Note 6)		
- Non-current liabilities	<b>163,510</b>	425,812
- Current liabilities	<b>8,438,062</b>	8,852,316

As at December 31, 2023, the Group's non-current non-trade amounts due from joint ventures are interest-free, unsecured and are not expected to be repayable within the next 12 months except for the amount of RMB23 million (2022 : RMB335 million) which bears interest at 6.0% (2022 : 6.0% to 9.0%) per annum.

As at December 31, 2023, the Group's current non-trade amounts due from joint ventures are interest-free, unsecured and repayable on demand except for the amounts of RMB782 million (2022 : RMB1.498 billion) which bear interests at 3.5% to 6.3% (2022 : 3.3% to 9.0%) per annum and are repayable within 1 year from the end of the reporting period.

As at December 31, 2022, the Group's non-current non-trade amounts due to joint ventures were interest-free, unsecured and were not repayable within the next 12 months except for the amount of RMB225 million which bore interest at 1.05% per annum.

As at December 31, 2023, the Group's current non-trade amounts due to joint ventures are interest-free, unsecured and repayable on demand except for the amount of RMB225 million (2022 : RMB430 million) which bears interest at 1.05% (2022 : 6.0%) per annum and is repayable within 1 year from the end of the reporting period.

# Notes to Financial Statements

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## 12 INVESTMENTS IN JOINT VENTURES/NON-TRADE AMOUNTS DUE FROM/TO JOINT VENTURES (Cont'd)

Aggregate information of the Group's joint ventures that are not individually material

	GROUP	
	2023 RMB'000	2022 RMB'000
Group's share of profit from continuing operations	<b>47,682</b>	687,127
Group's share of other comprehensive income	-	7
Group's share of total comprehensive income	<b>47,682</b>	687,134
<u>Aggregate carrying amount of the Group's interests in these joint ventures</u>	<b>7,106,068</b>	8,964,325

Unrecognised share of loss of joint ventures

	GROUP	
	2023 RMB'000	2022 RMB'000
<u>Cumulative unrecognised share of loss of joint ventures</u>	<b>121,292</b>	121,767

## 13 NON-TRADE AMOUNTS DUE FROM/TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

The Group's non-current non-trade amounts due from non-controlling shareholders of subsidiaries are interest-free, unsecured and are not expected to be repayable within the next 12 months except as disclosed below:

- As at December 31, 2023, amount of RMB178 million (2022 : RMB178 million) which bears interest at the People's Bank of China's benchmark rate.
- As at December 31, 2023, amounts of RMB733 million (2022 : RMB Nil) which bear interests at 1.5% to 5.05% (2022 : Nil%) per annum.

The Group's current non-trade amounts due from non-controlling shareholders of subsidiaries are interest-free, unsecured and repayable on demand except as disclosed below:

- As at December 31, 2023, amounts of RMB588 million (2022 : RMB501 million) bear interest at 2.555% (2022 : 1.5% to 8.0%) per annum. These amounts are unsecured and repayable within 1 year from the end of the reporting period.
- As at December 31, 2023, amounts of RMB77 million (2022 : RMB270 million) bear interests at 5.35% to 8.0% (2022 : 5.35%) per annum. These amounts are unsecured and repayable on demand.
- As at December 31, 2023, amount of RMB609 million (2022 : RMB609 million) bears interest at 12.0% (2022 : 12.0%) per annum. This amount is secured by the non-controlling shareholder's share in a subsidiary, guarantee provided by a related party of the non-controlling shareholder of that subsidiary and the land use right owned by the related party of the non-controlling shareholder of that subsidiary and repayable within 1 year from the end of the reporting period.



# Notes to Financial Statements

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## 13 NON-TRADE AMOUNTS DUE FROM/TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES (Cont'd)

As at December 31, 2023, the Group's non-current non-trade amounts due to non-controlling shareholders of subsidiaries are interest-free, unsecured and are not repayable within the next 12 months except for the amounts of RMB2.034 billion (2022 : RMB Nil) which bear interest at 8.0% (2022 : Nil%) per annum.

As at December 31, 2023, the Group's current non-trade amounts due to non-controlling shareholders of subsidiaries are interest-free, unsecured and repayable on demand except for the amounts of RMB1.388 billion (2022 : RMB2.500 billion) which bear interests at 4.25% to 8.0% (2022 : 5.1% to 9.5%) per annum and are repayable within 1 year from the end of the reporting period.

## 14 OTHER RECEIVABLES AND DEPOSITS

	GROUP		COMPANY	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Advances to suppliers	<b>129,749</b>	142,301	-	-
Deposits for projects	<b>1,937,868</b>	2,167,034	-	-
Staff loans	<b>2,796</b>	3,732	-	-
Prepayments	<b>127,677</b>	112,952	<b>17</b>	13
Value added tax ("VAT") prepayment	<b>2,000,278</b>	2,036,006	-	-
Sales-related tax prepayment	<b>113,168</b>	164,445	-	-
Interest receivables	<b>222,823</b>	222,667	-	185
Payments for resettlement <sup>(1)</sup>	<b>598,068</b>	600,319	-	-
Transition funds <sup>(2)</sup>	<b>1,612,908</b>	1,903,012	-	-
Loan receivables <sup>(3)</sup>	<b>227,173</b>	394,885	-	-
Other receivables	<b>2,195,653</b>	1,447,603	-	-
	<b>9,168,161</b>	9,194,956	<b>17</b>	198
Less: Allowance for impairment	<b>(251,552)</b>	(90,398)	-	-
Other receivables and deposits - net	<b>8,916,609</b>	9,104,558	<b>17</b>	198
Analysed as:				
- Non-current	<b>2,063,862</b>	2,281,800	-	-
- Current	<b>6,852,747</b>	6,822,758	<b>17</b>	198
	<b>8,916,609</b>	9,104,558	<b>17</b>	198

<sup>(1)</sup> This relates to payments for resettlement of land parcel in Chengdu.

<sup>(2)</sup> This relates to transition funds for supply chain asset backed security in respect of the supplier finance arrangement (Note 23).

<sup>(3)</sup> This includes non-current loan receivables which are interest-free, unsecured and are not expected to be repayable within the next 12 months except for the amount of RMB Nil (2022 : RMB200 million) which bears interest at Nil% (2022 : 10.6%) per annum, and current loan receivables which are interest-free, unsecured and repayable on demand except for the amounts of RMB38 million (2022 : RMB33 million) which bear interests at 3.0% to 4.0% (2022 : 3.65% to 4.0%) per annum and are repayable within 1 year from the end of the reporting period.

Management considers the credit risk on other receivables and deposits to be limited because the counterparties are government agents or third parties with long business relationships with the Group.

# Notes to Financial Statements

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## 15 INTANGIBLE ASSETS

	GROUP	
	2023 RMB'000	2022 RMB'000
Club memberships	<b>2,092</b>	2,092

Management assessed the marketable value of the club memberships and determined that it was in excess of its carrying amount.

## 16 DEFERRED TAXATION

	GROUP	
	2023 RMB'000	2022 RMB'000
Deferred tax assets	<b>965,436</b>	816,888
Deferred tax liabilities	<b>(4,040,010)</b>	(4,440,393)
	<b>(3,074,574)</b>	(3,623,505)

The following are the deferred tax assets and liabilities recognised by the Group and movements thereon during the current and prior reporting year.

# Notes to Financial Statements

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## 16 DEFERRED TAXATION (Cont'd)

	Revaluation of investment properties RMB'000	Revaluation upon acquisition of subsidiaries RMB'000	Accrued income on completed project RMB'000	Accelerated tax depreciation and excess of tax deductible expenses RMB'000	Withholding tax RMB'000	Tax losses RMB'000	Excess of tax deductible development costs and other expenses RMB'000	Others RMB'000	Total RMB'000
<u>GROUP</u>									
At January 1, 2022	(3,069,418)	(433,163)	(179,167)	(37,518)	(797,903)	313,775	251,459	(91,029)	(4,042,964)
Credit (Charge) to profit or loss (Note 28)	661	(46,948)	(35,543)	(6,315)	(49,387)	37,887	125,466	90,123	115,944
Credit to other comprehensive income	-	-	-	-	-	-	-	1,527	1,527
Acquisition of subsidiaries	-	-	-	-	-	98,933	-	-	98,933
Realised during the year	-	-	-	-	281,786	(14,852)	-	-	266,934
Exchange difference	-	(45,805)	(19,130)	(801)	-	834	866	157	(63,879)
At December 31, 2022	(3,068,757)	(525,916)	(233,840)	(44,634)	(565,504)	436,577	377,791	778	(3,623,505)
Credit (Charge) to profit or loss (Note 28)	125,387	399,384	56,305	(28,764)	(184,255)	(6,857)	176,910	(6,935)	531,175
Charge to other comprehensive income	-	-	-	-	-	-	-	(4,667)	(4,667)
Realised during the year	-	-	-	-	40,765	-	-	-	40,765
Exchange difference	-	(10,432)	(6,794)	(716)	-	108	198	(706)	(18,342)
At December 31, 2023	(2,943,370)	(136,964)	(184,329)	(74,114)	(708,994)	429,828	554,899	(11,530)	(3,074,574)

At the end of the reporting period, the Group has unutilised tax losses of RMB6.998 billion (2022 : RMB4.640 billion) available for offset against future profits subject to agreement with the tax authorities and compliance with certain provisions of the tax legislation of the respective countries or regions in which the entities operate. A deferred tax asset of RMB430 million (2022 : RMB437 million) has been recognised in respect of RMB1.726 billion (2022 : RMB1.758 billion) of such losses at the tax rates range from 15% to 25%. No deferred tax asset has been recognised in respect of the remaining tax losses of RMB5.272 billion (2022 : RMB2.882 billion) due to the unpredictability of future profit streams. The tax losses have no expiry date except for RMB6.613 billion (2022 : RMB4.252 billion) which will expire between 2024 and 2036 (2022 : 2023 and 2036), subject to the conditions imposed by law including the retention of majority shareholders as defined.

# Notes to Financial Statements

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## 17 PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Pledged bank deposits:				
- Non-current	<b>6,005</b>	6,005	-	-
- Current	<b>15,175</b>	20,011	-	-
	<b>21,180</b>	26,016	-	-
Cash on hand	<b>832</b>	1,253	<b>5</b>	5
Cash at bank	<b>11,090,132</b>	19,044,178	<b>1,887</b>	21,100
Fixed deposits	<b>1,916,385</b>	1,650,613	-	365,000
Cash and cash equivalents	<b>13,007,349</b>	20,696,044	<b>1,892</b>	386,105

Pledged bank deposits represent deposits pledged to banks for performance guarantee for resettlement projects and to secure the bank and other borrowings and certain mortgage loans provided by banks to customers for the purchase of the Group's development properties. The non-current portion of pledged bank deposits is expected to be released beyond one year.

## 18 PUT LIABILITY TO ACQUIRE NON-CONTROLLING INTERESTS

This represents the fair value of the put liability to acquire non-controlling interests as part of the share purchase agreement of a subsidiary.

As at December 31, 2023, the obligation amount of RMB128 million (2022 : RMB138 million) is recorded herewith as "current liabilities" as the earliest date for the non-controlling shareholders to exercise the non-cancellable right to put back their shares to the Group is expected within one year.

During the year, distribution of dividends to non-controlling shareholders of RMB56 million (2022 : RMB194 million) which represents the repayment of the liability is recognised in the "other reserve" on the consolidated statement of changes in equity.

## 19 SHARE CAPITAL

	GROUP AND COMPANY			
	2023 '000	2022 '000	2023 RMB'000	2022 RMB'000
	<b>Number of ordinary shares</b>			

Issued and paid up:

At beginning and end of year	<b>1,948,736</b>	1,948,736	<b>7,261,726</b>	7,261,726
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Fully paid up ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

# Notes to Financial Statements

December 31, 2023

## 20 TREASURY SHARES

	GROUP AND COMPANY			
	2023 '000	2022 '000	2023 RMB'000	2022 RMB'000
	Number of ordinary shares			

At beginning and end of year	<b>17,201</b>	17,201	<b>132,309</b>	132,309
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As of the end of the reporting period, the Company acquired 17,201,100 (2022 : 17,201,100) of its own shares through purchases on the Singapore Exchange and the total amount paid to acquire the shares was RMB132 million (2022 : RMB132 million), which had been deducted from equity attributable to owners of the Company. The shares are held as "treasury shares".

## 21 BANK AND OTHER BORROWINGS

	GROUP	
	2023 RMB'000	2022 RMB'000

The bank and other borrowings are repayable as below:

On demand or within one year	<b>6,680,273</b>	11,822,726
More than one year but not exceeding two years	<b>4,491,239</b>	12,358,157
More than two years but not exceeding five years	<b>7,040,061</b>	4,344,011
More than five years	<b>5,734,200</b>	6,024,288
	<b>23,945,773</b>	34,549,182
Less: Amount due for settlement within 12 months (shown under current liabilities)	<b>(6,680,273)</b>	(11,822,726)
Amount due for settlement after 12 months	<b>17,265,500</b>	22,726,456
Secured:		
- Non-current	<b>14,461,806</b>	15,787,902
- Current	<b>3,675,485</b>	7,980,482
	<b>18,137,291</b>	23,768,384
Unsecured:		
- Non-current	<b>2,803,694</b>	6,938,554
- Current	<b>3,004,788</b>	3,842,244
	<b>5,808,482</b>	10,780,798
	<b>23,945,773</b>	34,549,182

# Notes to Financial Statements

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## 21 BANK AND OTHER BORROWINGS (Cont'd)

The following assets are pledged for the above secured bank and other borrowings and undrawn loan facilities:

	GROUP	
	2023 RMB'000	2022 RMB'000
Completed properties for sale	<b>1,241,332</b>	-
Properties under development for sale	<b>12,905,383</b>	24,031,611
Investment properties	<b>20,198,938</b>	18,174,019
Freehold land and buildings	<b>22,429</b>	31,711
Leasehold land and buildings	<b>2,129,389</b>	2,182,638
Plant and machinery	<b>19,088</b>	30,106
Bank deposits	<b>14,992</b>	18,350

### Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	January 1, 2023 RMB'000	Financing cash flow RMB'000	Non-cash changes					Dividend declared RMB'000	Other changes RMB'000	December 31, 2023 RMB'000
			Change from a subsidiary to an associate RMB'000	Disposal of a subsidiary RMB'000	Deferred finance charge RMB'000	Foreign exchange movement RMB'000				
Bank and other borrowings	34,549,182	(10,897,803) <sup>(1)</sup>	-	-	31,924	262,470	-	-	23,945,773	
Senior notes	8,364,663	(2,433,490) <sup>(2)</sup>	-	-	17,229	129,202	-	(7,932)	6,069,672	
Lease liabilities	92,142	(73,914) <sup>(3)</sup>	-	-	-	623	-	15,101	33,952	
Non-trade amounts due to associates	936,658	(24,681) <sup>(4)</sup>	2,381	-	-	-	-	(12,994)	901,364	
Non-trade amounts due to joint ventures	9,278,128	(429,851) <sup>(5)</sup>	-	(25,634)	-	-	-	(221,071)	8,601,572	
Non-trade amounts due to directors	27,092	(27,821) <sup>(6)</sup>	-	-	-	783	-	2,635	2,689	
Non-trade amounts due to non-controlling shareholders of subsidiaries	6,300,610	540,783 <sup>(7)</sup>	(304,828)	-	-	-	1,119,065	565,698	8,221,328	
Non-trade amounts due to other related parties	6,862	-	-	-	-	-	-	(6,862)	-	
<b>Total</b>	<b>59,555,337</b>	<b>(13,346,777)</b>	<b>(302,447)</b>	<b>(25,634)</b>	<b>49,153</b>	<b>393,078</b>	<b>1,119,065</b>	<b>334,575</b>	<b>47,776,350</b>	

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## 21 BANK AND OTHER BORROWINGS (Cont'd)

Reconciliation of liabilities arising from financing activities (Cont'd)

	January 1, 2022	Financing cash flow	Non-cash changes				December 31, 2022	
			Acquisition of subsidiaries	Deferred finance charge	Foreign exchange movement	Dividend declared		Other Changes
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
Bank and other borrowings	34,759,719	(7,699,285) <sup>(1)</sup>	6,103,400	99,060	1,286,288	-	-	34,549,182
Senior notes	7,915,018	(214,343) <sup>(2)</sup>	-	21,180	720,721	-	(77,913)	8,364,663
Lease liabilities	235,208	(66,544) <sup>(3)</sup>	7,670	-	4,180	-	(88,372)	92,142
Non-trade amounts due to associates	792,795	379,377 <sup>(4)</sup>	-	-	-	-	(235,514)	936,658
Non-trade amounts due to joint ventures	12,467,340	1,764,658 <sup>(5)</sup>	(5,698,251)	-	-	-	744,381	9,278,128
Non-trade amounts due to directors	41,893	(45,101) <sup>(6)</sup>	-	-	862	-	29,438	27,092
Non-trade amounts due to non-controlling shareholders of subsidiaries	3,281,045	(1,887,848) <sup>(7)</sup>	4,061,167	-	-	2,145,453	(1,299,207)	6,300,610
Non-trade amounts due to other related parties	16,606	-	11,088	-	-	-	(20,832)	6,862
Dividend payable	-	(616,426) <sup>(9)</sup>	-	-	-	616,426	-	-
<b>Total</b>	<b>59,509,624</b>	<b>(8,385,512)</b>	<b>4,485,074</b>	<b>120,240</b>	<b>2,012,051</b>	<b>2,761,879</b>	<b>(948,019)</b>	<b>59,555,337</b>

<sup>(1)</sup> The cash flows make up the net amount of proceeds from bank and other borrowings and repayment of bank and other borrowings in the consolidated statement of cash flows.

<sup>(2)</sup> The cash flows represent repurchase and redemption of senior notes in the consolidated statement of cash flows.

<sup>(3)</sup> The cash flows represent repayment of lease liabilities in the consolidated statement of cash flows.

<sup>(4)</sup> The cash flows represent advance from and repayment to associates in the consolidated statement of cash flows.

<sup>(5)</sup> The cash flows represent advance from and repayment to joint ventures in the consolidated statement of cash flows.

<sup>(6)</sup> The cash flows represent repayment to directors in the consolidated statement of cash flows.

<sup>(7)</sup> The cash flows make up the net amount of dividends paid to non-controlling shareholders of subsidiaries as well as advance from and repayment to non-controlling shareholders of subsidiaries in the consolidated statement of cash flows.

<sup>(8)</sup> The cash flows represent repayment to other related parties in the consolidated statement of cash flows.

<sup>(9)</sup> The cash flows represent dividends paid in the consolidated statement of cash flows.

## 22 SENIOR NOTES

The senior notes comprise notes issued from 2018 to 2021.

Notes 2023

The senior notes amounting to US\$350 million (equivalent to RMB2.479 billion) were issued by a wholly-owned subsidiary of the Company on April 23, 2018 ("Notes 2023") for a term of five years with maturity date on April 23, 2023, bears interest at 6.75% per annum with interest payable on April 23 and October 23 of each year, commencing on October 23, 2018. The senior notes are denominated in US dollars. During the year ended December 31, 2022, the cumulative interests accrued on Notes 2023 were calculated by applying effective interest rates of 7.2% per annum. The Company and five of its subsidiaries had provided a joint guarantee in respect of Notes 2023. The joint guarantee approximated RMB2.301 billion as at December 31, 2022. Additionally, shares in five of its subsidiaries were charged in favour of the global security agent and trustee of Notes 2023. In 2023, the subsidiary of the Company fully redeemed the Notes 2023 in accordance with the terms.

# Notes to Financial Statements

December 31, 2023

## 22 SENIOR NOTES (Cont'd)

### Notes 2024

The senior notes amounting to US\$400 million (equivalent to RMB2.833 billion) were issued by a wholly-owned subsidiary of the Company on August 27, 2019 ("Notes 2024") for a term of four and half years with maturity date on February 27, 2024, bears interest at 6.8% per annum with interest payable on February 27 and August 27 of each year, commencing on February 27, 2020. The senior notes are denominated in US dollars. During the year ended December 31, 2023, the cumulative interests accrued on Notes 2024 were calculated by applying effective interest rates of 7.2% (2022 : 7.2%) per annum. The Company and five of its subsidiaries have provided a joint guarantee in respect of Notes 2024. The joint guarantee approximates RMB2.549 billion as at December 31, 2023 (2022 : RMB2.619 billion). Additionally, shares in five of its subsidiaries are charged in favour of the global security agent and trustee of Notes 2024. During the year, the Group repurchased certain amounts of Notes 2024 and US\$360 million (equivalent to RMB2.549 billion) principal remain outstanding as at December 31, 2023.

### Notes 2026

The senior notes amounting to US\$500 million (equivalent to RMB3.541 billion) were issued by a wholly-owned subsidiary of the Company on May 20, 2021 ("Notes 2026") for a term of five years with maturity date on May 20, 2026, bears interest at 5.125% per annum with interest payable on May 20 and November 20 of each year, commencing on November 20, 2021. The senior notes are denominated in US dollars. During the year ended December 31, 2023, the cumulative interests accrued on Notes 2026 were calculated by applying effective interest rates of 5.4% per annum (2022 : 5.4%). The Company and five of its subsidiaries have provided a joint guarantee in respect of Notes 2026. The joint guarantee approximates RMB3.541 billion as at December 31, 2023 (2022 : RMB3.482 billion). Additionally, shares in five of its subsidiaries are charged in favour of the global security agent and trustee of Notes 2026.

	GROUP	
	2023 RMB'000	2022 RMB'000
Nominal value of senior notes issued	<b>8,853,375</b>	8,705,750
Transaction costs <sup>(1)</sup>	<b>(103,554)</b>	(101,828)
At date of issue <sup>(2)</sup>	<b>8,749,821</b>	8,603,922
Cumulative interest accrued	<b>2,214,951</b>	1,748,027
Cumulative interest paid	<b>(2,058,970)</b>	(1,578,496)
Repurchase and redemption	<b>(2,755,781)</b>	(297,549)
	<b>6,150,021</b>	8,475,904
Interest payable within one year included in other payables (Note 24)	<b>(80,349)</b>	(111,241)
Total	<b>6,069,672</b>	8,364,663
Presented as:		
- Non-current	<b>3,522,193</b>	6,065,790
- Current	<b>2,547,479</b>	2,298,873
	<b>6,069,672</b>	8,364,663

<sup>(1)</sup> Transaction costs included non-audit fees paid to the auditors of the Company in connection with the issuance of senior notes by the Group.

<sup>(2)</sup> Changes in amount at date of issue relative to the preceding year's amount include the effect of translation to the presentation currency and have been included in the currency translation reserve.

Any gain or loss on repurchase of the Group's senior notes is recognised in profit or loss (Note 29).



# Notes to Financial Statements

December 31, 2023

## 23 TRADE PAYABLES

	GROUP	
	2023 RMB'000	2022 RMB'000
Non-controlling shareholder of a subsidiary	<b>702,079</b>	544,646
Outside parties	<b>12,778,986</b>	11,774,081
	<b>13,481,065</b>	12,318,727

The average credit period for trade payables is 143 days (2022 : 145 days). As at the end of the reporting period, the Group has trade payables of RMB1.734 billion (2022 : RMB2.486 billion) under supplier finance arrangement.

## 24 OTHER PAYABLES

	GROUP		COMPANY	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Advances received from customers	<b>844,078</b>	966,588	-	-
Deposits for projects	<b>790,000</b>	1,061,837	-	-
Consideration payables for acquisition	<b>194,202</b>	194,202	-	-
Accrued expenses	<b>264,608</b>	260,617	<b>4,435</b>	4,098
VAT payable	<b>309,396</b>	188,057	-	-
Sales-related tax payable	<b>117,004</b>	85,786	-	-
Interest payable on senior notes	<b>80,349</b>	111,241	-	-
Other interest payable	<b>81,148</b>	92,220	-	-
Other payables	<b>3,118,000</b>	2,840,319	-	-
	<b>5,798,785</b>	5,800,867	<b>4,435</b>	4,098
Analysed as:				
- Non-current	<b>272,698</b>	275,548	-	-
- Current	<b>5,526,087</b>	5,525,319	<b>4,435</b>	4,098
	<b>5,798,785</b>	5,800,867	<b>4,435</b>	4,098

# Notes to Financial Statements

December 31, 2023

## 25 REVENUE AND CONTRACT LIABILITIES

	GROUP	
	2023 RMB'000	2022 RMB'000
<b>Types of goods or services</b>		
Income from property development - sales of properties	<b>38,138,221</b>	24,723,066
Income from hotel operations	<b>576,124</b>	288,405
Income from property management	<b>1,252,622</b>	999,183
Income from others	<b>2,257,406</b>	1,667,662
	<b>42,224,373</b>	27,678,316
Income from property investment - lease of properties	<b>1,171,048</b>	1,033,948
Total	<b>43,395,421</b>	28,712,264
<b>Timing of revenue recognition</b>		
A point in time	<b>38,093,618</b>	23,667,888
Over time	<b>4,130,755</b>	4,010,428
Total	<b>42,224,373</b>	27,678,316

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the end of the reporting period and the expected timing of recognising revenue are as follows:

	GROUP	
	2023 RMB'000	2022 RMB'000
Revenue expected to be recognised within one year	<b>31,379,172</b>	45,150,429
Revenue expected to be recognised after one year	<b>3,607,110</b>	12,213,425
	<b>34,986,282</b>	57,363,854

As at December 31, 2023, the Group's contract liabilities are as follows:

	GROUP	
	2023 RMB'000	2022 RMB'000
Contract liabilities	<b>33,384,203</b>	55,835,952

As at January 1, 2022, the Group's contract liabilities amounted to RMB23.400 billion.

The Group receives payments from customers based on billing schedule as established in contracts. Payments are usually received in advance of the performance under the contracts which are mainly from sales of properties.

# Notes to Financial Statements

December 31, 2023

## 25 REVENUE AND CONTRACT LIABILITIES (Cont'd)

The amount of revenue recognised that was included in the contract liabilities at the beginning of the year is as follows:

	GROUP	
	2023 RMB'000	2022 RMB'000
Revenue recognised	<b>33,361,308</b>	10,628,847

## 26 OTHER OPERATING INCOME AND OTHER GAINS

	GROUP	
	2023 RMB'000	2022 RMB'000
Dividend income from financial assets at FVTOCI	<b>7,139</b>	10,526
Fair value gain on financial asset at FVTPL	<b>90</b>	86
Fair value gain from put liability to acquire non-controlling interests	-	6,262
Interest income	<b>287,632</b>	436,310
Gain on remeasurement of retained interests in joint ventures (Note 33)	-	239,518
Gain on bargain purchase (Note 33)	-	4,403
Gain on change of control from a subsidiary to an associate (Note 34)	<b>2</b>	-
Gain on repurchase of senior notes	<b>7,932</b>	77,913
Net gain on disposal of property, plant and equipment	<b>876</b>	187,683
Gain on lease modification	<b>835</b>	5,235
Provision for development charge written-back	<b>25,294</b>	-
Government subsidies	<b>39,357</b>	27,648
Others	<b>56,142</b>	143,909
Total	<b>425,299</b>	1,139,493

# Notes to Financial Statements

December 31, 2023

## 27 FINANCE COST

	GROUP	
	2023 RMB'000	2022 RMB'000
Interest on bank and other borrowings	<b>1,881,860</b>	1,923,275
Interest on senior notes	<b>423,963</b>	534,393
Interest on lease liabilities	<b>3,064</b>	7,821
Interest to joint ventures	<b>26,302</b>	29,222
Interest to non-controlling shareholders of subsidiaries	<b>25,303</b>	241,451
Interest to other shareholder of an associate	<b>4,499</b>	-
Total borrowing costs	<b>2,364,991</b>	2,736,162
Less: Interest capitalised in		
- properties for development	-	(53,781)
- properties under development for sale	<b>(1,068,776)</b>	(1,550,211)
Net	<b>1,296,215</b>	1,132,170

## 28 INCOME TAX

	GROUP	
	2023 RMB'000	2022 RMB'000
Current	<b>2,517,398</b>	1,322,750
Deferred income tax (Note 16)	<b>(715,430)</b>	(165,331)
Deferred withholding tax (Note 16)	<b>184,255</b>	49,387
LAT	<b>1,715,621</b>	1,402,535
Under (Over) provision in prior years	<b>73,699</b>	(30,260)
Total	<b>3,775,543</b>	2,579,081

In 2023 and 2022, most of the taxation arising in the PRC is calculated at the prevailing rate of 25%.

# Notes to Financial Statements

December 31, 2023

## 28 INCOME TAX (Cont'd)

The income tax expense varied from the amount of income tax expense determined by applying the above income tax rate to profit before income tax as a result of the following differences:

	GROUP	
	2023 RMB'000	2022 RMB'000
Profit before income tax	<b>3,053,150</b>	5,448,587
Income tax expense at PRC applicable tax rate of 25%*	<b>763,288</b>	1,362,147
Non-deductible items	<b>728,066</b>	276,885
Non-taxable items	<b>(125,792)</b>	(228,501)
Effect of unutilised tax losses not recognised as deferred tax assets	<b>552,352</b>	150,662
Effect of different tax rates for certain subsidiaries	<b>(29,412)</b>	(18,340)
LAT	<b>1,715,621</b>	1,402,535
Effect of tax deduction on LAT	<b>(428,905)</b>	(350,634)
Withholding tax incurred	<b>184,255</b>	49,387
Under (Over) provision in prior years	<b>73,699</b>	(30,260)
Others	<b>342,371</b>	(34,800)
Total income tax expense	<b>3,775,543</b>	2,579,081

\* These are the applicable tax rates for most of the Group's taxable profits.

Income tax for overseas subsidiaries is calculated at the rates prevailing in the respective jurisdiction.

Income from sale of properties in the PRC is subject to LAT at progressive rates under the PRC provisional regulations. LAT pre-paid on the pre-sale proceeds of properties is included in the "income tax prepayment" on the consolidated statement of financial position and is transferred to income tax expense when the revenue is recognised.

According to a PRC tax circular of State Administration of Taxation, Guoshuihan (2008) No.112, dividend distributed out of the profits generated since January 1, 2008 held by the PRC entity to non-resident investors shall be subject to PRC withholding income tax. Deferred tax liability of RMB184 million (2022 : RMB49 million) in respect of PRC withholding tax on the undistributed earnings of the PRC subsidiaries has been charged to the consolidated statement of profit or loss of the year.

# Notes to Financial Statements

December 31, 2023

## 28 INCOME TAX (Cont'd)

### LAT

As disclosed in the prior years' audited consolidated financial statements, provision for the LAT with respect to properties sold in Shanghai Pudong New District prior to October 1, 2006 were not made as the directors of the Company, after taking into account legal advice received and consultation with the local Shanghai Pudong Tax Bureau, were of the opinion that the relevant tax authority is not likely to impose any LAT on a retrospective basis.

As at December 31, 2014, the tax settlement process for a completed project and a phase of a project with properties sold in Shanghai Pudong New District prior to October 1, 2006 had been completed, with additional LAT payments made by the Group. For the projects with properties sold in Shanghai Pudong New District subsequent to October 1, 2006, the tax settlement amount determined by the tax authorities for a phase of a project which has commenced the tax settlement process was lower than what the Group has previously provided for based on the tax laws. Management has assessed and considers that the provision for LAT made by the Group relating to the above projects for which the tax settlement process had commenced or completed was adequate to meet the tax settlement amount determined by the tax authorities.

Management is of the view that it is not probable that the tax authority will impose further LAT tax payments on the above projects located in Shanghai Pudong New District in excess of the provision previously made by the Group. The additional LAT tax exposure in the event of future re-assessment by the tax authorities has been estimated by management to be approximately RMB597 million (2022 : RMB597 million) (before effects of deductibility for income tax assessment purpose and adjustment for non-controlling interests) as at December 31, 2023. The amount has been disclosed as part of the Group's contingent liabilities in accordance with SFRS(I) 1-37 *Provisions, Contingent Liabilities and Contingent Assets* (Note 39).

The actual Group's LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects.

# Notes to Financial Statements

December 31, 2023

## 29 (LOSS) PROFIT FOR THE YEAR

(Loss) Profit for the year has been arrived at after charging (crediting):

	GROUP	
	2023 RMB'000	2022 RMB'000
Net impairment losses on amounts due from associates (Note 11)	<b>74,534</b>	-
Net impairment loss on amount due from a joint venture (Note 12)	<b>815,754</b>	462,222
Net impairment losses on trade receivables	<b>3,614</b>	3,323
Net impairment losses on other receivables and deposits (Note 14)	<b>168,422</b>	-
Depreciation of property, plant and equipment	<b>223,008</b>	238,158
Depreciation of right-of-use assets	<b>69,508</b>	71,326
Gain on repurchase of senior notes (Note 22)	<b>(7,932)</b>	(77,913)
<b>Employee benefits expense (including directors' remuneration):</b>		
Retirement benefit scheme contributions	<b>149,607</b>	141,032
Salaries and other short-term benefits	<b>1,588,377</b>	1,634,402
Total employee benefits expense	<b>1,737,984</b>	1,775,434
Directors' fees	<b>2,635</b>	2,460
Directors' remuneration recorded in:		
- the Company	<b>1,442</b>	24,334
- the subsidiaries	<b>10,323</b>	10,353
	<b>11,765</b>	34,687
Net foreign exchange loss	<b>88,854</b>	38,361
Cost of completed properties for sale recognised as expenses	<b>32,230,956</b>	18,476,519
Write-down of completed properties for sale and properties under development for sale (Note 9) <sup>(1)</sup>	<b>1,452,529</b>	9,476
Audit fees:		
- auditors of the Company (including Deloitte network firms)	<b>9,426</b>	8,422
- other auditors	<b>3,065</b>	3,202
Total audit fees	<b>12,491</b>	11,624
Non-audit fees:		
- auditors of the Company (including Deloitte network firms)	<b>304</b>	287
- other auditors	<b>1,171</b>	1,038
Total non-audit fees	<b>1,475</b>	1,325
Aggregate amount of fees paid to auditors	<b>13,966</b>	12,949

<sup>(1)</sup> Write-down of completed properties for sale and properties under development for sale was included in "Cost of sales" in the consolidated statement of profit or loss.

# Notes to Financial Statements

December 31, 2023

## 30 (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted (loss) earnings per share attributable to shareholders holding ordinary shares of the Company is based on the following data:

	GROUP	
	2023 RMB'000	2022 RMB'000
<u>(Loss) Earnings</u>		
(Loss) Earnings for the purposes of basic and diluted (loss) earnings per share (loss) profit attributable to owners of the Company	<b>(933,614)</b>	1,532,562
<u>Number of shares</u>		
Weighted average number of ordinary shares for the purposes of basic and diluted (loss) earnings per share	<b>1,931,535,376</b>	1,931,535,376
(Loss) Earnings per share (Renminbi cents):		
Basic and diluted	<b>(48.34)</b>	79.34

There is no potential dilutive ordinary share in 2023 and 2022.

## 31 DIVIDENDS

In 2023, no dividend was declared or paid for the financial year ended December 31, 2022.

In 2022, approximately RMB616 million of dividends was declared and paid in respect of a final tax-exempt dividend of 6.80 Singapore cents (equivalent to 31.91 Renminbi cents) per ordinary share of the Company for the financial year ended December 31, 2021.

No dividend has been declared for the financial year ended December 31, 2023.

## 32 SEGMENT INFORMATION

The Group's reportable operating segments are as follows:

- (i) Property development: Development of residential, commercial and other properties.
- (ii) Property investment and hotel operations: Leasing of properties to generate rental income and to gain from the appreciation in the value of the properties in the long term and operating hotels to generate accommodation service and related income.
- (iii) Property management: Provision of property management and ancillary services.
- (iv) Others: Investment holding, project management business for projects bearing the "Yanlord" brand name, manufacture of die-cast precision parts and components, supply and installation of building materials, provision of system integration for security and surveillance, satellite and telecommunication and others such as sand mining.

Information regarding the operations of each reportable segment is included below. Management monitors the operating results of each operating segment for the purpose of making decisions on resource allocation and performance assessment.



# Notes to Financial Statements

December 31, 2023

## 32 SEGMENT INFORMATION (Cont'd)

### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

	GROUP			
	Revenue		Profit (Loss) before income tax	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000
Property development	<b>38,138,221</b>	24,723,066	<b>3,154,369</b>	5,221,714
Property investment and hotel operations	<b>1,747,172</b>	1,322,353	<b>39,063</b>	422,398
Property management	<b>1,252,622</b>	999,183	<b>191,994</b>	88,566
Others	<b>2,257,406</b>	1,667,662	<b>(332,276)</b>	(284,091)
Total	<b>43,395,421</b>	28,712,264	<b>3,053,150</b>	5,448,587

Segment profit represents the profit earned by each segment as determined using the Group's accounting policies. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and assessment of segment performance.

### Segment assets

	GROUP	
	2023	2022
	RMB'000	RMB'000
Property development	<b>95,650,741</b>	133,051,167
Property investment and hotel operations	<b>38,815,016</b>	34,434,469
Property management	<b>955,030</b>	819,020
Others	<b>19,313,609</b>	20,761,184
Total assets	<b>154,734,396</b>	189,065,840

All assets are allocated to reportable segments. Liabilities are not allocated as they are not monitored by the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

# Notes to Financial Statements

December 31, 2023

## 32 SEGMENT INFORMATION (Cont'd)

Other segment information

	GROUP			
	Depreciation		Additions to non-current assets	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000
Property development	<b>74,628</b>	91,893	<b>224,385</b>	1,931,545
Property investment and hotel operations	<b>126,565</b>	139,068	<b>1,315,748</b>	645,435
Property management	<b>7,728</b>	6,205	<b>7,293</b>	5,177
Others	<b>83,874</b>	74,021	<b>72,907</b>	118,937
<b>Total</b>	<b>292,795</b>	311,187	<b>1,620,333</b>	2,701,094

In addition to the depreciation and additions to non-current assets report above, net impairment losses on financial assets and write-down of completed properties for sale and properties under development for sale were recognised (Note 29) and were attributable to the following reportable segments:

	GROUP			
	Net impairment losses on financial assets		Write-down of completed properties for sale and properties under development for sale	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000
Property development	<b>1,061,520</b>	465,543	<b>1,452,529</b>	9,476
Property investment and hotel operations	<b>804</b>	2	-	-
<b>Total</b>	<b>1,062,324</b>	465,545	<b>1,452,529</b>	9,476

Geographical information

The Group operates in two principal geographical areas - the PRC and Singapore.

The Group's revenue from external customers and information about its segment assets (non-current assets excluding other receivables and deposits, non-trade amounts due from associates, joint ventures and non-controlling shareholders of subsidiaries, financial assets at FVTOCI, deferred tax assets and pledged bank deposits) by geographical location are detailed below:

	GROUP			
	Revenue from external customers		Non-current assets	
	2023	2022	2023	2022
	RMB'000	RMB'000	RMB'000	RMB'000
PRC	<b>41,584,542</b>	25,547,817	<b>36,675,259</b>	35,172,061
Singapore	<b>1,228,506</b>	2,642,651	<b>12,425,794</b>	12,097,821
Others	<b>582,373</b>	521,796	<b>577,701</b>	564,526
<b>Total</b>	<b>43,395,421</b>	28,712,264	<b>49,678,754</b>	47,834,408

# Notes to Financial Statements

December 31, 2023

## 33 ACQUISITION OF SUBSIDIARIES

There was no acquisition of subsidiaries in 2023.

### Acquisition of subsidiaries in 2022

- (a) On February 24, 2022, the Group acquired an additional 1% equity interest in Hangzhou Renyuan Property Development Co., Ltd. ("Hangzhou Renyuan"), which in turn owned 100% equity interest in Hangzhou Renxiang Property Development Co., Ltd. ("Hangzhou Renxiang"), for a cash consideration of approximately RMB0.5 million. Following the transaction, the Group's equity interests in both Hangzhou Renyuan and Hangzhou Renxiang had increased from 50% to 51% and Hangzhou Renyuan and Hangzhou Renxiang became 51%-owned subsidiaries of the Group. The details on this change of control from joint ventures to subsidiaries is presented in Note 35.
- (b) On May 9, 2022, the Group acquired 60% equity interest in Dongguan Jiaji Industrial Investment Co., Ltd. ("Dongguan Jiaji") by way of an increase in the registered capital of Dongguan Jiaji for an amount of RMB75 million.
- (c) As a result of the change in co-operation agreement of Yanlord Eco Island Investments Pte. Ltd. ("Yanlord Eco Island") on April 30, 2022, the Group obtained control over Yanlord Eco Island, an entity previously held as a 51%-owned joint venture. Following the change, Yanlord Eco Island as well as its 100%-owned subsidiary, Nanjing Yanlord Jiangdao Real Estate Co., Ltd. ("Nanjing Jiangdao"), became 51%-owned subsidiaries of the Group. The details on this change of control from joint ventures to subsidiaries is presented in Note 35.
- (d) On July 6, 2022, the Group acquired an additional 92% equity interest in Suzhou Renzhuo Real Estate Co., Ltd. ("Suzhou Renzhuo") for a cash consideration of approximately RMB80 million. Following the transaction, the Group's equity interest in Suzhou Renzhuo had increased from 8% to 100% and Suzhou Renzhuo became 100%-owned subsidiary of the Group. The details on this change of control from a joint venture to a subsidiary is presented in Note 35.
- (e) On July 21, 2022, the Group acquired an additional 95% equity interest in Shanghai Rensheng Real Estate Co., Ltd. ("Shanghai Rensheng"), which owned 51% equity interests in Shanghai Yanlord Investment Management Co., Ltd. ("Shanghai Investment") that in turn owned 100% equity interest in Shanghai Zhongting Property Development Co., Ltd. ("Shanghai Zhongting"), for a cash consideration of approximately RMB259 million. Following the transaction, the Group's equity interest(s) in Shanghai Rensheng had increased from 5% to 100% and in both Shanghai Investment and Shanghai Zhongting had increased from 51.55% to 100%. Shanghai Rensheng, Shanghai Investment and Shanghai Zhongting became 100%-owned subsidiaries of the Group. The details on this change of control from joint ventures to subsidiaries is presented in Note 35.
- (f) On August 3, 2022, the Group acquired an additional 70% equity interest in Suzhou Renjia Real Estate Co., Ltd. ("Suzhou Renjia"), which in turn owned 51% equity interest in Wuxi Renxin Real Estate Co., Ltd. ("Wuxi Renxin"), for a cash consideration of RMB0.7 million. Following the transaction, the Group's equity interests in Suzhou Renjia and Wuxi Renxin had increased from 30% to 100% and from 15.3% to 51% respectively; and Suzhou Renjia and Wuxi Renxin became 100%-owned and 51%-owned subsidiaries of the Group respectively. The details on this change of control from joint ventures to subsidiaries is presented in Note 35.

# Notes to Financial Statements

December 31, 2023

## 33 ACQUISITION OF SUBSIDIARIES (Cont'd)

### Acquisition of subsidiaries in 2022 (Cont'd)

- (g) On August 31, 2022, the Group acquired an additional 23.46% equity interest in Taicang Renhua Property Development Co., Ltd. ("Taicang Renhua"), which in turn owned 100% equity interest in Shanghai Qiaopu Property Development Co., Ltd. ("Shanghai Qiaopu"), for a cash consideration of approximately RMB75 million. Following the transaction, the Group's equity interests in both Taicang Renhua and Shanghai Qiaopu had increased from 27.54% to 51%; and Taicang Renhua and Shanghai Qiaopu became 51%-owned subsidiaries of the Group. The details on this change of control from joint ventures to subsidiaries is presented in Note 35.
- (h) As a result of the change in articles of association of Xingheng (Shenzhen) Investment Management Co., Ltd. ("Xingheng Investment") on October 30, 2022, the Group obtained control over Xingheng Investment, an entity previously held as a 70%-owned joint venture. Following the change, Xingheng Investment as well as its 100%-owned subsidiary, Haikou Yanlord Property Co., Ltd. ("Haikou Property"), became 70%-owned subsidiaries of the Group. The details on this change of control from joint ventures to subsidiaries is presented in Note 35.

In 2022, the acquisition of Dongguan Jiayi was accounted for as acquisition of assets and was out of scope of SFRS(I) 3 *Business Combinations*. The Group's intention was to acquire the land and vacant properties held by Dongguan Jiayi and the Group did not take control over any management or operational process from the vendors as it intends to develop and sell the properties. The acquisitions of the rest of entities for which the Group acquired during 2022 were accounted for as acquisition of businesses under SFRS(I) 3.

Had the business combinations during 2022 been effected as at January 1, 2022, the Group's revenue for 2022 would be RMB28.721 billion, and the profit for the year for 2022 would be RMB2.579 billion.

The following summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition dates:

	<b>GROUP 2022 RMB'000</b>
Non-current assets	2,103,072
Current assets	88,103,894
Non-current liabilities	(4,095,931)
Current liabilities	(83,186,606)
Net assets at date of acquisition	2,924,429
Non-controlling interests	(2,189,791)
Net assets acquired	734,638
Gain on bargain purchase and gain on remeasurement of retained interests in joint ventures	(243,921)
Total consideration	490,717
Cash consideration paid in previous year	(409,199)
Cash acquired	(4,753,342)
Net cash inflow arising from acquisition of subsidiaries	(4,671,824)

# Notes to Financial Statements

December 31, 2023

## 34 CHANGE OF CONTROL FROM A SUBSIDIARY TO AN ASSOCIATE

### Change of control from a subsidiary to an associate in 2023

The Group relinquished control over Nanjing Xinghuiheng, with effect from November 22, 2023, as a result of the disposal of 55% equity interest in Nanjing Xinghuiheng. Accordingly, Nanjing Xinghuiheng ceased to be a subsidiary of the Group and is classified as 5%-owned associate.

The following summarises the details of the change of control:

	<b>GROUP</b>
	<b>2023</b>
	<b>RMB'000</b>
Current assets	327,204
Current liabilities	(307,208)
Net assets at date of change of control	19,996
Non-controlling interests	(7,998)
Net assets derecognised	11,998
<b>Gain on change of control</b>	
Consideration received in previous year	11,000
Net asset derecognised	(11,998)
Fair value of retained interest	1,000
	2
<b>Net cash outflow arising from change of control</b>	
Consideration received	-
Cash and cash equivalents derecognised	(15,087)
	(15,087)

There was no change of control from subsidiaries to associates in 2022.

## 35 CHANGE OF CONTROL FROM JOINT VENTURES TO SUBSIDIARIES

There was no change of control from joint ventures to subsidiaries in 2023.

### Change of control from joint ventures to subsidiaries in 2022

- (a) The Group acquired an additional 1% equity interest in Hangzhou Renyuan, which in turn owned 100% equity interest in Hangzhou Renxiang. Following the transaction, the Group's equity interests in both Hangzhou Renyuan and Hangzhou Renxiang had increased from 50% to 51%. Consequently, the Group reclassified Hangzhou Renyuan and Hangzhou Renxiang from joint ventures to subsidiaries.
- (b) As a result of the change in co-operation agreement of Yanlord Eco Island, the Group obtained control over Yanlord Eco Island, an entity previously held as a 51%-owned joint venture. Following the change in co-operation agreement of Yanlord Eco Island, all matters, other than protective rights such as changing of articles of association, capital injection and reduction of Yanlord Eco Island and merger and separation, only require a simple majority vote from the shareholders. Consequently, the Group reclassified Yanlord Eco Island and its 100%-owned subsidiary, Nanjing Jiangdao, as subsidiaries from joint ventures.

# Notes to Financial Statements

December 31, 2023

## 35 CHANGE OF CONTROL FROM JOINT VENTURES TO SUBSIDIARIES (Cont'd)

### *Change of control from joint ventures to subsidiaries in 2022 (Cont'd)*

- (c) The Group acquired an additional 92% equity interest in Suzhou Renzhuo. Following the transaction, the Group's equity interest in Suzhou Renzhuo had increased from 8% to 100%. Consequently, the Group reclassified Suzhou Renzhuo from a joint venture to a subsidiary.
- (d) The Group acquired an additional 95% equity interest in Shanghai Rensheng, which owned 51% equity interests in Shanghai Investment that in turn owned 100% equity interest in Shanghai Zhongting. Following the transaction, the Group's equity interest(s) in Shanghai Rensheng had increased from 5% to 100% and in both Shanghai Investment and Shanghai Zhongting had increased from 51.55% to 100%. Consequently, the Group reclassified Shanghai Rensheng, Shanghai Investment and Shanghai Zhongting as subsidiaries from joint ventures.
- (e) The Group acquired an additional 70% equity interest in Suzhou Renjia, which in turn owned 51% equity interest in Wuxi Renxin. Following the transaction, the Group's equity interests in Suzhou Renjia and Wuxi Renxin had increased from 30% to 100% and from 15.3% to 51% respectively. Consequently, the Group reclassified Suzhou Renjia and Wuxi Renxin from joint ventures to subsidiaries.
- (f) The Group acquired an additional 23.46% equity interest in Taicang Renhua, which in turn owned 100% equity interest in Shanghai Qiaopu. Following the transaction, the Group's equity interests in both Taicang Renhua and Shanghai Qiaopu had increased from 27.54% to 51%. Consequently, the Group reclassified Taicang Renhua and Shanghai Qiaopu from joint ventures to subsidiaries.
- (g) As a result of the change in articles of association of Xingheng Investment, the Group obtained control over Xingheng Investment, an entity previously held as a 70%-owned joint venture. Following the change in articles of association of Xingheng Investment, all matters, other than protective rights such as changing of articles of association, capital injection and reduction of Xingheng Investment and merger and separation, only require a simple majority vote from the shareholders. Consequently, the Group reclassified Xingheng Investment as well as its 100%-owned subsidiary, Haikou Property, from joint ventures to subsidiaries.

The following summarises the details of the change of control:

	<b>GROUP 2022 RMB'000</b>
Non-current assets	2,095,378
Current assets	87,753,321
Non-current liabilities	(4,095,931)
Current liabilities	(82,953,339)
Net assets at date of change of control	2,799,429
Non-controlling interests	(2,139,791)
Net assets recognised	659,638
<b>Gain on change of control</b>	
Consideration paid for additional interest	415,717
Fair value of acquired interest	(659,638)
	(243,921)

The assets acquired and liabilities assumed as at the date of change of control shown above are included in the summary table as presented under Note 33.

# Notes to Financial Statements

December 31, 2023

## 36 DISPOSAL OF SUBSIDIARIES

As refer to Note 10, the Group disposed of Greens Investments Limited and Guiyang Yanlord Property Management Co., Ltd. in 2023.

The net assets at the date of disposal were as follows:

	<b>GROUP</b>
	<b>2023</b>
	<b>RMB'000</b>
Non-current assets	581,477
Current assets	2,364
Current liabilities	(120,902)
Net assets disposed off	462,939
<b>Loss on disposal</b>	
Consideration received	421,880
Net assets derecognised	(462,939)
	(41,059)
<b>Net cash inflow arising on disposal</b>	
Cash consideration received	421,880
Less: Cash and cash equivalents disposed of	(394)
	421,486

There was no disposal of subsidiaries in 2022.

## 37 OPERATING LEASE ARRANGEMENTS

The Group as lessor

Operating leases, in which the Group is the lessor, relate to investment properties and certain other properties owned by the Group with lease terms of less than 1 year to 20 years. The lessee does not have an option to purchase the property at the expiry of the lease period.

Maturity analysis of operating lease payments:

	<b>GROUP</b>	
	<b>2023</b>	<b>2022</b>
	<b>RMB'000</b>	<b>RMB'000</b>
Year 1	<b>966,621</b>	873,797
Year 2	<b>778,534</b>	672,853
Year 3	<b>588,997</b>	483,948
Year 4	<b>439,046</b>	318,199
Year 5	<b>391,556</b>	338,396
Year 6 and onwards	<b>766,644</b>	829,034
	<b>3,931,398</b>	3,516,227

# Notes to Financial Statements

December 31, 2023

## 38 CAPITAL EXPENDITURE COMMITMENTS

Amounts committed for future capital expenditure but not provided for in the financial statements:

	GROUP	
	2023 RMB'000	2022 RMB'000
Investment properties	<b>61,418</b>	305,432
Acquisition of land use rights	<b>50,139</b>	95,082
Investments in joint ventures	<b>36,741</b>	277,471
Others	<b>12,239</b>	6,614
	<b>160,537</b>	684,599

## 39 CONTINGENCIES AND FINANCIAL GUARANTEES

As at December 31, 2023, the Group has provided guarantees of approximately RMB12.630 billion (2022 : RMB18.605 billion) to banks for the benefit of its customers in respect of mortgage loans provided by the banks to these customers for the purchase of the Group's development properties. Should such guarantees be called upon, there would be an outflow of cash (previously collected by the Group) from the Group to the banks to discharge the obligations. Management has made enquiries with the banks and considered the profile of customers who bought the Group's properties and concluded that the likelihood of these guarantees being called upon is low. These guarantees provided by the Group to the banks would be released upon receiving the building ownership certificate of the respective properties by the banks from the customers as security for the mortgage loan granted.

As described in Note 28, the additional LAT tax exposure in the event of future re-assessment by the tax authorities has been estimated by management to be approximately RMB597 million (2022 : RMB597 million) (before effects of deductibility for income tax assessment purpose and adjustment for non-controlling interests) as at December 31, 2023.

As at December 31, 2022, a subsidiary of the Company had provided a joint guarantee to a bank in respect of a loan facility granted to a joint venture amounting to RMB26 million for a remaining term of less than one year up to June 30, 2023. The subsidiary's contingent liability as at December 31, 2022 for this joint guarantee was limited to an amount of RMB25 million. During the year, the loan and interest payable were fully repaid and the loan facility was cancelled accordingly.

As at December 31, 2023, two subsidiaries of the Company have provided a joint guarantee to a bank in respect of a loan facility granted to a joint venture amounting to RMB622 million (2022 : RMB835 million) for a remaining term of less than one year up to December 15, 2024 (2022 : less than one year up to June 15, 2023). The subsidiaries' contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB622 million (2022 : RMB808 million).

As at December 31, 2023, two subsidiaries of the Company have provided a joint guarantee to a bank in respect of a loan facility granted to a joint venture amounting to RMB28 million (2022 : RMB90 million) for a remaining term of less than twelve years up to April 20, 2035. The subsidiaries' contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB28 million (2022 : RMB28 million).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to banks in respect of a loan facility granted to a joint venture amounting to RMB309 million (2022 : RMB315 million) for a remaining term of less than four years up to March 14, 2027. The subsidiary's contingent liability as at December 31, 2023 for these joint guarantees is limited to an amount of RMB307 million (2022 : RMB292 million).



# Notes to Financial Statements

December 31, 2023

## 39 CONTINGENCIES AND FINANCIAL GUARANTEES (Cont'd)

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to a bank in respect of a loan facility granted to a joint venture amounting to RMB100 million (2022 : RMB Nil) for a remaining term of less than five years up to April 10, 2028. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB56 million (2022 : RMB Nil).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to a bank in respect of a loan facility granted to a joint venture amounting to RMB120 million (2022 : RMB Nil) for a remaining term of less than four years up to December 28, 2027. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB120 million (2022 : RMB Nil).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to a bank in respect of a loan facility granted to an associate amounting to RMB376 million (2022 : RMB400 million) for a remaining term of less than eighteen years up to December 20, 2041. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB336 million (2022 : RMB350 million).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to a bank in respect of a loan facility granted to an associate amounting to RMB350 million (2022 : RMB350 million) for a remaining term of less than four years up to January 19, 2027. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB314 million (2022 : RMB314 million).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to a bank in respect of a loan facility granted to an associate amounting to RMB55 million (2022 : RMB Nil) for a remaining term of less than five years up to April 1, 2028. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB15 million (2022 : RMB Nil).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to banks in respect of a loan facility granted to an associate amounting to RMB308 million (2022 : RMB Nil) for a remaining term of less than two years up to December 8, 2025. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB308 million (2022 : RMB Nil).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to banks in respect of a loan facility granted to an associate amounting to RMB14 million (2022 : RMB Nil) for a remaining term of less than five years up to August 8, 2028. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB6 million (2022 : RMB Nil).

As at December 31, 2023, a subsidiary of the Company has provided a joint guarantee to a bank in respect of a loan facility granted to an associate amounting to RMB32 million (2022 : RMB Nil) for a remaining term of less than five years up to June 7, 2028. The subsidiary's contingent liability as at December 31, 2023 for this joint guarantee is limited to an amount of RMB4 million (2022 : RMB Nil).

Management is of the view that the fair value of the financial guarantees provided by the Group and the Company are not significant.

# Interested Person Transactions

Financial year ended December 31, 2023

Pursuant to Rule 907 of the Listing Manual of Singapore Exchange Securities Trading Limited ("Listing Manual"), all interested person transactions entered into during the financial year ended December 31, 2023 ("FY 2023"), excluding transactions less than S\$100,000, are set out below. Yanlord Land Group Limited ("Company") has not obtained a general mandate under Rule 920 of the Listing Manual.

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual)
Mr. Zhong Sheng Jian	The Chairman and Chief Executive Officer, a director and controlling shareholder of the Company as well as an associate of Mr. Zhong Ming and Mr. Zhong Iek Ka	RMB89,524,648
Yanlord Holdings Pte. Ltd.	A controlling shareholder of the Company and an associate of Mr. Zhong Sheng Jian, Mr. Zhong Ming and Mr. Zhong Iek Ka	RMB29,012,979
Pretty Honour Investment Limited	An associate of Mr. Zhong Sheng Jian, Mr. Zhong Ming and Mr. Zhong Iek Ka	RMB23,988,877
Mr. Zhong Sili	An associate of Mr. Zhong Siliang	RMB11,457,743
<b>Total</b>		<b>RMB153,984,247</b>

## Notes:

- Mr. Zhong Sheng Jian is an immediate family of (i) Mr. Zhong Ming, the Executive Deputy Chairman of the Company and (ii) Mr. Zhong Iek Ka, a director of the Company. Mr. Zhong Sili is an immediate family of Mr. Zhong Siliang, a director of the Company.
- In this page, "associate", "controlling shareholder", "immediate family", "interested person" and "interested person transaction" shall have the respective meanings ascribed to them in the Listing Manual.
- The average exchange rates of US\$1 to RMB7.0460, S\$1 to RMB5.2553 and HK\$1 to RMB0.8999 for the full year ended December 31, 2023 have been used for currency conversion of the aggregate value of above interested person transactions, as appropriate.

There were no material contracts entered into by the Company and its subsidiaries involving the interests of the Chairman and Chief Executive Officer, directors or controlling shareholders of the Company, which are either still subsisting at the end of FY 2023 or if not then subsisting, entered into since the end of the previous financial year.

# Shareholding Statistics

As at March 13, 2024

Class of shares	:	Ordinary shares
Number of issued and paid-up shares (including treasury shares)	:	1,948,736,476
Issued and paid-up share capital	:	S\$1,482,552,080
Voting rights	:	One vote per ordinary share (Yanlord Land Group Limited ("Company") cannot exercise any voting rights in respect of ordinary shares held by it as treasury shares.)
Number of treasury shares and percentage of such treasury shares against the total number of issued ordinary shares (excluding treasury shares)	:	17,201,100 (approximately 0.89%)
Number of subsidiary holdings <sup>1</sup> and percentage of such subsidiary holdings against the total number of issued ordinary shares (excluding treasury shares)	:	Nil

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	Percentage (%)	No. of Shares (excluding treasury shares)	Percentage (%) <sup>2</sup>
1 - 99	13	0.20	183	0.00
100 - 1,000	472	7.25	420,627	0.02
1,001 - 10,000	3,767	57.92	21,732,062	1.12
10,001 - 1,000,000	2,219	34.12	119,708,691	6.20
1,000,001 and above	33	0.51	1,789,673,813	92.66
<b>TOTAL</b>	<b>6,504</b>	<b>100.00</b>	<b>1,931,535,376</b>	<b>100.00</b>

Based on the information available to the Company, as at March 13, 2024, approximately 26% of the total number of issued ordinary shares (excluding treasury shares) of the Company are held by the public and accordingly, Rule 723 of the Listing Manual of Singapore Exchange Securities Trading Limited ("Listing Manual") has been complied with.

# Shareholding Statistics

As at March 13, 2024

## TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	Percentage (%) <sup>2</sup>
1	YANLORD HOLDINGS PTE. LTD.	1,278,390,000	66.19
2	DBS NOMINEES (PRIVATE) LIMITED	131,628,691	6.81
3	CITIBANK NOMINEES SINGAPORE PTE LTD	71,931,710	3.72
4	RAFFLES NOMINEES (PTE.) LIMITED	64,916,938	3.36
5	UOB KAY HIAN PRIVATE LIMITED	62,491,800	3.24
6	DBSN SERVICES PTE. LTD.	33,562,078	1.74
7	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	33,439,600	1.73
8	MORGAN STANLEY ASIA (SINGAPORE) SECURITIES PTE LTD	30,938,765	1.60
9	HSBC (SINGAPORE) NOMINEES PTE LTD	17,283,571	0.89
10	PHILLIP SECURITIES PTE LTD	13,275,900	0.69
11	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	5,984,550	0.31
12	OCBC SECURITIES PRIVATE LIMITED	5,477,200	0.28
13	ONG ENG LOKE	4,174,500	0.22
14	KHENG LEONG COMPANY (PRIVATE) LIMITED	3,541,100	0.18
15	WONG GHAN OR WONG SHI HAO	3,067,800	0.16
16	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	2,883,111	0.15
17	MAYBANK SECURITIES PTE. LTD.	2,751,914	0.14
18	IFAST FINANCIAL PTE. LTD.	2,748,600	0.14
19	TAN SHOOK YNG	2,270,000	0.12
20	DB NOMINEES (SINGAPORE) PTE LTD	2,181,000	0.11
<b>TOTAL</b>		<b>1,772,938,828</b>	<b>91.79</b>

## SUBSTANTIAL SHAREHOLDERS

(as stated in the Register of Substantial Shareholders)

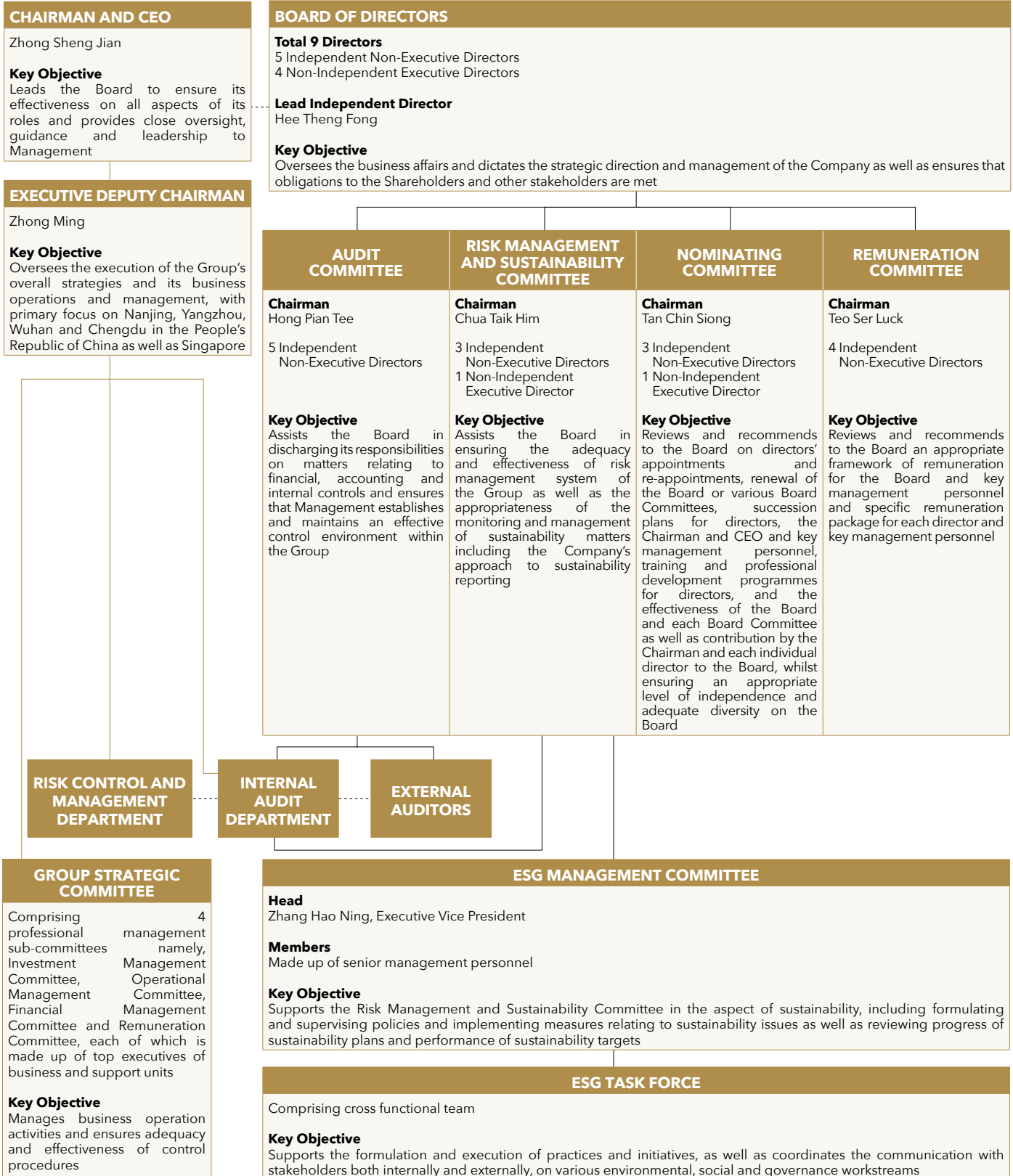
Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	Percentage (%) <sup>2</sup>	No. of Shares	Percentage (%) <sup>2</sup>	No. of Shares	Percentage (%) <sup>2</sup>
YANLORD HOLDINGS PTE. LTD.	1,278,390,000	66.19	-	-	1,278,390,000	66.19
ZHONG SHENG JIAN	73,171,500	3.79	1,308,900,500 <sup>3</sup>	67.76	1,382,072,000	71.55

### Notes:

- <sup>1</sup> "Subsidiary holdings" shall have the meaning ascribed to it under the Listing Manual.
- <sup>2</sup> Percentages are calculated based on the total number of issued ordinary shares (excluding treasury shares) of the Company as at March 13, 2024 and rounded to the nearest two (2) decimal places.
- <sup>3</sup> Mr. Zhong Sheng Jian is deemed to have an interest in 1,308,900,500 ordinary shares of the Company, comprising 1,278,390,000 ordinary shares held by Yanlord Holdings Pte. Ltd. and 30,510,500 ordinary shares held by Lian Pu Pte. Limited, pursuant to Section 7 of the Companies Act 1967 and Section 4 of the Securities and Futures Act 2001 of Singapore, as applicable.

# Corporate Governance

## CORPORATE GOVERNANCE STRUCTURE



# Corporate Governance

**Yanlord Land Group Limited** (“Company” and together with its subsidiaries, “Group”) is committed to achieving high standards of corporate governance to support long-term shareholder value, whilst taking into account the interests of other stakeholders. The board of directors of the Company (“Board”) and management of the Group (“Management”) believe that good corporate governance is key to the integrity of the Group and essential to the sustainability of the Group’s business and performance. In line with Rule 710 of the Listing Manual of Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Listing Manual”), this statement outlines the Company’s corporate governance practices with specific reference to the principles and provisions set out in the Code of Corporate Governance issued by the Monetary Authority of Singapore dated August 6, 2018 (“Code”), as last amended on January 11, 2023, and the complementary practice guidance (“Practice Guidance”) dated December 14, 2023. The Company has complied in all material respects with principles and provisions in the Code and variations in any specific areas of the provisions are stated and accordingly explained in this statement.

In January 2024, the Company made a debut on the SGX Fast Track list, which recognises listed issuers for upholding high standards of corporate governance and maintaining a good compliance track record. The Company was the winner of the “Singapore Corporate Sustainability Award (Big Cap)” at the Securities Investors Association (Singapore) Investors’ (“SIAS”) Choice Awards 2023 and it is also qualified for the “ASEAN Asset class” in the latest assessment of the ASEAN Corporate Governance Scorecard.

## BOARD MATTERS

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

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

### Roles and Principal Functions of the Board

The Board has the primary responsibility to foster the success of the Company so as to deliver long-term sustainable value, and to engage stakeholders based on the principles of sustainability and sound governance. It oversees the business affairs and dictates the strategic direction and management of the Group through reviews of, among others, the financial performance, risk management system and internal controls of the Group as well as succession plans and remuneration framework of directors and key management personnel, whilst considering sustainability as part of the Group’s strategic formulation. The Board is also responsible for and plays a key role in setting the Company’s corporate governance standards and policies, whilst ensuring compliance with applicable legislative and regulatory requirements. The Group has put in place a code of business conduct (as described in the section entitled “Core Value” of this statement and contents of which is being made available on the Company’s website at [yanlordland.com/corporate-governance/](http://yanlordland.com/corporate-governance/)), which aims to set an appropriate tone-from-the-top and desired organisational culture as well as underscores its importance to the Group particularly in ensuring that the core value and ethical standards are observed. The Board and Management as well as employees are committed to conducting business and affairs of the Group with integrity and honesty. All directors, collectively and individually, discharge their duties and responsibilities objectively at all times as fiduciaries of the Company and act honestly with diligence, and in the best interests of the Company. The Board provides overall guidance to Management, led by the Chairman and Chief Executive Officer (“Chairman and CEO”), who is assisted by the Executive Deputy Chairman. The Board understands its accountability to the shareholders of the Company (“Shareholders”) for the Group’s performance and sustainable development, and Management understands its role and is accountable to the Board, where the Board holds Management accountable for performance of the Group and ensures its obligations to the Shareholders and other stakeholders are met.

The principal functions of the Board include, among others:

- (a) providing entrepreneurial leadership, setting corporate and strategic objectives with appropriate focus on value creation and innovation, and monitoring progress (including to ensure that the necessary resources are in place) towards achieving these objectives;
- (b) overseeing and ensuring the adequacy and effectiveness of the Group’s risk management system and internal controls (including financial, operational, compliance and information technology controls) framework and standards, so as to achieve an appropriate balance between risks and the Group’s performance as well as to safeguard the Shareholders’ interests and the Group’s assets;

# Corporate Governance

- (c) ensuring the appropriateness of the monitoring and management of the Group's sustainability related issues and the Company's approach to sustainability reporting; and
- (d) constructively challenging the Management and supervising the overall management and performance of the business and affairs of the Group.

The Board has no dissenting view on the Chairman's Statement, which provides a balanced and readable summary of the Group's performance and prospect, as set out on pages 14 to 17 of this annual report for the financial year ended December 31, 2023 ("FY 2023") ("Annual Report 2023").

## Conflict of Interest

Directors avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of the Group, and comply with relevant disclosure obligations. In addition, the Company's Constitution requires directors to abstain from voting in respect of any contract or proposed contract or arrangement or any other proposal whatsoever in which they have any personal material interest, directly or indirectly. In the event that directors have interest in a matter under consideration by the Board and/or any of the Board's committees ("Board Committees"), directors must declare the nature of such interest and abstain from voting on the matter in issue, with their declaration of interest and abstention duly recorded in the minutes of meeting or resolutions of the Board and/or the Board Committees. Interested person transactions, if any, are reported to the Audit Committee ("AC") and the Board to ensure that such transactions are conducted on an arm's length basis and on normal commercial terms which are not prejudicial to the interests of the Company and its minority Shareholders. In addition to announcing and/or disclosing any interested person transactions as required under the Listing Manual, the Company will also seek Shareholders' approval, if so required, for such transactions in accordance with the requirements of the Listing Manual. The Group currently does not have a general mandate from Shareholders for recurrent interested person transactions of a revenue or trading nature or those necessary for its day-to-day operations pursuant to Rule 920 of the Listing Manual. The disclosure of directors' interest in transactions in accordance with the Companies Act 1967 of Singapore ("Act") is a regular agenda item at Board meetings, and such disclosures are circulated and tabled for the Board's information.

## Training and Development for the Board

A director, upon appointment, will be provided with a formal letter setting out his/her general duties and obligations as a director (including role as an executive, non-executive and/or independent director) and relevant materials or information on the Group's business, structure, core values, governance practices, sustainability and corporate social initiatives as well as the Board and Board Committees including the Company's Constitution, terms of reference of various Board Committees together with corporate policies are enclosing therewith to facilitate the new director's understanding and to enable such director to assimilate into his/her new role. Where a newly appointed director has no prior experience as a director of an issuer listed on the Singapore Exchange, such director will be required to undergo training on the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST, unless the Nominating Committee ("NC") determines that such training is not required because the director has other relevant and comparable experience, in which case the basis of its assessment will be disclosed in the announcement of the appointment of such director. Newly appointed director is also required to sign the prescribed undertaking to use his/her best endeavours to comply with the requirements of the Listing Manual. No new director has been appointed during the financial year under review.

Directors have opportunities to visit the development sites of the Group and to meet with the local management team as and when necessary. In FY 2023, the Company arranged for independent non-executive directors to visit the Group's development sites and engage in strategic meeting with the local management team in the People's Republic of China ("PRC"). The directors have also been provided with detailed explanations and information on various aspects of the Group's operations or business issues by Management at Board meetings or as and when so requested by the directors and receive relevant briefings and updates, particularly on relevant new laws and regulations including any key changes made to any financial reporting standards, and changing commercial risks, from time to time. During the meetings held in the year, the external auditors, Deloitte & Touche LLP, Singapore ("Deloitte Singapore"), briefed the directors of recent key changes to the financial reporting and auditing standards; and the Chairman and CEO also provided updates to the directors of the prevailing market conditions and business environment, including latest developments in the governmental policies or measures in the PRC, where the Group's core business operates. To ensure directors can fulfil their obligations and to continually improve the performance of the Board, directors are encouraged to undergo training sessions, conferences, workshops and/or seminars conducted by governmental

# Corporate Governance

or professional bodies and the Company will facilitate the registration process and be responsible for funding any such training or professional development programmes, if required. Directors are kept informed by the Company Secretary from time to time of the available training sessions, conferences, workshops and seminars including those conducted by Singapore Institute of Directors and other professional bodies. In FY 2023, the NC Chairman, by invitation, attended the “Beyond Board Diversity Disclosures”, a closed-door roundtable of Nominating Committee Chairs on leveraging board diversity for enhanced business resilience and sustainability, co-hosted by The Council for Board Diversity and United Overseas Bank. The NC, having regard, *inter alia*, the skillset, expertise and experience of directors as well as the latest developments or requirements of applicable laws and regulations, assesses and considers the need for specific training and professional development programmes for directors and recommends the same to the Board for consideration, if required.

## Matters Requiring Board Approval

Key matters which are specifically reserved for approval by the Board include the decisions over strategic direction, plans and performance objectives of the Group as well as significant corporate matters related to the Group, including matters relating to financing, investments and divestments, major undertakings, annual budget, financial results, dividend payout, issuances of securities, structure, size and composition of the Board and/or the Board Committees, succession plans, internal controls and risk management, sustainability and all matters or transactions requiring the Board's deliberation or decision such as interested persons transactions, share buyback and etc. The Board likewise reviews and approves all corporate actions for which Shareholders' approvals are required. The matters which are specifically decided on and approved by the Board are duly recorded and communicated to the Management. Financial authorisation and approval limits are established for the day-to-day transactions to facilitate operational efficiency.

## Delegation of Authority to Board Committees

To facilitate effective management, certain functions of the Board have been delegated, without abdicating the responsibilities of the Board, to various Board Committees namely, AC, NC, Remuneration Committee (“RC”) and Risk Management and Sustainability Committee (“RMSC”). Each of the Board Committees is guided by its own written terms of reference, and reviews and makes decisions on matters within such terms of reference and reports to the Board with its decisions or recommendations at least on an annual basis. The terms of reference which set out, among others, compositions, roles, authorities, duties and responsibilities of such Board Committee, are reviewed and approved by the respective Board Committees and the Board from time to time. The structure, size and composition of the Board Committees are evaluated annually or as and when necessary. Appointments to Board Committees are recommended by NC and subject to the approval of the Board. The composition and principal roles and responsibilities of each of the Board Committees are set out in their respective sections of this statement.

## Meetings of the Board and Board Committees as well as General Meetings

To facilitate meaningful participation, the schedule of meetings of the Board and Board Committees, as well as annual general meeting, for the next calendar year is planned well in advance in consultation with the directors. At least two scheduled Board meetings are held every year at regular intervals, in any event not later than 45 days after the first half year financial period and not later than 60 days after the full year financial period, mainly for the purpose of reviewing the performance and business management of the Group. *Ad hoc* meetings of the Board and Board Committees may be convened, if warranted by circumstances. Directors are expected to attend all meetings of the Board and Board Committees on which they are seated as well as general meetings of the Company, except if any unusual circumstances make attendance impractical. When a physical meeting for the Board or Board Committees is not feasible, timely communication with members of the Board or Board Committees can be achieved through electronic means. The Company's Constitution and each Board Committee's terms of reference are sufficiently flexible to allow a director and committee member to participate at a meeting via telephone or video conferencing, audio visual, or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Agenda of the meetings of Board and Board Committees are prepared in consultation with and incorporate inputs from Management, as appropriate, and reviewed and approved by the Chairman of the Board and the chairman of that Board Committee, respectively. Any director who is unable to attend the meeting(s) of the Board or of the Board Committees may raise his/her views on the agenda to the Board or the Board Committees separately. The discussions on key deliberations and decisions or recommendations made at meetings of the Board and Board Committees are duly recorded in the minutes of respective meetings. Minutes of meetings of the Board Committees which record discussions and decisions or recommendations made during these meetings are tabled to the Board for information. The Board and Board Committees may also make decisions by way of circulating resolutions in lieu of a meeting. In the course of the financial year under review,



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no *ad hoc* meetings were held. Information relating to the arrangements for general meetings of the Company is set out in the section entitled “Principle 11: Shareholder Rights and Conduct of General Meetings” of this statement. Directors achieved full attendance at the meetings of the Board and Board Committees as well as annual general meeting held in FY 2023. The number of meetings held and attended by each of the members of the Board and Board Committees during FY 2023 are set out below:

Directors	Meetings	Number of Meeting(s) Attended / Number of Meeting(s) Held During FY 2023					
		Board Meeting	AC Meeting	RMSC Meeting	NC Meeting	RC Meeting	Annual General Meeting
Zhong Sheng Jian		2/2	NA	1/1	1/1	NA	1/1
Zhong Ming		2/2	NA	NA	NA	NA	1/1
Zhong Siliang		2/2	NA	NA	NA	NA	1/1
Zhong Iek Ka		2/2	NA	NA	NA	NA	1/1
Hee Theng Fong		2/2	2/2	1/1	1/1	NA	1/1
Hong Pian Tee		2/2	2/2	1/1	NA	1/1	1/1
Teo Ser Luck		2/2	2/2	NA	1/1	1/1	1/1
Chua Taik Him		2/2	2/2	1/1	NA	1/1	1/1
Tan Chin Siong		2/2	2/2	NA	1/1	1/1	1/1

NA - Not Applicable

## Access to Information

Management ensures that the Board is provided with complete, adequate and timely information prior to meetings and on an ongoing basis, in order for the directors to discharge their duties efficiently and effectively.

Directors have unfettered access to Management and are entitled to request and be provided with such additional information as they may need to make informed and timely decisions. Relevant information on material events or transactions is provided to the directors as and when they arise. Where an approval of the Board and/or Board Committees is sought, relevant background and explanatory information on the matter in issue is provided to the Board and/or Board Committees to facilitate their decision making.

In line with the Group’s commitment to the conservation and preservation of natural resources for environmental sustainability, the Board and Board Committees are no longer provided with printed copies of meeting papers. Instead, documents including financial results together with presentation slides and press releases, other relevant reports/papers on proposed dividend, pre-sales, debts structure, financial covenants and budget variance, as well as relevant background information and documents relating to any business to be discussed at the Board and/or Board Committees’ meetings, such as audit plans and findings, internal audit reports, sustainability reports, notices on disclosure of directors’ interests, paper(s) on any financing activities or corporate actions and interested person transactions and etc. are uploaded to a secured electronic portal prior to the scheduled meetings for the directors’ viewing, consideration and discussion. In addition to the budget variance report for the first half of the financial year which is usually tabled at the meetings of the AC and Board together with the half-yearly unaudited financial results, annual budget together with full year budget variance reports are presented to the Board at a meeting on a yearly basis.

Management and other senior executives attend meetings of the Board and/or Board Committees, where required and appropriate, to brief the Board and/or Board Committees on the Group’s financial performance, business plan and strategy as well as latest market developments and industry trends, amongst others, whilst the Company’s auditors and professional advisers are invited on a need-to basis to attend the various meetings to provide insights into business to be discussed at each such meeting. Despite the Company has adopted half-yearly reporting approach for its unaudited financial results, directors are provided with regular updates on the pre-sale proceeds and internal audit reports on a quarterly basis.

# Corporate Governance

## Access to Management, Company Secretary and Professional Advice

The Chairman and CEO, the Group Financial Controller, the internal and external auditors and the Company Secretary are available to address any queries that the directors may have at the meetings and as and when necessary. The Board has separate and independent access to Management, including the Group Financial Controller, the internal auditors and the Company Secretary, as well as the external auditors through face-to-face meetings, electronic mail, telephone, video conference or by other means of communication as and when required.

The Company Secretary attends all meetings of the Board and Board Committees. In addition to advising the Board on corporate and administrative matters as well as assisting with training and professional development programmes for the directors as required, the role of the Company Secretary includes ensuring the Board procedures are observed, applicable rules and regulations are complied with as well as assisting the Board in implementing and strengthening corporate governance practices and processes. Under the direction of the Chairman and CEO, the Company Secretary also ensures good information flows within the Board and Board Committees and between the Management and independent non-executive directors. The appointment and removal of the Company Secretary are subject to the approval of the Board.

The directors may, whether individually or as a group, in the furtherance of their duties or when circumstances warrant, take independent professional advice (e.g., auditors and lawyers) at the Company's expense.

## Principle 2: Board Composition and Guidance

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

### Structure of the Board

The Board currently comprises the following nine members, of whom five are independent non-executive directors and four are non-independent executive directors:

- |    |                  |                                      |
|----|------------------|--------------------------------------|
| 1. | Zhong Sheng Jian | Chairman and Chief Executive Officer |
| 2. | Zhong Ming       | Executive Deputy Chairman            |
| 3. | Zhong Siliang    | Executive Director                   |
| 4. | Zhong Iek Ka     | Executive Director                   |
| 5. | Hee Theng Fong   | Lead Independent Director            |
| 6. | Hong Pian Tee    | Independent Non-Executive Director   |
| 7. | Teo Ser Luck     | Independent Non-Executive Director   |
| 8. | Chua Taik Him    | Independent Non-Executive Director   |
| 9. | Tan Chin Siong   | Independent Non-Executive Director   |

Key information regarding the directors including their background information, current and past directorships and chairmanships as well as other principal commitments is set out under the headings "Profile of the Board of Directors" and where applicable, "Additional Information on Director Seeking Re-election"; and their interests (direct and indirect) in the securities of the Company and its related corporations, if any, are disclosed under the heading "Directors' Statement", in Annual Report 2023.

### Independence of Directors

The Board determines, at the recommendation of the NC, the independence of each director, taking into account, *inter alia*, the criteria and circumstances set out in the Listing Manual, the Code and the Practice Guidance on an annual basis, and as and when circumstances require. Each director is required to complete a questionnaire to declare his independence and the independent non-executive directors are further required to verify all the independence criteria or circumstances set out therein. When required, the independence criteria and circumstances set out in the questionnaire may be updated to ensure that the directors' independence is in conformity with the Listing Manual, the Code and the Practice Guidance. The independence criteria

# Corporate Governance

and circumstances, last updated in February 2023, include not being (or have not been) employed by the Company or any of its related corporations in the financial year in question or any of the past three financial years; have no immediate family member who is (or has been) employed by the Company or any of its related corporations in the financial year in question or any of the past three financial years, and whose remuneration is (or was) determined by the RC; do (or did) not, nor any immediate family member does (or did), in the financial year in question or immediate past financial year, provide to or receive from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services), other than compensation for board service; is (or was) not, nor any immediate family member is (or was), in the financial year in question or immediate past financial year, a substantial shareholder or a partner in (with 5% or more stake), or an executive officer of, or a director of, any organisation which provided to or received from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services); is (or was) not directly associated with a substantial shareholder of the Company, in the financial year in question or immediate past financial year; does not have any relationship(s) 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 independent business judgement in the best interests of the Company; and has not been a director of the Company for an aggregate period of more than nine years (whether before or after listing).

The results of the independence questionnaires were tabled to the NC and Board at their respective meetings for review. During the recent annual assessment, all directors have completed the independence questionnaire, of which all five independent non-executive directors have confirmed their independence in respect of all the above criteria or circumstances and none of them have served the Board for an aggregate period of more than nine years (whether before or after listing). The directors shall promptly notify the Company in writing of any changes thereof as and when they arise. Each independent non-executive director abstained from deliberation in determining his own independence.

Taking into consideration the requirements of the Listing Manual, the Code and the Practice Guidance, and based on each director's response to the questionnaire, results of the annual assessment of the Board and each Board Committee as well as each individual director relating to independence of directors for FY 2023, the NC and the Board assessed and satisfied that Mr. Hee Theng Fong, Mr. Hong Pian Tee, Mr. Teo Ser Luck, Mr. Chua Taik Him and Mr. Tan Chin Siong are not faced with any criteria or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of their independent business judgement in the best interests of the Company and that they have demonstrated independence in discharging their duties and responsibilities as directors of the Company, in this respect, the NC and the Board determined that Mr. Hee Theng Fong, Mr. Hong Pian Tee, Mr. Teo Ser Luck, Mr. Chua Taik Him and Mr. Tan Chin Siong remain independent. The NC and Board are also of a view that there is a sufficiently strong independent element on the Board to enable independent exercise of objective judgment on the corporate affairs of the Group and encourage unbiased decision making aligned with the Shareholders' interests, with independent non-executive directors making up a majority of the Board. There is also an appropriate balance of power and authority within the various Board Committees chaired by independent non-executive directors.

## **Non-Executive Directors**

To avoid undue influence of Management over the Board and to ensure that appropriate checks and balances are in place, five independent non-executive directors make up a majority of the Board. They have unrestricted access to the Management; constructively challenge and comment on proposals on strategies as well as other business and governance issues; and review the performance of Management in meeting targeted goals and monitor the reporting of performance.


# Corporate Governance

## Board Structure, Size, Composition and Diversity


The Company recognises and embraces the importance and benefits of having a Board and Board Committees with an appropriate structure, size and composition comprising directors who as a group provide an appropriate balance and diversity of various aspects. The Company also believes that diversity is an important attribute of a well-functioning and effective Board as a diverse Board provides multiple perspectives, enhances decision-makings, avoids groupthink or uncritical conformity and fosters constructive debate, and accordingly, has in place a Board Diversity Policy (which is also being made available on the Company's website at [yanlordland.com/corporate-governance/](http://yanlordland.com/corporate-governance/)) to promote adequate diversity on the Board. In particular, the Company values the Board with diversity in aspect of skillset and expertise, business background and industry knowledge, international experiences, age, gender, tenure and independence. The NC is responsible for administering and reviewing the Board Diversity Policy to ensure its effectiveness and practicality.

The NC and Board conduct review of the Board's structure, size and composition including a review of diversity on the Board in various aspects on an annual basis and/or when circumstances warrant so. In such review, the NC and Board take into consideration the relevant rules and regulations, the Board Diversity Policy, the results of annual assessment of the Board and each Board Committee as well as each individual director, the independent element on the Board, the listed company board representations and other principal commitments held by each director (or type of director), succession plan for directors including retirement by rotation and re-election schedule, the need for progressive refreshing of the Board, the need to avoid undue disruptions from unnecessary changes to the composition of the Board and Board Committees, and scope and nature of operations as well as business requirements of the Group.

The NC and Board also review and approve the targets to achieve adequate diversity on the Board in various aspects, including the plan, timeline and progress being made towards achieving these targets on an annual basis or as and when circumstances require, taking into consideration on how the combination of skills, talents, experiences and diversity of directors in serving the current and future needs and strategic objectives of the Group. Any planned or scheduled changes in the structure, size and composition of the Board are also being taken into consideration in such review. Taking into consideration the retirement of Mr. Zhong Siliang and Mr. Hong Pian Tee at the conclusion of the next annual general meeting of the Company to be held in 2024 ("2024 AGM") (details as set out in the section entitled "Selection, Appointment and Re-appointment of Directors" of this statement), the NC and Board are of a view that the structure, size and composition of the Board and various Board Committees remain appropriate, functional and effective with adequate diversity and independence, and are conducive to efficient and effective discussion and decision making as the structure, size and composition of the Board and Board Committees allow meaningful individual participation by and diverse professional perspective from each director. The details are set out as follows:

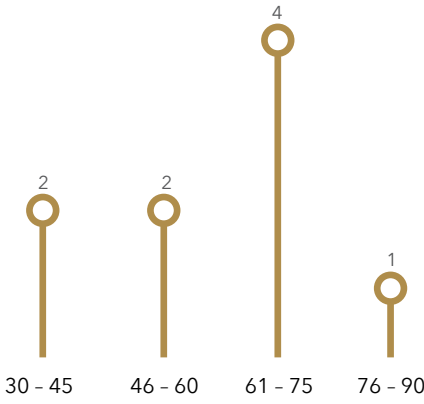

<b>Skillset and Expertise</b>	
<p>The Board currently comprises directors who as a group possess vast skillset, expertise and core competencies in various fields, including entrepreneurial leadership, strategic planning, business analytics, business management, business and corporate advisory, business restructuring and transformation, legal, finance, accounting, investment, technology, sales, marketing, engineering, sustainability and etc.</p> <p>Having considered that the remaining directors as a whole possess more than the requisite number of business-related and specific skillset and expertise and that no other material changes to the Board or Group requiring a new set of skills or expertise from the directors, the NC and Board are satisfied that the Board's composition in terms of skillset and expertise following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p><b>Target:</b> The Board should comprise directors who as a group possess at least four business-related and five specific skillset and expertise.</p> <div style="text-align: center;">  <p><b>On Target</b></p> </div>
<p><b>Plan and timeline as well as progress being made:</b> Not applicable as target is met.</p>	

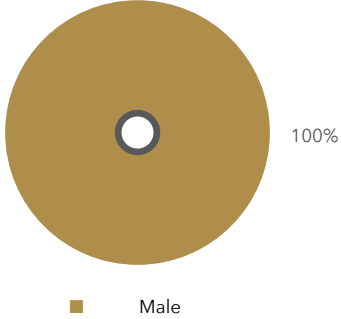

# Corporate Governance

<b>Business Background and Industry Knowledge</b>	
<p>The Board currently comprises directors who as a group possess experiences and knowledge in various businesses and industries, including real estate development/ investment/management, hospitality, environmental services, food and beverages, healthcare, professional services, energy solutions, information technology, fund management, banking and investment, public sector and etc.</p> <p>Having considered that the remaining directors as a whole possess more than the requisite number of industry-related and specific background and knowledge, and with due regard to the current context as well as the future strategic objectives including growth and development plan of the Group, the NC and Board are satisfied that the Board's composition in terms of business background and industry knowledge following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p><b>Target:</b> The Board should comprise directors who as a group possess at least four industry-related and five specific background and knowledge.</p> <div style="text-align: center;">   <b>On Target</b> </div>
<p><b>Plan and timeline as well as progress being made:</b> Not applicable as target is met.</p>	

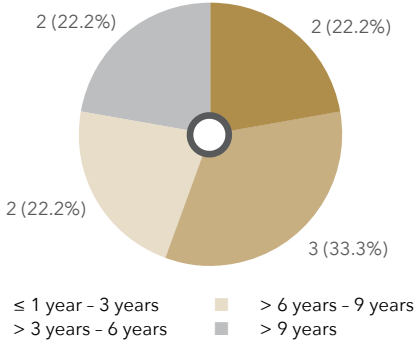

<b>International Experiences</b>	
<p>The Board currently comprises directors with international experiences, regional business expertise and strategic networking relationships in various countries, including Singapore, PRC (including Hong Kong SAR), Indonesia, Malaysia and etc.</p> <p>Having considered the directors' business experiences in Singapore and PRC (including Hong Kong SAR), and with due regard to the business operations as well as the future strategic objectives including growth and development plan of the Group, the NC and Board are satisfied that the Board's composition in terms of international experiences following the retirement of the two abovenamed directors remained adequate and no change is required for the target being set.</p>	<p><b>Target:</b> The Board should comprise directors who as a group have international business experiences in geographical regions where the Group's main business is currently operating at, i.e. Singapore and PRC (including Hong Kong SAR).</p> <div style="text-align: center;">   <b>On Target</b> </div>
<p><b>Plan and timeline as well as progress being made:</b> Not applicable as target is met.</p>	

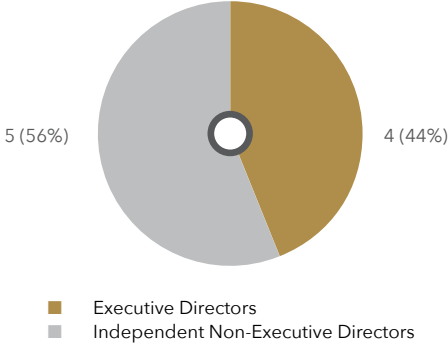

# Corporate Governance

Age											
<p>The Board currently comprises directors with different age groups, as follows:</p>  <table border="1"> <caption>Age Group Distribution</caption> <thead> <tr> <th>Age Group</th> <th>Number of Directors</th> </tr> </thead> <tbody> <tr> <td>30 - 45</td> <td>2</td> </tr> <tr> <td>46 - 60</td> <td>2</td> </tr> <tr> <td>61 - 75</td> <td>4</td> </tr> <tr> <td>76 - 90</td> <td>1</td> </tr> </tbody> </table> <p><b>Note:</b> Age is grouped at the interval of 15 years and age of each director is calculated as of the date of 2024 AGM.</p> <p>Having considered that the Board will comprise more than two different age groups of directors with age spread of more than 15 years and that there is no restriction on the retirement age of directors, the NC and Board are satisfied that the Board's composition in terms of age groups following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	Age Group	Number of Directors	30 - 45	2	46 - 60	2	61 - 75	4	76 - 90	1	<p><b>Target:</b> The Board should comprise at least two different age groups of directors with age spread of more than 15 years.</p>  <p><b>On Target</b></p>
Age Group	Number of Directors										
30 - 45	2										
46 - 60	2										
61 - 75	4										
76 - 90	1										
<p><b>Plan and timeline as well as progress being made:</b> Not applicable as target is met.</p>											

Gender	
<p>The composition of the current Board in terms of gender is as follows:</p>  <p>100%</p> <p>■ Male</p> <p>Having considered the current business environment of the Group as well as the near-term needs of the Board, the NC and Board are satisfied that the reduced Board size following the retirement of the two abovenamed directors remained adequate and that no appointments of new directors to fill the Board vacancy are needed at present. The NC and Board value the benefits of having different gender representatives on the Board and further determined that the target being set for gender diversity remained unchanged, and they shall review the relevancy of the target should there be any other Board vacancy arises in the future.</p>	<p><b>Target:</b> The Board should comprise at least one female director.</p>  <p><b>In Progress</b></p>
<p><b>Plan and timeline as well as progress being made:</b> Female candidate who possesses all the objective criteria and qualification that complement the Board mix and composition would be appointed on merit, to fill any Board vacancy that may arise in future.</p>	

# Corporate Governance

Tenure	
<p>The Board currently comprises directors with different tenure groups, as follows:</p>  <p><b>Note:</b> Tenure is grouped at the interval of 3 years and tenure of each director is calculated as of the date of 2024 AGM. The two directors who have served the Board for more than nine years are executive directors.</p> <p>Having considered that the Board will comprise four different tenure groups with all remaining independent non-executive directors serving the Board for an aggregate period of not exceeding nine years, the NC and Board are satisfied that the Board's composition in terms of tenure following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p><b>Target:</b> The Board should comprise at least two different tenure groups, with independent non-executive directors not to serve the Board for an aggregate period of more than nine years (whether before or after listing).</p>  <p><b>On Target</b></p>
<p><b>Plan and timeline as well as progress being made:</b> Not applicable as target is met.</p>	

Independence	
<p>The independence element on the current Board is as follows:</p>  <p>Having considered that the remaining independent non-executive directors will still make up a majority of the Board with the Lead Independent Director to provide leadership in situation where the Chairman is not independent, the NC and Board are satisfied that the Board's composition in terms of independence following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p><b>Target:</b> The Board should have an appropriate level of independence with independent non-executive directors making up a majority of the Board where the Chairman is not independent.</p>  <p><b>On Target</b></p>
<p><b>Plan and timeline as well as progress being made:</b> Not applicable as target is met.</p>	

# Corporate Governance

## Meetings of Non-Executive Directors and/or Independent Non-Executive Directors

In FY 2023, the independent non-executive directors, led by the lead independent director, met separately with internal and external auditors to discuss matters pertaining to the Group, without presence of the executive directors and Management to facilitate a more effective check on the Group. No significant issues were raised at such meetings. In August 2023 and February 2024, the independent non-executive directors, led by the lead independent director, had private meetings among themselves without the presence of executive directors and Management. The lead independent director as chairman of the private meeting is tasked to collate feedback (if any) from the independent non-executive directors and/or outcomes of discussions at the private meeting and communicate the same to the Board and/or the Chairman and CEO, as appropriate.

## Principle 3: Chairman and Chief Executive Officer

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

Mr. Zhong Sheng Jian currently assumes the roles of Chairman and Chief Executive Officer. Taking cognisance that there is no division of responsibilities between the Chairman and the Chief Executive Officer, the Board has appointed a lead independent director in line with the recommendation of provision 3.3 of the Code. The Company has not adopted the recommendation in provision 3.1 of the Code to have separate persons appointed as the Chairman and the Chief Executive Officer as the Company believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same individual enables the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. Furthermore, in view of Mr. Zhong Sheng Jian's extensive industrial experience and significant role in the historical development of the Group, it is beneficial to the business prospects of the Group that Mr. Zhong Sheng Jian continues to act as both the Chairman and the Chief Executive Officer. The balance of power and authority is sufficiently maintained by the operation of the Board, comprising majority of independent non-executive directors on the Board, in ensuring an effective oversight by the Board. In addition, through delegation of power and authority to various Board Committees to perform key functions and the putting in place of internal controls for proper accountability, the Board is able to exercise objective judgement independently from the Chairman and CEO as well as Management in the best interest of the Group, where no individual or small group of individuals dominates the decision of the Board in line with the intent of Principle 3 of the Code.

## Roles and Responsibilities of the Chairman and CEO

The Chairman and CEO, with the assistance of the Executive Deputy Chairman, *inter alia*, leads the Board to ensure its effectiveness in all aspects of its roles and provides close oversight, guidance and leadership to Management. He is responsible for, among others, exercising control over the quality, quantity and timeliness of the flow of information within the Board and between the Board and the Management. He plays a key role in fostering constructive dialogue between the Board and Management, the Shareholders and other stakeholders and encourages constructive relations within the Board and between the Board and Management. He also takes a leading role in the Group's drive to achieve and maintain high standards of corporate governance practices within the Group with full support of the directors, the Company Secretary and Management. The Chairman and CEO, with the assistance of the Company Secretary, also schedules meetings and sets meeting agenda and ensures sufficient allocation of time for thorough discussion of each agenda item, in particular of strategic issues. He promotes an open environment for discussion at the meetings of the Board so as to ensure meaningful participation and effective contribution by each director and attendee. The Chairman and CEO is also responsible for the overall management of the Group's business including implementing and reviewing the business direction and strategies of the Group as endorsed by the Board.

## Lead Independent Director

Pursuant to the recommendation in the Code, the Company appointed a lead independent director to, *inter alia*, provide leadership and support effective Board objectivity in business judgement and oversight in situations where the Chairman is conflicted. The current lead independent director is Mr. Hee Theng Fong, who coordinates the activities of independent non-executive directors and plays an additional facilitative role within the Board, and where necessary, provides feedback to the Chairman and CEO on any relevant issues to be further addressed by the Group. The lead independent director also provides a channel to the other independent non-executive directors for confidential discussions on any concerns and to resolve conflicts of interest as and when necessary, as well as collates feedback (if any) from the other independent non-executive directors and communicates the same to the Board and/or Board Committees, as appropriate. He is available to Shareholders where they have



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concerns and for which contact through the normal channels of communication with the Chairman and CEO or Management are inappropriate or inadequate. Any concerns of Shareholders, if received by the Company, to the attention of the lead independent director shall be forwarded to him accordingly. No concern which requires attention of the lead independent director was received from Shareholders in FY 2023.

## Principle 4: Board Membership

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

## Nominating Committee

The terms of reference of NC provides that the NC shall comprise at least three directors, the majority of whom, including the chairman, shall be independent and that the lead independent director, if any, is a member of the NC. The NC currently comprises four members, three of whom, including its chairman, are independent non-executive directors. The chairman of the NC is Mr. Tan Chin Siong and the other members are Mr. Hee Theng Fong, the lead independent director, Mr. Teo Ser Luck and Mr. Zhong Sheng Jian.

The principal roles and responsibilities of the NC, under its terms of reference, are to review and make recommendations to the Board relating to:

- (a) the appointment and re-appointment of directors (including alternate directors, if any), the Chief Executive Officer and the members of the various Board Committees;
- (b) succession plans for directors, the Chairman, the Chief Executive Officer and key management personnel;
- (c) independence of directors;
- (d) the propose objective performance criteria and process for evaluation and assessment of the effectiveness of the Board as a whole, and of each Board Committee, as well as the contribution by the Chairman and each individual director to the Board;
- (e) training and professional development programmes for directors;
- (f) guidelines on multiple directorships and other principal commitments for each director (or type of director); and
- (g) Board diversity.

## Selection, Appointment and Re-appointment of Directors

All appointments and re-appointments of directors are first reviewed and considered by the NC before recommending them to the Board for approval. Selection of candidates for appointment as directors may be facilitated, *inter alia*, through referrals and/or recommendations from reliable sources, provided the prospective candidates meet the qualification criteria established for the particular appointment. Should it be necessary, the NC may consider engaging search consultants to identify a broader range of suitable candidates. When considering the selection, appointment and re-appointment of any directors, in addition to complying with the requirements of the Listing Manual and relevant provisions of the Code as well as the Company's Constitution, as appropriate, the NC and Board take into consideration the structure, size and composition of the Board to ensure that the Board and various Board Committees remain effective and functional with adequate diversity and appropriate level of independence, the criteria of the new directors and performance of the existing directors (as the case may be), the scope and nature of operations of the Group, business requirements, succession plan for directors, the need for 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 assessment parameters for the new directors include integrity, independence, skillset and expertise, experience and diversity. New directors will have to make a declaration as to their interests in and/or independence from the Company. The final decision on appointment of new directors is made based on merit against the objective criteria and targets

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set to achieve adequate diversity in various Board aspects and after giving due regard to the overall balance and effectiveness of a diverse Board. The assessment parameters for the existing directors include attendance records at meetings, intensity of participation at meetings and the quality of interventions.

Pursuant to Regulation 88 of the Company's Constitution, the Company may by Ordinary Resolution appoint any person to be a director either as an additional director or to fill a casual vacancy. Without prejudice thereto, the directors shall also have power at any time so to do, but so that the total number of directors shall not thereby exceed the maximum number (if any) fixed by or in accordance with the Company's Constitution. Any person so appointed by the directors shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of directors who are to retire by rotation at such annual general meeting. No new director was appointed under Regulation 88 of the Company's Constitution, since the last annual general meeting of the Company held in 2023 ("2023 AGM").

Other than the Listing Manual requiring all directors to submit themselves for re-nomination and re-appointment at least once every three years, the Company's Constitution also requires one-third of the Board for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) to retire by rotation at every annual general meeting; provided always that all directors shall retire at least once every three years. On an annual basis, the NC reviews and makes recommendation on nomination of directors who are subject to retirement by rotation or due to cessation from holding office for re-election and whether the composition of the Board shall remain unchanged or new directors shall be recommended in place of the existing directors (as and when such need arises) taking into consideration, among others, each director's background, qualifications, experiences, competencies, independency, tenure of service, performance and contribution to the effectiveness of the Board as well as their time commitment (especially for directors holding multiple listed company board representations and/or principal commitments) and with due regard to the progress being made in achieving the objectives set for promoting adequate diversity on the Board. Recommendation on nomination of directors for re-election is then submitted to the Board for its decision and comments and thereafter tabled at the annual general meeting of the Company for consideration and approval by Shareholders. At 2024 AGM, Mr. Zhong Siliang, Mr. Hong Pian Tee and Mr. Zhong lek Ka, who have been longest in office since their appointment or last re-election, are due to retire from office by rotation under Regulation 89 of the Company's Constitution. Save for Mr. Zhong lek Ka who has expressed his stand to seek re-election at the 2024 AGM, Mr. Zhong Siliang and Mr. Hong Pian Tee have decided not to seek re-election and they will step down from their respective Board and Board Committees' positions at the conclusion of the 2024 AGM. Mr. Zhong Siliang will cease to be an executive director; whereas Mr. Hong Pian Tee will cease to be an independent non-executive director and the chairman of AC, a member of RC and a member of RMSC, at the conclusion of the 2024 AGM. With due consideration, the Board concurred with the view of the NC that Mr. Zhong lek Ka will continue to contribute to the overall well-being and business operations of the Group in his executive role and will bring diversity to the Board, particularly, having regard to his personal attributes including age as well as academic qualifications that introduce different perspectives to the Board and enable broaden and constructive debates within the Board to ensuring the Board's decisions or strategy to stay relevant in the market, and they support the nomination of Mr. Zhong lek Ka for re-election as a director of the Company at the 2024 AGM.

## Succession Plans

The Company supports the principle that Board renewal is a necessary and continual process, whilst having due regard to the prevailing conditions and needs of the Board, the scope and nature of operations of the Group, business requirements as well as the need to avoid undue disruptions from unnecessary changes to the composition of the Board and Board Committees. Adhered to this principle and in ensuring that the Board and various Board Committees remain effective and functional, the NC and Board review the succession plan for directors on an annual basis or as and when necessary. In addition to ensuring the Board is formed of and sustained with optimal composition and structure, the NC and Board also review succession plan for the Chairman and CEO once a year to ensure that the Board and Management are always backed by committed leader. In recognition of the important roles played by key management personnel in supporting the sustainable development of the Group as well as in executing the Group's business strategy and plans, the Chairman and CEO, works with human resources department, plans succession for key management personnel in ensuring ongoing operation and business continuity of the Group, where such plan made for key management personnel is reviewed by the NC and Board on an annual basis. Different time horizons, including long-term planning in identifying competencies needed for the Group's strategy and objectives, medium-term planning for orderly replacement of Board members and key management personnel as well as contingency planning for preparedness against sudden and unforeseen changes, are taken into consideration in planning succession for directors, the Chairman and CEO and key management personnel.

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In respect of the succession plan for directors, the NC and Board determine the need for renewal of or change to the Board or various Board Committees through reviews of, among others, strategic direction and plans of the Group; assessment results of the Board, Board Committees, the Chairman as well as each individual director; time commitment and participation level of each director; training and professional development programmes of directors; structure, size and composition of the Board in various diversity aspects; and the latest developments or requirements of applicable laws and regulations, whilst taking into account any scheduled retirement or planned cessation. A proper succession plan for a gradual Board renewal is made before the orderly replacement of Board members are taking place. In case of sudden and unforeseen vacancy in the position of a director, top management personnel within the Group who is identified as having potential may be promoted or suitable candidate sourced from internal referrals and/or reliable sources may be appointed to assume the roles of the vacancy, or if the circumstances warrant, the NC and Board may consider restructuring the Board and/or various Board Committees. In addition to looking at the age and gender of the candidate, the successor should possess skillset and expertise, business background and industry knowledge as well as international experiences which can fill up the gaps in the Board to ensure adequate diversity on the Board, and should be the one who is appointed based on merit against the objective criteria set and is able to act in line with the strategic direction and plans of the Group. Independency is one of the considerations if the successor is to be appointed as (or replaced with) an independent non-executive director.

In respect of the succession plan for the Chairman and CEO, taking cognisance of the pivotal role played by the Chairman and CEO, the transfer of the roles and responsibilities of the Chairman and CEO, if any, will require a comprehensive handover process and sufficient time should be allocated for such transition. The succession plan made for directors, where appropriate, is applicable to serve as a plan for the Chairman and CEO's succession. In case of emergency and should the circumstances warrant so, an independent non-executive director (can be an incumbent or new director) who possesses the right qualities may be appointed to take on the role of Board Chairman and an executive director (or a top management personnel) who fits the profile may be promoted, or where required, a new talent may be appointed, to assume the role as the Chief Executive Officer. The successor should be an experienced and committed leader who is highly adaptable, has good communication skills and relevant knowledge, and is able to dedicate the time required for role as Board Chairman; and possesses leadership qualities, knowledge of the Group's business and operations (with orientation and relevant training programmes to be provided particularly for successor who is new to the Group) as well as right vision and values in line with the strategic direction and plans of the Group to assume the role as Chief Executive Officer. To ensure a seamless transition and secure a succession plan, the position of Executive Deputy Chairman was officially assumed in April 2023.

In respect of the succession plan for key management personnel, the Chairman and CEO, with the assistance of human resources department, determines the need for renewal of, restructuring of or changes to the key management personnel through reviews of, among others, development and growth plans of the Group, performance of the Group and respective region, business unit or area of responsibility of such individual key management personnel, strategic assessment against balanced score card, scheduled retirement and planned departure. Attractive talent retention programme will be implemented as needed to ensure pool of talent is well maintained within the Group. In case of a sudden and unforeseen vacancy in the position of a key management personnel, a temporary designation within the Group may be appointed while assessment on internal promotion or external sourcing is taking place. Successor may be an internal candidate or a new talent from other industry peers or third-party recruitment firms, who should satisfy the core competencies model set by the Group for a key management personnel including leadership, business acumen, strategic thinking, vitality and management skills, while building a mutual trust relationship with the Group as well as fit to the Group's culture, and being someone who can implement the business plans of the Group.

## Assessment of Independence

The NC is tasked to review, evaluate and determine the independence of each director on an annual basis, having regard to the criteria and circumstances set out in the Listing Manual, the Code and the Practice Guidance. All independent non-executive directors met the independent criteria and circumstances and each of them does not have a relationship with the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence or that will otherwise deem such independent non-executive director to be not independent. Detailed information relating thereto is set out in the section entitled "Independence of Directors" of this statement.

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## Multiple Listed Company Board Representations and Other Principal Commitments

The responsibilities of a director of a listed company are complex and demanding, hence, directors are expected to make substantial time commitment to carry out their responsibilities and duties as a director of the Company. In determining whether directors holding multiple listed company board representations and other principal commitments are able to and have been diligently, adequately and effectively carrying out their duties as a director of the Company, the NC and Board consider the competing time commitments faced by directors by conducting an annual review of the listed company board representations and other principal commitments held by each director. The NC and Board also consider the directors' commitments and contribution which are evident in their attendance records and level of participation at the meetings of the Board, Board Committees and Shareholders, as well as directors' individual performance. Having considered that none of the directors holding a significant number of listed company board representations and other principal commitments, the directors achieved full attendance rates and contributed positively to discussions at meetings of Board, Board Committees and Shareholders, and the annual assessment result of each individual director was satisfactory, for FY 2023, the NC and Board are satisfied that directors holding multiple listed company board representations and other principal commitments are able to and have been diligently, adequately and effectively carrying out their duties as a director of the Company, including making timely decision when dealing with businesses that had been presented to them and devoting sufficient time and attention to the affairs of the Company. The NC and Board are also of the view that multiple listed company board representations and other principal commitments of directors do not hinder them from carrying out their duties as a director of the Company, instead, these directors' participation in other entities have widened the experience of the Board and given it a broader perspective. The NC and Board have adopted an internal guide which provides that, as a general rule, the number of listed company board representations a director may concurrently hold should not exceed six. However, the NC and Board recognise that the individual circumstances and capacity of each director are different as a director's available time and attention may vary due to individual circumstances or be subject to many different factors, such as the nature of his other responsibilities and near-term plans regarding other appointments, and that there may be circumstances where a different limit on the number of listed company board representations that may be concurrently held by a director is appropriate.

On an annual basis, the NC and Board also review the listed company board representations and other principal commitments of the directors for the present and past five years to assess whether any director had previously served on the board of a company with an adverse track record or with a history of irregularities or is or was under investigation by regulators. Through such review, the NC and Board also assess whether a director's resignation from the board of any such company casts any doubt on the director's qualification and ability to act as a director of the Company. Based on the review and with each director's confirmation, none of the directors had previously served on the board of a company with an adverse track record or with a history of irregularities or is or was under investigation by regulators.

## Alternate Director

No alternate director has been appointed to the Board during FY 2023 and the Company currently does not have any alternate director.

## Principle 5: Board Performance

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

The Company believes that excellent Board performance enhances long-term stakeholders' value as the Board performance is ultimately reflected in the long-term performance of the Group. The Company has a system in place to assess the effectiveness of the Board as a whole, that of each of the Board Committees as well as the contribution by the Chairman and each individual director to the Board on an annual basis. The annual assessments help to measure the continuous performance of the Board, Board Committees, Chairman and each individual director and enhance long-term stakeholders' value. The Company did not engage external facilitator in the annual assessments in respect of FY 2023.

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## Criteria and Process for Assessment of the Board, Each Board Committee and Chairman

In carrying out the annual assessment of the Board, each Board Committee and the Chairman, the NC and Board take into consideration the views of all Board members with each of them abstained from participating in the assessment of the Board Committee(s) on which he is seated (if applicable) and the Chairman and CEO abstained from participating in the assessment of the Chairman. The annual assessments are conducted by means of confidential questionnaires setting out relevant performance criteria in various aspects and such questionnaires are uploaded in the secured electronic board portal for completion by directors for their views on the performance of the Board, each of the Board Committees and Chairman. Self-evaluation by each director on the assessment of the Board Committee(s) on which he is seated or by the Chairman or CEO on the assessment of the Chairman, if any, is treated invalid and shall not be taken into account in computing the relevant results. The performance criteria should remain consistent from year to year, and where circumstances deem it necessary for any of the criteria to be changed, such changes shall be reviewed and approved by the NC and Board. The criteria of assessment for the Board includes structure and composition, conduct of affairs, conduct of meetings, corporate strategy and planning, risk management and internal control, Company performance, human resources, communication with Shareholders and engagement with stakeholders while the criteria of assessment for each Board Committee focus on its structure and composition, duties and responsibilities, conduct of meetings and functionality and the Chairman is assessed taking into consideration the role of Chairman prescribed by the relevant Practice Guidance. This set of performance criteria was the same as that adopted for the assessments of the Board, each Board Committee and Chairman for the financial year ended December 31, 2022 ("FY 2022"). The Company Secretary collates all submitted questionnaires and compiles the results of assessments of the Board, each Board Committee and the Chairman into a summary report setting out the average ratings scored for each performance criterion in respect thereof for FY 2023 vis-à-vis that of FY 2022. The summary report is then tabled for review by the NC and for consideration by the Board.

## Criteria and Process for Assessment of Each Individual Director

The NC assesses the contribution by each individual director to the Board on an annual basis based on attributes observed during the financial year under review such as the director's attendance record at the Board, Board Committees and general meetings and related activities, contribution in their field of expertise, knowledge of the Company's business and industry awareness, understanding of directorship duties and roles, exercising of reasonable skills and diligence and etc. This set of performance criteria was the same as that adopted for the assessments of each individual director for FY 2022. Self-evaluation by an NC member of his own assessment, if any, is treated invalid and shall not be taken into account in computing the results. The results of the annual assessment of each individual director are collated, in confidence, and reviewed by the chairman of the NC. The highest average ratings and lowest average ratings scored for each assessment criterion in respect of the annual assessment of each individual director are compiled into a report for the review by the NC and Board.

Based on the results of the annual assessment conducted for FY 2023, the NC and the Board are of the view that the Board as a whole and each of the Board Committees have operated effectively, and each director including the Chairman and CEO has contributed to the overall effectiveness of the Board.

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

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

### Remuneration Committee

The terms of reference of RC provides that the RC shall comprise at least three directors, all of whom shall be non-executive and the majority of whom, including the chairman, shall be independent. The RC currently comprises four members, all of whom, including its chairman, are independent non-executive directors. The chairman of the RC is Mr. Teo Ser Luck and the other three members are Mr. Hong Pian Tee, Mr. Chua Taik Him and Mr. Tan Chin Siang.

# Corporate Governance

The principal roles and responsibilities of the RC, as set out in its terms of reference, are:

- (a) recommending to the Board, a framework of remuneration for the Board and key management personnel and reviewing the specific remuneration packages for each director and key management personnel; and
- (b) considering all aspects of remuneration, including directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits in kind and termination terms, as applicable, of the directors and key management personnel, which should aim to be fair and avoid rewarding poor performance.

The RC's principal function is to ensure that a formal and transparent procedure is in place for developing remuneration policies or framework of, as well as fixing the remuneration packages of, directors and key management personnel. The recommendations of the RC are submitted for endorsement by the Board. No directors nor members of the RC has been involved in deciding his own remuneration package or that of employees related to him, if any.

## Access to Expert Advice

Subject to the review of the Board, the RC has explicit authority within its written terms of reference to obtain such external consultant or other independent professional advice as it considers necessary to carry out its duties. Should the RC seek expert advice from inside and/or outside the Company on remuneration of all directors, the RC should ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. During FY 2023, the RC did not engage any consultant to advise on remuneration matters.

## Principle 7: Level and Mix of Remuneration

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

## Performance-Linked Remuneration ensuring Sustained Performance and Value Creation

To attract, motivate and retain talents best fit the Group with an objective of building strong and sound leadership bench strength for long-term sustainability of the Group's business, fair and appropriate remuneration packages are offered to the executive directors and key management personnel. The Group seeks to ensure that the level and mix of remuneration are appropriate in finding a balance between the current rewarding and long-term business objectives of the Group, and believes that a fair and reasonable remuneration framework which is linked to a formal and transparent assessment of performance and value creation is a key factor in managing its human resources, which in turn is an important asset in creating long-term value to the Group.

The remuneration packages are offered based on established remuneration policies or framework that are reviewed by the RC and approved by the Board on an annual basis. The remuneration packages of executive directors and key management personnel comprise fixed and variable components, of which three key components are salaries, variable bonus or performance incentives and other benefits including benefits in kind. Taking into consideration relevant budget and risk in line with the Group's business plans and management, an appropriate proportion of executive directors' and key management personnel's remuneration is structured to link rewards to corporate and individual performance, which is aligned with the interest of Shareholders and promotes long term success of the Group.

The Chairman and CEO is entitled to a salary at a fixed sum, an annual discretionary bonus and benefits in kind. The basic salary may be adjusted as the RC may, subject to the regulations of the Company's Constitution, determine from time to time in its absolute discretion, provided that any increase in basic salary shall not exceed 15% per annum of the amount of salary paid during the immediate preceding 12-month period, while any annual discretionary bonus that will be determined by the RC and subject to the Board's approval shall not exceed 5% of the audited consolidated or combined net profits of the Company (after taxation, minority interests, and extraordinary and exceptional items) in respect of the financial year concerned. Notably, to align with Shareholders' interests, a significant portion of the remuneration of the Chairman and CEO is tied to the profit attributable to owners of the Company as disclosed in the audited financial statements of the Company for each financial year.

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The remaining executive directors receive salary and variable bonus or performance incentives (and benefits in kind, if relevant) in accordance with their respective employment contract with the Company, in their capacity as a director and/or an executive of the Company. Save as above, the executive directors do not receive any other fees from the Company for their appointments. The Group's performance in terms of financial results is one of the key criteria in assessing the achievements of executive directors and determining the variable components of their remuneration.

In respect of the remuneration of key management personnel, they are remunerated with salary (and benefits in kind, if relevant) commensurate with their respective roles, responsibilities and other circumstances, where to the possible extent, relevant market remuneration benchmarks are being taken into consideration to ensure that the remuneration package is broadly comparable to the others in the market. Key management personnel are also being rewarded with variable bonus or performance incentives in line with the performance of the business unit(s) they are responsible for as well as profits generated from the project(s) managed by them, whilst taking into account the Group's annual performance. In addition, the balanced score card assessing performance of key management personnel based on a few key indicators, including budget achievement rate, project quality, management and marketing cost efficiency, customer satisfaction and labour productivity, is also being used in determining the variable bonus or performance incentives to be rewarded to the key management personnel. The extent to which the performance conditions have been met was taken into account in determining the actual quantum of variable component of remuneration.

The RC and Board are satisfied that the policies on or framework of remuneration of executive directors (including the Chairman and CEO) and key management personnel, which are structured and designed mainly based on the performance of the Group and individual, are fair and appropriate. Such policies or framework enable to drive corporate performance and create long-term value to the Group and are symmetric with the risk policies and strategic direction of the Group.

## Fees to Independent Non-Executive Directors

Save for directors' fees, which, on a pool basis, have to be approved by the Shareholders at annual general meeting(s) of the Company, the independent non-executive directors do not receive any other remuneration from the Company. The RC and Board are mindful that the fees for independent non-executive directors should not be excessive to the extent that their independence will be compromised or could reasonably be perceived to compromise. On an annual basis, the RC reviews and recommends to the Board the remuneration framework of and fees for the independent non-executive directors benchmarking with the fees offered by some other comparable industry peers. Considering the Board shares responsibilities as a whole and directors' roles may be changed on a rotational basis whereby chairmen and members take turn in chairing and sitting at the different Board Committees, the Company adopts a fixed directors' fee structure where independent non-executive directors with a full term of service shall be paid a fixed fee of S\$100,000, and for those who have not served a full-term of service, such fee shall be paid in proportion to the service period rendered by such independent non-executive directors for the financial year concerned. Having considered the level of contribution of independent non-executive directors including their respective roles and responsibilities in the Board and various Board Committees and attendance records as well as the directors' fees of some other industry peers, the RC and Board are satisfied that the directors' fees proposed for payment to each of the independent non-executive directors for FY 2023, in same quantum as of that paid for FY 2022, are fair, adequate and comparable to those of other industry peers and appropriate to the level of contribution by each of the independent non-executive directors. Executive directors do not receive directors' fees. At the endorsement of the Board and subject to the approval of the Shareholders at the 2024 AGM, an annual directors' fee totaling S\$500,000 be proposed for payment to the independent non-executive directors for FY 2023 with each of them be paid S\$100,000.

## Termination and Retirement Terms

The RC had reviewed the remuneration policies on and framework of executive directors (including the Chairman and CEO) and key management personnel as well as the Company's obligations arising in the event of termination of the executive directors (including the Chairman and CEO) and key management personnel, and having noted, *inter alia*, their contracts of service including termination terms are set in accordance with the applicable laws and regulations including manpower law of local cities and that there is no contractual obligation for the Company or Group to compensate the executive directors (including the Chairman and CEO) and key management personnel except for the option to pay a salary in lieu of the notice or a compensation according to the prescribed laws, opined that all aspects of remuneration of executive directors (including the Chairman and CEO) and key management personnel are fair and containing reasonable termination terms which are not overly generous. There were no termination, retirement or post-employment benefits being granted to any director and key management personnel in FY 2023.

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## Long Term Scheme

The Company acknowledges that implementing schemes to encourage non-executive directors to hold shares in the Company may better align interest of such non-executive directors with the interests of Shareholders. Whilst the Company currently does not have a share option scheme, retirement benefit scheme, share-based compensation scheme or long-term scheme involving the offer of shares in place for independent non-executive directors, it will consider the establishment of such form of long-term incentive as and when appropriate.

## Contractual Provisions

The Company does not make use of contractual provisions to allow it to reclaim incentive components of remuneration paid to its executive directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company having considered that performance incentives are determined subject to the performance of the Group and of the individuals from time to time and the Group has the discretion not to award such incentive components. The executive directors also owe a fiduciary duty to the Company and the Company should be able to avail itself of the relevant remedies at law against the executive directors in the event of such breach of fiduciary duties. However, the Company will consider adopting such contractual provisions, as and when appropriate.

## Principle 8: Disclosure on Remuneration

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

Adhering to the commitment of upholding high standards of corporate governance, the Company has since disclosed exact amount of remuneration paid or payable to each of the executive directors (including the Chairman and CEO) in its annual report for FY 2022, in line with Provision 8.1 of the Code and Rule 1207(10D) of the Listing Manual that will only be applicable to the Company's annual report for the financial year ending December 31, 2024. The RC and Board are satisfied that, taken as a whole, the remuneration disclosures are aligned with Principle 8 of the Code and Rule 1207(10D) of the Listing Manual, and provide meaningful information and sufficient transparency in giving an understanding of the remuneration of executive directors (including the Chairman and CEO) and the top five key management personnel including the relevant remuneration framework, level and mix of remuneration, the procedure for setting remuneration as well as the linkages between remuneration, performance and value creation.

### 1. Remuneration of Executive Directors (including the Chairman and CEO)

The amount of remuneration paid or payable to each of the executive directors (including the Chairman and CEO) for FY 2023, with breakdown of the components of their remuneration in percentage terms, are as follows:

Executive Directors	Remuneration	Total Remuneration (S\$)	Salary <sup>1</sup>	Variable Bonus or Performance Incentives	Other Benefits including Benefits in Kind
Zhong Sheng Jian (Chairman and CEO)		274,069	98%	-	2%
Zhong Ming (Executive Deputy Chairman)		1,089,557	58%	41%	1%
Zhong Siliang		493,612	100%	-	-
Zhong Iek Ka		381,022	100%	-	-

**Note:**

<sup>1</sup> Includes annual wage supplement and employer's contributions to the Singapore Central Provident Fund, Hong Kong Mandatory Provident Fund and/or the PRC's Central Pension Schemes, where applicable.



# Corporate Governance

## 2. Directors' Fees of Independent Non-Executive Directors

Subject to the approval of the Shareholders at the 2024 AGM, the fees payable to each of the independent non-executive directors for FY 2023 are as follows:

Independent Non-Executive Directors	Directors' Fees (\$)
Hee Theng Fong	100,000
Hong Pian Tee	100,000
Teo Ser Luck	100,000
Chua Taik Him	100,000
Tan Chin Siong	100,000

## 3. Remuneration of the Top Five Key Management Personnel

The remuneration paid or payable to each of the top five key management personnel (who are not directors or the Chairman and CEO) for FY 2023, in bands of S\$250,000 with breakdown of the components of their remuneration in percentage terms, are as follows:

Remuneration Band/ Key Management Personnel	Salary <sup>1</sup>	Variable Bonus or Performance Incentives	Other Fees	Other Benefits including Benefits in Kind
<b>S\$750,000 to S\$999,999</b>				
Tan Chee Keong, Roy	56%	40%	-	4%
<b>S\$250,000 to S\$499,999</b>				
Chan Chi Wai, Jim	96%	4%	-	-
Zhang Hao Ning	100%	-	-	-
Xie Xueming	100%	-	-	-
Gao Yongjun	100%	-	-	-

**Note:**

<sup>1</sup> Includes annual wage supplement and employer's contributions to the Singapore Central Provident Fund, Hong Kong Mandatory Provident Fund and/or the PRC's Central Pension Schemes, where applicable.

The aggregate remuneration paid or payable to the top five key management personnel (who are not directors or the Chairman and CEO) for FY 2023 is approximately S\$2,597,880.

# Corporate Governance

## 4. Remuneration of Related Key Employees

The remuneration paid or payable to each of the employees who are substantial shareholders of the Company, or are immediate family members (i.e. spouse, child, adopted child, step-child, brother, sister and parent) of a director, the Chairman and CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during FY 2023, in bands of S\$100,000 with breakdown of the components of their remuneration in percentage terms, are as follows:

Remuneration Band/ Related Key Employees	Position	Relationship <sup>1</sup>	Salary <sup>2</sup>	Variable Bonus or Performance Incentives	Other Fees	Other Benefits including Benefits in Kind
<b>S\$100,000 to S\$199,999</b>						
Zhong Si Nuo	Assistant to the Chairman and CEO	Daughter of Zhong Sheng Jian and sister of Zhong Ming and Zhong Iek Ka	100%	-	-	-
Zhong Si Li	Deputy General Manager - Wuhan	Brother of Zhong Siliang	100%	-	-	-
Zhong Si Min	Deputy General Manager - Shanghai	Brother of Zhong Siliang	100%	-	-	-
Chung Chiu Yan	Chairman of Nanjing Yanlord Enterprise Management Co., Ltd.	Brother of Zhong Sheng Jian	100%	-	-	-

**Notes:**

<sup>1</sup> Mr. Zhong Sheng Jian is a director, the Chairman and CEO and a substantial shareholder of the Company; Mr. Zhong Ming is a director and the Executive Deputy Chairman of the Company; whereas Mr. Zhong Siliang and Mr. Zhong Iek Ka are directors of the Company.

<sup>2</sup> Includes annual wage supplement and employer's contributions to the Singapore Central Provident Fund and/or the PRC's Central Pension Schemes, where applicable.

## ACCOUNTABILITY AND AUDIT

### Principle 9: Risk Management and Internal Controls

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

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard Shareholders' interests and the Company's assets. The Board has overall responsibility for the governance of risk and exercises oversight of the material risks in the Group's business, and is ultimately responsible for the Company's sustainability reporting to ensure that there is an appropriate focus on sustainability by Management. Procedures are in place to identify and manage significant business risks and evaluate potential financial effects to the Group.

### Risk Management and Sustainability Committee

The Board, with the assistance of the RMSC, which is further supported by the internal audit department and the risk control and management department, reviews the adequacy and effectiveness of the Group's risk management practices and procedures, oversees Management in the design, implementation and monitoring of the risk management system of the Group, and ensures environmental, social and governance ("ESG") factors which have been identified as relevant and material to the Group are appropriately monitored and managed. The RMSC assists the Board in overseeing the Group's risk management

# Corporate Governance

framework and policies as well as the Group's commitment and efforts towards sustainability and the Company's approach to sustainability reporting, while determining the ESG factors that are material and pertinent to the Group's business. In respect of risk management, the risk control and management department monitors daily business and operation processes while the internal audit department reviews risk management policies and practices of the Group. The internal audit department then reports to the RMSC, and the RMSC reports to the Board, findings of both internal audit department and the risk control and management department on identified risks, impacts of such risk to the Group, corresponding risk management policies and practices as well as status on the findings since last reporting on an annual basis. Management is responsible for the effective implementation of risk management procedures to facilitate the achievement of business plans and goals. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. For FY 2023, the risks identified and reported are in relation to the areas of government policies, financial (interest rate and foreign currency), liquidity, human resources and information technology. In respect of sustainability, the RMSC oversees the ESG Management Committee, which assists the RMSC in reviewing the effectiveness and progress of ESG plans as well as performance of the sustainability targets, which in turn is supported by ESG Task Force comprising cross functional team to execute the ESG plans and coordinate the communication with stakeholders relating to ESG matters.

The terms of reference of RMSC provides that the RMSC shall comprise at least three directors, the majority of whom, including the chairman, shall be independent. The RMSC currently comprises four members, three of whom, including its chairman, are independent non-executive directors. The chairman of the RMSC is Mr. Chua Taik Him and the other three members are Mr. Hee Theng Fong, Mr. Hong Pian Tee and Mr. Zhong Sheng Jian.

The principal roles and responsibilities of the RMSC, as set out in its written terms of reference, are:

- (a) identifying, measuring, managing and controlling risks that are material and relevant to the Group's business;
- (b) reviewing and advising on the implementation and effectiveness of any associated risk action plans developed by the Group's senior management;
- (c) considering and advising on matters that may have a significant impact on the stability and integrity of the property market in the PRC or any other country in which the Group operates;
- (d) reviewing and recommending on an annual basis the nature and extent of the significant risks that the Group should undertake to achieve its strategic objectives and value creation that are consistent with the Group's risk appetite;
- (e) reviewing the Company's sustainability reporting and considering the risks and impact of material ESG factors to the Group, the interest of stakeholders, the targets of the Group as well as the legislative requirement referred to it by the ESG Management Committee; and
- (f) reviewing and advising on the functioning and effectiveness of the Group's monitoring and management of sustainability related issues through various level of management.

## Internal Controls

The responsibility of overseeing the Group's internal controls system is delegated by the Board to, and undertaken by, the AC with the assistance of the internal audit department. The internal and external auditors conduct audits that involve testing the adequacy and effectiveness of key internal controls of the Group. The internal auditors present updates on key internal controls of the Group to the AC, and the AC presents these updates to the Board, on an annual basis. In connection with the statutory audit review, the external auditors identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and 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 they identify during their audit. The internal controls (including financial, operational, compliance and information technology controls), as part of the business processes and intertwine with the Group's operating activities, are intended to provide reasonable but not absolute assurance against material misstatements or losses and include the safeguarding of assets, assurance of operational efficiency, maintenance of proper accounting records, reliability of financial information, compliance with appropriate legislations, regulations and best practices, and the identification and containment of business risks.

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## Adequacy and Effectiveness of Risk Management and Internal Controls

The Board has received a certificate of assurance from the Chairman and CEO, the Group Financial Controller as well as the Internal Audit Manager that in respect of FY 2023, the financial records have been properly maintained and the financial statements give a true and fair view of the Group's and the Company's operations and finances; and the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems as at December 31, 2023 are adequate and effective.

Based on the internal controls and governance processes established and maintained by the Group, the works performed by internal and external auditors, the certificate of assurance provided by the Chairman and CEO, the Group Financial Controller and Internal Audit Manager as well as reviews performed by Management, various Board Committees and the Board, the Board, with the concurrence of the AC, has rigorously assessed and is satisfied that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems, remain adequate and effective as at December 31, 2023. No material weaknesses were identified by the RMSC and the Board for FY 2023.

## Principle 10: Audit Committee

*The Board has an AC which discharges its duties objectively.*

The terms of reference of AC provides that the AC shall comprise at least three directors, all non-executive, the majority of whom, including the chairman, shall be independent. The AC currently comprises five members, all of whom, including its chairman, are independent non-executive directors. At least two of the AC members, including the chairman of the AC, are appropriately qualified with recent and relevant accounting or related financial management expertise and experience. The chairman of the AC is Mr. Hong Pian Tee and the other four members are Mr. Hee Theng Fong, Mr. Teo Ser Luck, Mr. Chua Taik Him and Mr. Tan Chin Siong.

The AC assists the Board in discharging its responsibility objectively to safeguard the Group's assets, ensure integrity of the Company's financial reporting, and develop and maintain adequate and effective systems of internal controls, with the overall objective of ensuring that the Management establishes and maintains an effective control environment within the Group. The AC provides a channel of communication between the Board, the Management, the external auditors and internal auditors on matters relating to audit.

The principal roles and responsibilities of the AC as set out in its written terms of reference are:

- (a) reviewing with the external auditors their audit plans and evaluation of the system of internal accounting controls;
- (b) reviewing financial statements and any significant financial reporting issues and judgements, before submission to the Board for approval, 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;
- (c) reviewing and reporting to the Board at least annually on the adequacy and effectiveness of the internal controls, including financial, operational, compliance and information technology controls and ensuring co-ordination between the auditors and the Management, and reviewing the assistance given by the Management to the auditors, and discussing issues and concerns, if any, arising from audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);
- (d) reviewing and discussing with the auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response including to review the Whistleblowing Policy for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;

# Corporate Governance

- (e) considering and recommending the appointment or re-appointment of the external auditors including remuneration of the external auditors, taking into consideration the Audit Quality Indicators (or other factors/requirements as may be amended from time to time) and matters relating to the resignation or dismissal of the auditors;
- (f) reviewing interested person transactions (if any) falling within the scope of Chapter 9 of the Listing Manual and considering whether such transactions are carried out on normal commercial terms whereby the number and terms are fair and reasonable and are not prejudicial to the interests of the Company and its minority shareholders;
- (g) reviewing potential conflicts of interest, if any;
- (h) reviewing the assurance from the Chairman and CEO, the Group Financial Controller as well as Internal Audit Manager (or such other officer/management of equivalent level) on the financial records and financial statements;
- (i) 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 AC; and
- (j) 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.

In addition, the AC has explicit authority to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position. The AC has full discretion with regard to the calling of any AC meeting and the proceedings thereat and may invite any director or Management to the meeting. In the event that a member of the AC has an interest in any matter being considered by the AC, he shall abstain from voting on that particular resolution. The AC also meets separately with the internal and external auditors at least once per year without presence of the executive directors and Management. In FY 2023, the AC held two meetings (other than passing of resolutions by way of circulations) and met with the internal auditors, and with the external auditors, in each case without presence of the executive directors and Management. These meetings allow the internal and external auditors to raise any issues in the course of their work directly to the AC and/or the independent non-executive directors. No significant issues have been raised in such meetings that required immediate attention of the AC and the Board.

The internal and external auditors have unrestricted access to the AC and vice versa. The AC has been given full access to and co-operation of the Management and has reasonable resources to enable it to discharge its function properly. None of the members of the AC is/was a former partner or director of Deloitte Singapore, the Company's existing auditing firm. The AC carries out its duties as set out within its written terms of reference including matters such as reviewing and recommending the relevant financial results to the Board before the same are released via SGXNET; and reviewing the internal audit reports, the reports from external auditors, the yearly report on key internal controls and interested person transactions. The AC also reviews the scope, results and effectiveness of the internal audit and external audit function, the independence and objectivity of the external auditors, the non-audit services rendered by external auditors as well as the appointment (including re-appointment) and removal of external auditors and their audit fees. The appointment (and re-appointment) of the external auditors is subject to Shareholders' approval at the general meeting of the Company.

The AC is briefed and updated of any changes to accounting standards and issues which may have direct impact on the Group's financial statements from time to time, where necessary.

# Corporate Governance

## External Auditors

In respect of FY 2023, the external auditors of the Company and its Singapore-incorporated subsidiaries and significant associated companies were Deloitte Singapore. The Group incurred an aggregate amount of fees of approximately RMB9.78 million (equivalent to approximately S\$1.86 million) for services, comprising audit and non-audit services, rendered by Deloitte Singapore and other member firms of Deloitte Touche Tohmatsu Limited (collectively, "Deloitte") for FY 2023, as follows:

<b>Fees to Deloitte for FY 2023</b>	<b>(RMB' million)</b>	<b>Equivalent to Approximately (S\$' million)</b>
Total Audit Fees	9.04	1.72
Total Non-audit Fees	0.74	0.14
<b>Total</b>	<b>9.78</b>	<b>1.86</b>

### Notes:

<sup>1</sup> The above fees exclude out of pocket expenses and goods and services tax, and are rounded to the nearest two decimal places.

<sup>2</sup> The average exchange rate of S\$1 to RMB5.2553 for FY 2023 is used for currency conversion.

Taking cognisance that the external auditors should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, and in compliance with Rule 1207(6)(b) of the Listing Manual as well as in line with the Code and Practice Guidance, the AC confirmed that it has undertaken a review of all non-audit services provided by Deloitte and concluded that they will not, in the AC's opinion, affect the independence and objectivity of Deloitte. The nature and volume of the provision of the non-audit services provided by Deloitte for FY 2023 and the corresponding fees were taken into consideration by the AC in ensuring that such non-audit fees did not impair or threaten the audit independence of Deloitte. Deloitte has also provided confirmation of its independence to the AC. In line with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA") and applicable standards, Deloitte has sought and obtained pre-approval from the AC in August 2023 and February 2024 on providing to the Group non-assurance services that are permitted by IESBA.

In reviewing the nomination of Deloitte Singapore for the re-appointment, the AC has also considered the adequacy of the resources, experience and competence of Deloitte and has taken into account the Audit Quality Indicators relating to Deloitte at both firm and audit engagement level, in accordance with the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority ("ACRA"). The AC also considered the ability of Deloitte's audit team to work in a co-operative manner with Management whilst maintaining integrity and objectivity and the ability to deliver their services professionally and within agreed timelines. The AC is satisfied with the standard and quality of work performed by Deloitte, and has recommended to the Board the nomination of Deloitte Singapore for re-appointment as external auditors of the Company, subject to the Shareholders' approval at the 2024 AGM. Ms. Seah Gek Choo was appointed as the engagement partner-in-charge of the audit of the financial statements of the Company since June 29, 2020.

The Company has complied with Rule 712 of the Listing Manual in having appointed a suitable auditing firm to meet its audit obligations, and one that is registered with the ACRA. The Group has also complied with Rule 715 of the Listing Manual in having engaging the same auditing firm based in Singapore to audit its Singapore-incorporated subsidiaries and significant associated companies, and for having appointed suitable auditing firms for its significant foreign-incorporated subsidiaries and associated companies.

## AC Commentary on Significant Matters

The AC reviewed Deloitte's audit plan for FY 2023 and agreed with Deloitte's proposed significant risks and areas of audit focus that would have an impact on the financial statements of the Group for FY 2023. In the review of the financial statements for FY 2023, the AC has discussed with both Management and Deloitte the accounting principles that were applied and their judgements of items that might affect the integrity of the financial statements. The AC had also considered the clarity of key disclosures in the financial statements. The following significant matters impacting the financial statements for FY 2023 were reviewed by the AC and discussed with Management and Deloitte in relation to their materiality and appropriate methodology/assessments. The AC concluded that the Group's accounting treatment in each of the following significant matters was appropriate.

# Corporate Governance

Significant matters	How the AC reviewed these matters and what decisions were made
Assessment of recoverable amounts for properties for development, completed properties for sale and properties under development for sale ("Properties")	<p>The AC considered Management's approach and methodology applied in determining whether the Group's Properties are impaired and the amount of impairment to be recorded, if any.</p> <p>The AC reviewed Management's assumptions relating to the reasonableness of the future sales and projected construction costs used in the management assessment.</p> <p>The assessment of recoverable amounts for the Group's Properties was an area of focus for the external auditor, who has included this as a key audit matter for FY 2023. Refer to page 79 of Annual Report 2023.</p>
Valuation of investment properties	<p>The AC considered the approach and methodology applied by the independent professional property valuers to the valuation model in assessing the valuation of investment properties as at year end.</p> <p>The AC reviewed the reasonableness of the key assumptions used in the valuation, which include (i) price per square metre or per car park unit; (ii) capitalisation rates; and (iii) market rent per square metre per month.</p> <p>The valuation of investment properties was an area of focus for the external auditor, who has included this as a key audit matter in its audit report for FY 2023. Refer to page 80 of Annual Report 2023.</p>

## Whistleblowing Policy

The Group has in place a Whistleblowing Policy which provides a trusted avenue and sets out the procedures for a whistleblower, who may be an employee of the Group or any other persons to report in confidence to the Company any possible improprieties, including malpractice, irregularity, corruption, bribery, fraud, unethical or unlawful conduct and/or any other misconduct or wrongdoing relating to the Group and its employees or officers, without fear of reprisal, detriment, unfair treatment or other retaliatory action. The Whistleblowing Policy has been endorsed by the AC and the Board and is being made available on the Company's website at [yanlordland.com/corporate-governance/](http://yanlordland.com/corporate-governance/).

The AC is responsible for the oversight and monitoring of whistleblowing framework of the Group with the assistance of internal audit department. The AC will assess a complaint received from a whistleblower and if circumstances warrant, designate the internal audit department, a third-party professional or any other personnel as it deems fit to investigate whistleblowing complaints made in good faith, where the investigation will be conducted independently so that any person or party concerned with such complaint will only be called for investigation on a need-to basis, and none of them will be involved in making any decision on the complaint. Any whistleblowing complaint may be lodged with the internal auditor whose contact details are set out in the Whistleblowing Policy which is made available on the Company's website and the identity of such whistleblower will be kept in strict confidence, except under limited circumstances as set out in the Whistleblowing Policy where disclosure of the information is necessary. Information of the whistleblower's identity is only accessible to the AC, the authorised person in the internal audit department and the designated person (as the case may be) who is authorised to verify, investigate, process and deal with the whistleblowing complaints. The Group is also obliged and committed to protect the information of the whistleblower's identity according to its Personal Data Protection Policy, in line with the Personal Data Protection Act 2012 of Singapore and its subsidiary legislation enacted thereunder. Every effort will be made to protect the whistleblowers' identity to ensure they are protected against harassment, reprisals and/or victimisation. The Group objects to and does not tolerate nor condone any retaliatory action taken against any whistleblower and may institute disciplinary action or assist the said whistleblower in taking an action (including a legal action), as it deems appropriate, against any employee/officer of the Group or other person found to have taken such retaliatory action.

# Corporate Governance

The internal auditors will report to the AC on any whistleblowing complaint received, investigation status and results as well as follow-up actions for previously reported whistleblowing complaints, if any, to ensure issues raised are properly resolved; and all records pertaining to a whistleblowing complaint are kept confidential by the authorised person in the internal audit department. The AC will regularly review and update the Whistleblowing Policy, where necessary.

There were no whistleblowing complaints received by the Company in FY 2023.

## Internal Audit

The Group has an in-house internal audit function, led by Mr. Tsui Kai Fung, a chartered secretary, a chartered governance professional and a certified accountant, that is independent of the activities it audits. To ensure that the internal audit works are performed by competent professionals, the internal audit department is staffed with professionally qualified personnel who are members of (i) The Institute of Internal Auditors; (ii) The Association of Chartered Certified Accountants; and (iii) The Hong Kong Chartered Governance Institute. Training and development opportunities are provided for internal audit staff to ensure their technical knowledge and skillset remain current and relevant, where they are encouraged to attend external trainings and seminars conducted by governmental or professional bodies. The internal audit department reports functionally to the AC for strategic direction, reinforcement and accountability, and administratively to the Chairman and CEO and the Executive Deputy Chairman for assistance in establishing direction, support and administrative matters. The AC assesses, at least annually, the objectivity, adequacy and effectiveness of the internal audit function to ensure it is independent, adequately resourced and effective on an ongoing basis. The AC may make recommendations for any changes to the internal audit processes. The internal audit department has unfettered access to all the Group's documents, records, properties and personnel, including access to the AC, and has appropriate standing within the Group.

The internal audit function is conducted across the Group to monitor the effectiveness of risk management, internal controls and governance processes, *inter alia*, its key role is to promote effective internal controls in the Group and to monitor the performance and effective application of internal controls procedures, which serve to safeguard Shareholders' interests and the Group's assets. The internal audit department also conducts internal review on the Group's sustainability reporting processes, in line with Rule 711B(3) of the Listing Manual and in accordance with the International Standards for the Professional Practice of Internal Auditing. The internal audit department carries out its function according to the Auditing Guideline - Guidance for Internal Auditors issued by The Hong Kong Institute of Certified Public Accountants. The internal auditors schedule the Group's yearly internal audit plan (including internal review on sustainability reporting processes) in consultation with, but independently of, Management and the same is submitted to the AC for review and approval prior to the commencement of the yearly internal audit works. The AC considers the resources dedicated to the internal auditors and whether these resources enable the delivery of internal audit plan. The AC receives reports on key findings of internal auditors' works which include updates on last reported key audit findings as well as the Management's responsiveness and the internal auditors' suggested corrective measures in respect of the present internal audit findings. In the event there are any material and high-risk internal audit findings such as significant non-compliance or major lapses in internal controls, the internal auditors shall report to the AC on an immediate basis. No material and high-risk internal audit finding was reported during FY 2023.

Based on the internal controls and governance processes established and maintained by the Group and works performed by internal auditors as reviewed by the AC including the quarterly internal audit progress reports tabled to the AC as well as the qualifications and experiences of the internal audit staff, the AC is satisfied that the Group's internal audit function is independent, adequately resourced and effective.



# Corporate Governance

## SHAREHOLDER RIGHTS AND ENGAGEMENT

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

*The Company treats all Shareholders fairly and equitable 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.*

The Company is committed to delivering high standards of corporate disclosure and transparency in its communications with Shareholders. All Shareholders are treated fairly and equitably to facilitate the exercise of their ownership rights.

### Information to Shareholders

In line with continuous disclosure obligations of the Company, the Company does not practice selective disclosure and the Shareholders are informed promptly of any major development that may have a material impact on the Group's performance and/or information which may affect the trade, price or value of the Company's shares. Information is communicated to Shareholders on a timely basis, through annual reports, financial results announcements, press releases and other announcements that are released within the mandatory period (where relevant) via SGXNET. The annual reports and financial results are also being made available on the Company's website at [yanlord.listedcompany.com/ar.html](http://yanlord.listedcompany.com/ar.html) and [yanlord.listedcompany.com/financials.html](http://yanlord.listedcompany.com/financials.html) respectively, while all announcements published by the Company via the SGXNET are accessible on the Company's website at [yanlord.listedcompany.com/newsroom.html](http://yanlord.listedcompany.com/newsroom.html). Management made presentation to Shareholders to update them on the Group's performance and position at general meetings and subsequent to each financial results' release, and relevant presentation materials are made available on the Company's website at [yanlord.listedcompany.com/conference.html](http://yanlord.listedcompany.com/conference.html) in addition to releasing via SGXNET for the benefit of Shareholders. The Company's corporate website is [yanlordland.com](http://yanlordland.com). The corporate website has a dedicated and comprehensive investor relations section that is user-friendly with easily downloadable and updated announcements, press releases, financial results, annual reports, presentations and investor newsletters. Information on landbank, dividend, shareholdings, financial calendar and five years financial highlights are also included in the investor relations site.

### General Meetings and Shareholders' Participation

All general meetings of the Company are held in Singapore to ensure that Shareholders have the opportunity to participate effectively in and vote at the general meetings. 2023 AGM was held and conducted by electronic means in place of a physical meeting whereby alternative arrangements were put in place. Shareholders participated in the 2023 AGM through watching and/or listening to the proceedings of the 2023 AGM via live audio-visual webcast or live audio-only stream, submitting questions to the Company in advance of or live and online (in real time) during the 2023 AGM, and voting at the 2023 AGM live via electronic means or by submission of proxy form to authorise proxies to vote on their behalf.

Shareholders were, in advance, informed of relevant rules and procedures on the alternative arrangements of 2023 AGM. The Company received questions from Shareholders and the SIAS, in advance of 2023 AGM, and responses to all these questions have been published on the Singapore Exchange's and the Company's website prior to the closing for lodgement of proxy forms. No subsequent clarifications or follow-up questions were received from Shareholders and no real-time question were submitted by Shareholders at 2023 AGM.

At 2023 AGM, Shareholders were also informed of the procedures of submitting questions online via real-time communication facility as well as the steps of voting electronically through real-time voting system, before the start of the meeting. The Head of Investor Relations then presented the financial results and an overview of the business performance and financial positions of the Group for FY 2022 before proceeding with the business of the meeting.

Separate resolutions were proposed for substantially separate issues, so as the Shareholders were given the right to express their views and exercise their voting rights on each resolution separately. Detailed information on resolutions relating to directors seeking re-election and renewal of share buyback mandate was disclosed in the annual report of the Company for FY 2022 under the heading "Additional Information on Directors Seeking Re-election" and the appendix to notice of the 2023 AGM, respectively, and information on other resolutions was set out in the notice of the 2023 AGM. The 2023 AGM provided a real-time voting system through which the Shareholders, proxies or representatives who were participating at the meeting could vote live via electronic means. Every proxy form submitted before the cut-off time has been checked by Boardroom Corporate & Advisory

# Corporate Governance

Services Pte. Ltd., the Company's share registrar, which was also the polling agent of the 2023 AGM. The number of votes that the Chairman of the 2023 AGM or other proxies had been directed to cast on each motion, either for, against or abstain from voting, had been verified by DrewCorp Services Pte. Ltd., an independent service provider appointed as scrutineer for 2023 AGM. All resolutions of the 2023 AGM were put to vote by poll in line with Rule 730A of the Listing Manual and Regulation 58(A) of the Company's Constitution. In line with the Group's commitment towards conservation and preservation of natural resources for environmental sustainability, the Company has for many years discontinued the practice of mailing physical copies of its annual reports and circulars. The annual report for FY 2022 containing notice of the 2023 AGM, proxy form and form to request for printed copy of annual report and/or circular, together with the appendix to notice of the 2023 AGM have been made available on the Singapore Exchange's and the Company's websites, and Shareholders were able to send in their request to the Company to ask for a printed copy of the same to be delivered to them.

The 2024 AGM is convened and will be held in full physical mode. Details of the 2024 AGM, including date, time of commencement and venue of 2024 AGM, resolutions to be proposed at 2024 AGM, arrangements for participating in the meeting including in-person attendance, instructions on casting votes and proxy appointments, submission of questions in advance of the meeting, as well as availability of documents relating thereto, are set out in the notice of the 2024 AGM.

A Shareholder who is not a relevant intermediary (as defined in Section 181(6) of the Act) may appoint not more than two proxies to attend, speak and vote on such Shareholder's behalf at the general meeting. A Shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at general meetings pursuant to Section 181(1C) of the Act. Subject to the applicable written laws and regulations and the Company's Constitution, the Company may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Shareholders who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

## Attendance at the General Meeting

All members of the Board including the Chairman and CEO, Executive Deputy Chairman, the executive directors and the independent non-executive directors together with the Vice President, Group Financial Controller, Head of Investor Relations and Company Secretary attended the 2023 AGM via video conferencing, while the representatives from the external auditors, the share registrar and polling agent, and the scrutineer participated in the 2023 AGM via live audio-visual webcast. The directors always strive to attend all general meetings of the Company and interact with Shareholders regularly.

## Voting Results and Minutes of General Meetings

The voting outcome for each resolution was presented to the Shareholders in real-time at the 2023 AGM immediately after each resolution was put to vote. The voting outcomes of all resolutions, including the number of votes cast for and against each resolution with the respective percentages taken during the general meetings, were disclosed in accordance with the prescribed format pursuant to the Listing Manual via SGXNET on the same day of the meeting, and likewise published on the Company's website.

The Company Secretary prepares minutes recording the proceedings of the general meetings including, presentations by Management and if any, substantial and relevant comments or queries from Shareholders relating to the agenda of the general meetings and responses from the Board, Management and external auditors. Minutes of the 2023 AGM has been published via SGXNET and the Company's website according to the relevant requirements.

## Dividend

In view that annual dividend shall be proposed by Management to the Board for consideration prior to any such declaration by the Board on an annual basis after taking into consideration the Group's business expansion and development plans, its financial performance, capital commitments, projected financial position and available resources as well as other relevant factors from time to time, it is in the interest of the Company not to formalise a dividend policy. However, the Company shall constantly review the changing business environment and regulatory requirements and where appropriate, to consider setting a dividend policy. Declaration of dividends if any, are clearly communicated to Shareholders and in the event where dividends are not recommended or declared, explanations are given to the Shareholders too. Such communications with Shareholders are made via SGXNET announcements. Considering uncertainty continues to exist in the PRC real estate sector arising from the continued

# Corporate Governance

volatilities in the global economy, and given that the Group reported a net loss for FY 2023, the Group will not declare or pay any dividend for FY 2023. Further information on the Company's past years' dividend payout is being made available on the Company's website at [yanlord.listedcompany.com/dividend\\_policy\\_and\\_history.html](http://yanlord.listedcompany.com/dividend_policy_and_history.html).

## Principle 12: Communication with Shareholders

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

The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests. The Company has an in-house team of investor relations staff to actively engage and promote regular, effective and fair communication with Shareholders and investors. Shareholders may contact investor relations at Singapore and Hong Kong offices of the Group through the telephone numbers or email address set out on the Company's website at [yanlordland.com/contact-us/](http://yanlordland.com/contact-us/).

In addition to disclosing relevant information of the Group via SGXNET, the Group participates in activities such as global investor conferences, analyst briefings and roadshows to solicit and understand the views of the Shareholders and investors, where relevant presentation materials are accessible on the Company's website at [yanlord.listedcompany.com/conference.html](http://yanlord.listedcompany.com/conference.html). Executive directors and key management personnel are also present during the analyst briefings, where appropriate. For the benefit of Shareholders and investors, newsletters are also being made available on the Company's website at [yanlord.listedcompany.com/newsletters.html](http://yanlord.listedcompany.com/newsletters.html). The Company has provided an email alert system whereby subscribers are notified of the SGXNET announcements published by the Company. A brief write-up of the Group's investor relations activities can be found under the heading "Operation Review" in Annual Report 2023.

Having considered the need of Shareholders and investors for information in the absence of quarterly financial results reporting, the Company has been engaging with the Shareholders and investors by voluntarily providing updates on the Group's performance through quarterly newsletters published on the Company's website. The Company will consider the need for other voluntary interim updates, taking into consideration its Shareholders' expectations, context of business environment and long-term business strategy. As part of the Company's ongoing efforts to improve investor relations, it will also continue to review, and where necessary, update its governance arrangements with stakeholders.

## MANAGING STAKEHOLDERS RELATIONSHIPS

### Principle 13: Engagement with Stakeholders

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

#### Appropriate Focus on Sustainability

Stakeholders are parties who may be affected by the Company's activities, or whose actions can affect the ability of the Company to conduct its activities. The Group recognises that the relationships with stakeholders may have an impact on the Group's long-term sustainability, and values long-term viability over short-term gains. The Group has been incorporating sustainability initiatives and goals in its strategies and operations, and believes that business success can be achieved through the integration of sustainability in its long-term strategies. The Group's four-tier sustainability governance structure that comprises the Board, RMSC, ESG Management Committee and ESG Task Force proactively assessing ESG risks, setting up strategies, policies and systems, implementation plans and key performance indicators as well as reviewing, monitoring and managing ESG related material topics and objectives on an ongoing basis.

# Corporate Governance

The Group prioritises the health and safety of its customers and considers their well-being at every stage of its operations when developing the properties. To safeguard the health and safety of its customers, the Group has instituted several policies with provisions to ensure that risks from non-compliance of regulations are mitigated. To improve the overall satisfaction of its customers, the Group also studies on the needs of its customers and incorporates these elements in designing and developing its properties, whilst privacy of the customers has been duly protected by adhering to the Privacy Policy of the Group which is being made available on the Company's website at [yanlordland.com/privacy-policy/](http://yanlordland.com/privacy-policy/).

Recognising the need for balance between the commercial needs of its customers and environmental preservation, the Group continues to introduce environmental initiatives through developing eco-friendly developments as and where appropriate, and has adopted a green finance framework to intensify its efforts towards sustainability in its strategies and operations where the Group is committed to fund projects that will deliver positive environmental impacts. The green finance framework is being made available on the Company's website at [yanlordland.com/green-finance-framework](http://yanlordland.com/green-finance-framework). While diversifying its development projects, the Group adopts a responsible approach towards the preservation of natural environment and historical heritage, if any, on and around the construction site. The Group is dedicated to safeguarding its employees' welfare and improving their workplace competencies. It has been abiding by the manpower laws of local cities, among others, to secure the welfare, health and safety of its employees in respective countries in which the Group has a presence throughout the year. The Group also increases its efforts to instil a mind-set that prioritises workplace safety and enforces health and safety policies to create a safe workplace culture. Having noted that its operations not only impact its business performance but the local communities, the Group further extends its social responsibilities to include donations to certain non-profit organisations and involve in special needs and underprivileged communities.

Apart from integrating sustainability in its own operations, the Group has extended its pledge to sustainable business practice across its value chain. Business partners are encouraged to be socially and environmentally responsible in their dealings, for instance, vendors and suppliers are required to undertake to deliver high-quality products and services to the Group, whilst complying with the relevant rules and regulations and promising their commitment and efforts towards an anti-corruption and anti-bribery business environment in line with the Group's code of business conduct which advocates zero-tolerance stance against bribery and corruption.

To ensure a sustainable and steady growth and development, in addition to fulfilling its obligations under financial covenants, the Group has been adopting prudent financial strategy with close monitoring of its capital management and always strives to maintain its financial position at a healthy level, which is also a testament to the Group's effort in maintaining the confidence of investors, creditors and market as well as in assuring the stakeholders including creditors on how their interests are being taken care of and protected by the Group. In addition, by diversifying its funding sources to include loans and notes financing, the Group is able to improve its financial flexibility, optimise its capital structure, minimise financing costs and reduce extensive exposure to one single creditor. The Group also monitors and maintains a healthy amount of cash and cash equivalents and enough standby credit lines. Above all these, the key is to have a solid business plan and competent execution to make sure consistent and sustainable business development and growth.

The Group's approach in managing issues relating to ESG and sustainability in FY 2023 is summarised in Annual Report 2023 under heading "Sustainability Highlights". The sustainability reports covering the sustainability performance, activities and initiatives of the Group explain on how the Group met its responsibilities to its material stakeholders, are published on the Singapore Exchange's website at [sgx.com/securities/annual-reports-related-documents](http://sgx.com/securities/annual-reports-related-documents) and the Company's website at [yanlordland.com/sustainability/](http://yanlordland.com/sustainability/). If required, stakeholders may contact (i) the Company through the telephone numbers or email address set out on the Company's website at [yanlordland.com/contact-us/](http://yanlordland.com/contact-us/), (ii) the internal auditors through the email address or mailing address set out in the Company's Whistleblowing Policy, (iii) the lead independent director through correspondence sent to the Company with attention to the lead independent director, (iv) the data protection officer of the Group through the email address at [data.protection@yanlord.com.sg](mailto:data.protection@yanlord.com.sg), or (v) the investor relations through the email address at [contact@yanlord.com.sg](mailto:contact@yanlord.com.sg).

# Corporate Governance

## OTHER CORPORATE GOVERNANCE MATTERS

### Core Value

The Group embraces its corporate philosophy of “developing land with devotion, building quality accommodation with passion 《善待土地 用心造好房》” and advocates, throughout the Group, a core value of “managing with benevolence and integrity, achieving perpetuity through perseverance 《仁信治业 持之以恒》”. The Group has in place a code of business conduct with relevant policies and practices that inculcates a clean corporate culture such that the Group shall conduct its business with integrity and in socially responsible, ethical and honest manners with zero-tolerance stance against bribery and corruption. The code of business conduct is being made available on the Company’s website at [yanlordland.com/corporate-governance/](http://yanlordland.com/corporate-governance/).

### Dealings in Securities

The Company has adopted a Securities Dealing Policy to provide guidance for the Company and officers of the Group in relation to the dealings in securities of the Company and the strict compliance of applicable law on insider trading when dealing with securities of the Company as well as securities of other listed companies. Under the Securities Dealing Policy, the Company as well as officers of the Group are prohibited from dealing in the Company’s securities one month prior to the announcement of the Company’s half year and full year financial statements (if the Company does not announce its quarterly financial statements), or two weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company’s full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), and are also prohibited from dealing in the Company’s securities on short-term considerations and/or when in possession or having access to unpublished inside information. The restriction on dealing further extends to the issue of securities, or the purchase or acquisition of shares pursuant to the Company’s share buyback mandate, by the Company. Prior to the commencement of each relevant blackout period, notifications together with the Securities Dealing Policy are disseminated to all officers of the Group (including directors), whether in Singapore or elsewhere, informing them of the specific dates during which they are prohibited from dealings. During the blackout periods, the Company does not meet or communicate with the investing community to avoid any selective disclosure. The officers of the Group are also reminded of the requirements of Singapore’s securities laws and be mindful of the law on insider trading. All directors (including the Chairman and CEO who is also a director) are required to notify the Company of their dealings in the securities of the Company or its related corporations, and notification forms on dealings in the Company’s securities will be released via SGXNET, within the stipulated timeline in accordance with the requirements of the Securities and Futures Act 2001 of Singapore. In addition, the Company also maintains lists of persons who are privy to price-sensitive or trade-sensitive information relating to the Group as and when circumstances require such lists to be maintained.

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of Yanlord Land Group Limited ("Company") will be held at Park Avenue Convention Centre, 4 Changi Business Park Avenue 1, Singapore 486016 on Monday, April 29, 2024 at 2.00 p.m. (Singapore time) ("2024 AGM") to transact the following business:

## ROUTINE BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended December 31, 2023 and the Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$500,000.00 for the financial year ended December 31, 2023 (2022: S\$500,000.00). **(Resolution 2)**
3. To re-elect Mr. Zhong Iek Ka, who is retiring by rotation pursuant to Regulation 89 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To re-appoint Deloitte & Touche LLP, Singapore as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

## SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without amendments, the following resolutions which will be proposed as Ordinary Resolutions:

(a) That authority be and is hereby given to the Directors to:

- (1) (i) allot and issue shares of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (each, an "Instrument" and 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

- (2) (notwithstanding 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:

- (I) 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 50% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company ("Shareholders") (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (II) below);

# Notice of Annual General Meeting

(II) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (I) above, the percentage of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding any 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 or consolidation or subdivision of Shares,

and in sub-paragraph (I) above and this sub-paragraph (II), "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST ("Listing Manual");

(III) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act 1967 of Singapore ("Act"), the Listing Manual and the rules of any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange") for the time being in force (unless such compliance has been waived by the SGX-ST or, as the case may be, Other Exchange) and the Company's Constitution for the time being; and

(IV) 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

**(Resolution 5)**

(b) That:

(1) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued and paid-up Shares not exceeding in aggregate the Maximum Percentage (as defined below), at a price up to the Maximum Price (as defined below), whether by way of:

- (i) market purchase(s) effected on the SGX-ST or, as the case may be, any Other Exchange, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("Market Purchase"); and/or
- (ii) off-market purchase(s), if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange, in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit in the interests of the Company, which scheme(s) shall satisfy all the terms and conditions prescribed by the Act ("Off-Market Purchase"),

and otherwise in accordance with all other laws and regulations, the Listing Manual or, as the case may be, rules of Other Exchange and the Company's Constitution, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buyback Mandate");

(2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of the date on which:

# Notice of Annual General Meeting

- (i) the next AGM of the Company is held;
  - (ii) the next AGM of the Company is required by law to be held; and
  - (iii) the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate (“Share Purchases”) are carried out to the full extent mandated;
- (3) In this Resolution:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five (5) market days, on which transactions in the Shares were recorded, in the case of a Market Purchase, immediately before the date of the Market Purchase, or in the case of an Off-Market Purchase, the date the Company makes an offer for Share Purchases from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs during the relevant five-day period and the day on which the Market Purchase or (as the case may be) the offer pursuant to the Off-Market Purchase is made;

“Maximum Percentage” means that number of issued Shares representing not more than 10% of the total number of issued and paid-up Shares (excluding any treasury shares and subsidiary holdings (as defined in the Listing Manual)) as at the date of the passing of this Resolution;

“Maximum Price” means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid by the Company for the Share Purchases, not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and
- (4) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

**(Resolution 6)**

## BY ORDER OF THE BOARD

Sau Ean Nee  
Company Secretary

April 12, 2024  
Singapore



# Notice of Annual General Meeting

## Explanatory Notes:

1. Resolution 2, if passed, the payment of such fees will be made to the Independent Non-Executive Directors. The remuneration framework of Independent Non-Executive Directors for the financial year ended December 31, 2023 ("FY 2023") remains the same as that adopted for the financial year ended December 31, 2022. Additional information on the remuneration framework of and Directors' fees for Independent Non-Executive Directors can be found under the "Corporate Governance" section in the Company's annual report for FY 2023 ("Annual Report 2023").
2. Resolution 3: Please refer to the sections of "Profile of the Board of Directors", "Directors' Statement", "Corporate Governance" and "Additional Information on Director Seeking Re-election" in the Annual Report 2023, for more information of Mr. Zhong Iek Ka.
3. Mr. Zhong Siliang, an Executive Director, is due to retire from office by rotation pursuant to Regulation 89 of the Company's Constitution and he has decided not to seek re-election. Mr. Zhong Siliang will step down from the Board as an Executive Director at the conclusion of the 2024 AGM.
4. Mr. Hong Pian Tee, an Independent Non-Executive Director, is due to retire from office by rotation pursuant to Regulation 89 of the Company's Constitution and he has decided not to seek re-election. Mr. Hong Pian Tee will step down from the Board as an Independent Non-Executive Director and cease to serve as the chairman of Audit Committee, a member of Remuneration Committee and a member of Risk Management and Sustainability Committee at the conclusion of the 2024 AGM.
5. Resolution 5, if passed, will empower the Directors from the date of the passing of this Resolution until the date of the next AGM of the Company (unless such authority is revoked or varied in general meeting), to issue Shares and/or 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 any treasury shares and subsidiary holdings) with a sub-limit of 20% for issues other than on a *pro-rata* basis to Shareholders (calculation as described above).
6. Resolution 6 relates to the renewal of the Share Buyback Mandate which was last approved by Shareholders on April 28, 2023. Please refer to the Appendix to this Notice of AGM, containing a letter to Shareholders in relation to the proposed renewal of the Share Buyback Mandate ("Appendix on Share Buyback Mandate"), for details.

# Notice of Annual General Meeting

## Important Notes:

The 2024 AGM is being convened and will be held in full physical mode, with no option for virtual participation. Shareholders may participate in the 2024 AGM by attending the meeting in person; submitting questions to the Company in advance of or at the 2024 AGM; and/or voting at the 2024 AGM or by submission of proxy form to authorise proxy or proxies to vote on your behalf. Shareholders holding Shares through Relevant Intermediaries (as defined in Section 181 of the Act) who wish to attend, speak and vote at the 2024 AGM should contact the Relevant Intermediaries through which you hold such Shares to make necessary arrangements. Please refer to the below for details.

### 1. In-Person Attending 2024 AGM

Shareholders, including investors holding Shares under the Central Provident Fund ("CPF") Investment Scheme and Supplementary Retirement Scheme ("SRS") ("CPF and SRS Investors"), or where applicable, the authorised representative(s) and appointed proxy or proxies may attend the 2024 AGM in person. You will have to register in person at the registration counter(s) at foyer of the 2024 AGM venue on the day of the meeting. Registration will commence at 1.00 p.m. on that day. Please bring along your NRIC/passport to enable the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., to verify your identity. The Company reserves the right to refuse admittance to the 2024 AGM if your identity cannot be verified accurately.

### 2. Submission of Questions

Shareholders, including CPF and SRS Investors, may submit questions related to the resolutions to be proposed at the 2024 AGM ("Resolutions"), if any, in advance of the 2024 AGM to the Company **by April 19, 2024 no later than 5.30 p.m.** (i) via email to [AGM@yanlord.com.sg](mailto:AGM@yanlord.com.sg); or (ii) personally or by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632. When submitting questions, Shareholders as well as CPF and SRS Investors should also provide your details including full name as appeared on the records of The Central Depository (Pte) Limited ("CDP")/CPF/SRS/Register of Members of the Company, address, number of Shares you hold and the manner in which such Shares are held (e.g. via CDP, CPF, SRS and/or scrip), for verification purpose. Any response to substantial and relevant questions regarding the Resolutions received within the prescribed timeline will be published by the Company on the Singapore Exchange's website at [sgx.com/securities/company-announcements](http://sgx.com/securities/company-announcements) and the Company's website at [yanlord.listedcompany.com/newsroom.html](http://yanlord.listedcompany.com/newsroom.html) **by April 24, 2024 no later than 2.00 p.m.** Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed. Any subsequent clarifications sought, or follow-up questions in respect of substantial and relevant matters may be consolidated and addressed either before the 2024 AGM via an announcement or at the 2024 AGM.

Shareholders, or where applicable, the appointed proxy or proxies or authorised representative(s), as well as CPF and SRS Investors who are verified to be able to attend the 2024 AGM may ask questions relating to the Resolutions at the 2024 AGM in person.

The Company will publish the minutes of the 2024 AGM on the Singapore Exchange's website at [sgx.com/securities/company-announcements](http://sgx.com/securities/company-announcements) and on the Company's website at [yanlord.listedcompany.com/newsroom.html](http://yanlord.listedcompany.com/newsroom.html) within one (1) month from the date of the 2024 AGM, and any responses given at the 2024 AGM will be minuted accordingly.

### 3. Submission of Proxy Form and Voting on Resolutions at 2024 AGM

Shareholders who wish to appoint the Chairman of the 2024 AGM or such other person(s) as proxy or proxies to exercise voting right on your behalf at the 2024 AGM must submit a proxy form, duly completed and signed/executed in accordance with the instructions on the proxy form, (i) via email to [AGM@yanlord.com.sg](mailto:AGM@yanlord.com.sg); or (ii) personally or by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, in either case, not less than 72 hours before the time fixed for holding the 2024 AGM, i.e. **by April 26, 2024 no later than 2.00 p.m.**

# Notice of Annual General Meeting

CPF and SRS Investors who wish to vote on all or any of the Resolutions may approach your respective CPF Agent Banks or SRS Operators **at least seven (7) working days before the 2024 AGM** to either (i) appoint the Chairman of the 2024 AGM as proxy and submit your votes; or (ii) appoint yourself as proxy to vote at the 2024 AGM in person. For the avoidance of doubt, while CPF and SRS Investors may yourself be appointed as proxy by your respective CPF Agent Bank or SRS Operator, CPF and SRS Investors will not be able to appoint any person(s) other than the Chairman of the 2024 AGM as proxy or proxies to vote in person at the 2024 AGM on your behalf.

Shareholders, or where applicable, the appointed proxy or proxies or authorised representative(s) who are verified to be able to attend the 2024 AGM may vote in person at the 2024 AGM.

## 4. Access to Documents or Information Relating to Business of the 2024 AGM

Printed copies of this Notice of AGM, proxy form and form to request for printed copy of the Annual Report 2023 and/or the Appendix on Share Buyback Mandate will be sent by post to Shareholders.

The Annual Report 2023 containing this Notice of AGM and accompanying section of “Additional Information on Director Seeking Re-election” as well as proxy form and the Appendix on Share Buyback Mandate are made available on the Singapore Exchange’s website at [sgx.com/securities/annual-reports-related-documents](http://sgx.com/securities/annual-reports-related-documents) and the Company’s website at [yanlord.listedcompany.com/ar.html](http://yanlord.listedcompany.com/ar.html). You will need an internet browser and PDF reader to view and/or download these documents.

Shareholders may obtain a printed copy of the Annual Report 2023 and/or the Appendix on Share Buyback Mandate at the 2024 AGM or send in your request to the Company by completing and returning the request form (i) by post to the Company’s registered office at 9 Temasek Boulevard, #36-02 Suntec Tower Two, Singapore 038989; or (ii) via email to [contact@yanlord.com.sg](mailto:contact@yanlord.com.sg) **no later than April 25, 2024**.

## Personal Data Privacy:

By registering and/or participating in the 2024 AGM and/or any adjournment thereof and/or submitting an instrument appointing a proxy or proxies or representative(s) to attend, speak and vote at the 2024 AGM and/or any adjournment thereof, and/or submitting questions related to the Resolutions, a Shareholder (i) consents to the collection, use and disclosure of his/her personal data by the Company (or its agents or service providers) for the purpose of the verification, processing, administration and/or analysing by the Company (or its agents or service providers) of participants in the 2024 AGM, proxy or proxies appointed or representative(s) authorised for the 2024 AGM, votes cast at the 2024 AGM and/or questions related to the Resolutions (including any adjournment thereof) and the preparation and compilation of the votes cast at the 2024 AGM, responses to questions, attendance lists, minutes and other documents relating to the 2024 AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules of the Singapore Exchange, take-over rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where he/she discloses the personal data of proxy or proxies, representative(s), and if any, third parties to the Company (or its agents or service providers), he/she has obtained the prior consent of such proxy or proxies, representative(s) and/or third parties for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy or proxies, representative(s) and/or third parties for the Purposes (“Warranty”), and (iii) agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her breach of Warranty.

In addition, the personal data of a Shareholder or, where applicable, your appointed proxy or proxies or authorised representative(s) (such as name, presence at the 2024 AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during photographic, sound and/or video recordings of the 2024 AGM which will be made by the Company for record keeping and to ensure the accuracy of the minutes of the 2024 AGM and a Shareholder, appointed proxy or authorised representative (where applicable) consents to the collection, use and disclosure of such personal data by the Company (or its agents or service providers) for such purpose.

# Additional Information on Director Seeking Re-Election

In accordance with Rule 720(6) and Appendix 7.4.1 of the Listing Manual of Singapore Exchange Securities Trading Limited ("Listing Manual"), the additional information regarding Mr. Zhong lek Ka, a Director seeking re-election at the forthcoming Annual General Meeting ("AGM") of Yanlord Land Group Limited ("Company"), is outlined below. This information should be read alongside his other information provided under the "Profile of the Board of Directors" and "Directors' Statement" sections of this Annual Report.

Name of Director Description	Zhong lek Ka
The comments of the Board of Directors of the Company ("Board") on the re-election (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	<p>The Board has considered various criteria and factors in its assessment and, after reviewing the recommendation of the Nominating Committee, commented that Mr. Zhong lek Ka would continue to contribute to the overall well-being and business operations of the Group in his executive role and would bring diversity to the Board, particularly, having regard to his personal attributes including age as well as academic qualifications that introduce different perspectives to the Board and enable broaden and constructive debates within the Board to ensuring the Board's decisions or strategy to stay relevant in the market.</p> <p>The Board approved (and recommended to the shareholders) that Mr. Zhong lek Ka stands for re-election as a Director of the Company at the forthcoming AGM.</p> <p>Please refer to Principle 4 under the "Corporate Governance" section of this Annual Report for more details on the criteria, considerations and the process involved in nominating Directors for re-election.</p>
Conflict of interest (including any competing business)	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) of the Listing Manual has been submitted to the Company	Yes
Other Principal Commitments including Directorships for past 5 years and present	Nil
Answer to information required under / questions (a) to (k) listed in Appendix 7.4.1 (Announcement of Appointment) of the Listing Manual	No

# YANLORD LAND GROUP LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 200601911K

## Proxy Form

2024 ANNUAL GENERAL MEETING

### IMPORTANT:

- The 2024 Annual General Meeting is being convened and will be held in full physical mode, with no option for virtual participation.
- This proxy form is not valid for use by CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them.
- CPF and SRS investors, who wish to vote on all or any resolutions to be proposed at the 2024 Annual General Meeting, may approach their respective CPF Agent Banks or SRS Operators **at least seven (7) working days before the 2024 Annual General Meeting** to either (i) appoint the Chairman of the 2024 Annual General Meeting as proxy and submit their votes; or (ii) appoint themselves as proxies to vote at the 2024 Annual General Meeting in person, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies.
- A Relevant Intermediary may appoint more than two (2) proxies to attend, speak and vote at the 2024 Annual General Meeting.
- By submitting this Proxy Form, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of the 2024 Annual General Meeting.
- Please read the notes overleaf for further instructions and details.**

I/We (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration No.) \_\_\_\_\_

of (Address) \_\_\_\_\_

being a shareholder/shareholders of Yanlord Land Group Limited ("Company"), hereby appoint

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			Number of Ordinary Shares	%

and/or

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			Number of Ordinary Shares	%

or failing him/her/them, the Chairman of the 2024 Annual General Meeting as my/our proxy/proxies to attend, speak and vote for me/us and on my/our behalf at the 2024 Annual General Meeting to be convened and held at Park Avenue Convention Centre, 4 Changi Business Park Avenue 1, Singapore 486016 on Monday, April 29, 2024 at 2.00 p.m. (Singapore Time) and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against, or to abstain from voting on the resolutions to be proposed at the 2024 Annual General Meeting as indicated hereunder.

No.	Ordinary Resolutions	For*	Against*	Abstain*
<b>ROUTINE BUSINESS</b>				
1	Adoption of Directors' Statement, Audited Financial Statements and Auditor's Report			
2	Approval of Directors' Fees			
3	Re-election of Mr. Zhong Iek Ka as Director			
4	Re-appointment of Auditors and Authority for Directors to Fix Their Remuneration			
<b>SPECIAL BUSINESS</b>				
5	Authority for Directors to Issue Shares and/or Make or Grant Instruments Convertible into Shares			
6	Approval of Renewal of Share Buyback Mandate			

\* Voting will be conducted by poll. If you wish your proxy/proxies to cast, on your behalf, all your votes "For" or "Against" a resolution or "Abstain" from voting, please tick (✓) within the relevant box provided in respect of that resolution. Alternatively, please indicate the number of votes that your proxy/proxies is/are directed to vote "For" or "Against" a resolution or "Abstain" from voting within the relevant box provided, as appropriate. **In the absence of specific directions to vote in respect of a resolution, the proxy/proxies (or failing him/her/them, the Chairman of the 2024 Annual General Meeting) may vote or abstain from voting at his/her/their discretion.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

**Total number of ordinary shares held**

\_\_\_\_\_  
Signature(s) of Shareholder(s)/Authorised Personnel  
or Common Seal of Corporate Shareholder

# PROXY FORM

Affix  
Stamp  
Here

**YANLORD LAND GROUP LIMITED**  
**c/o BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.**

1 Harbourfront Avenue  
Keppel Bay Tower, #14-07  
Singapore 098632

Fold here

Fold here

**IMPORTANT: PLEASE READ THE FOLLOWING NOTES TO PROXY FORM.**

1. Please insert the total number of ordinary shares in the Company held by you. If you have ordinary shares in the Company entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act 2001 of Singapore), you should insert that number. If you have ordinary shares in the Company registered in your name in the Register of Members of the Company, you should insert that number. If you have ordinary shares in the Company entered against your name in the Depository Register and registered in your name in the Register of Members of the Company, you should insert the aggregate number. If no number is inserted, this Proxy Form will be deemed to relate to all the ordinary shares in the Company held by you.
2. This Proxy Form must, in the case of an individual, be signed by the appointor or his/her attorney duly authorised in writing. Where a Proxy Form is executed by a corporate shareholder, it must be executed either under its common seal (or as an alternative to sealing, be signed in any manner set out in Section 41B(1) of the Companies Act 1967 of Singapore ("Act")) or signed by an attorney, officer(s) or representative(s) duly authorised.
3. This Proxy Form (together with a copy of the letter or power of attorney, the resolutions authorising its officer(s) or the certificate appointing representative(s), if any) must be submitted (i) via email to [AGM@yanlord.com.sg](mailto:AGM@yanlord.com.sg); or (ii) personally or by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, in either case, not less than 72 hours before the time fixed for holding the 2024 Annual General Meeting, i.e. **by April 26, 2024 no later than 2.00 p.m.**
4. The full name of Shareholders and proxies (or representatives) as well as their full NRIC/passport number will be required for verification of proxy's appointment purpose. The NRIC/passport of proxies or representatives will also have to be produced for sighting upon registration at the 2024 Annual General Meeting, and the Company reserves the right to refuse admittance to the 2024 Annual General Meeting if their identities cannot be verified.
5. A proxy need not be a Shareholder.
6. (i) A Shareholder who is not a Relevant Intermediary is entitled to appoint not more than two proxies, and where such Shareholder's Proxy Form appointing more than one proxy, the proportion of the shareholding concerned to be represented by each proxy or either one of them to exercise all the Shareholder's votes shall be specified in the Proxy Form.  
(ii) A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder, which the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.  
"Relevant Intermediary" shall have the meaning ascribed to it in Section 181 of the Act.
7. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment). In addition, in the case of ordinary shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have ordinary shares in the Company entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the 2024 Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.
8. Completion and submission of a Proxy Form will not prevent a Shareholder from attending, speaking and voting at the 2024 Annual General Meeting. The Proxy Form will be deemed to be revoked if the Shareholder attends the 2024 Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form.

# Corporate Information

## **BOARD OF DIRECTORS**

### **Zhong Sheng Jian**

Chairman and Chief Executive Officer

### **Zhong Ming**

Executive Deputy Chairman

### **Zhong Siliang**

Executive Director

### **Zhong Iek Ka**

Executive Director

### **Hee Theng Fong**

Lead Independent Director

### **Hong Pian Tee**

Independent Non-Executive Director

### **Teo Ser Luck**

Independent Non-Executive Director

### **Chua Taik Him**

Independent Non-Executive Director

### **Tan Chin Siong**

Independent Non-Executive Director

## **AUDIT COMMITTEE**

Hong Pian Tee, Chairman

Hee Theng Fong

Teo Ser Luck

Chua Taik Him

Tan Chin Siong

## **NOMINATING COMMITTEE**

Tan Chin Siong, Chairman

Hee Theng Fong

Teo Ser Luck

Zhong Sheng Jian

## **REMUNERATION COMMITTEE**

Teo Ser Luck, Chairman

Hong Pian Tee

Chua Taik Him

Tan Chin Siong

## **RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE**

Chua Taik Him, Chairman

Hee Theng Fong

Hong Pian Tee

Zhong Sheng Jian

## **COMPANY SECRETARY**

Sau Ean Nee

## **GROUP FINANCIAL CONTROLLER**

Chan Chi Wai, Jim

## **REGISTERED OFFICE**

9 Temasek Boulevard

#36-02 Suntec Tower Two

Singapore 038989

Tel: (65) 6336 2922

Fax: (65) 6238 6256

Email: [contact@yanlord.com.sg](mailto:contact@yanlord.com.sg)

## **WEBSITE**

[www.yanlordland.com](http://www.yanlordland.com)

## **AUDITORS**

Deloitte & Touche LLP

6 Shenton Way, OUE Downtown 2

#33-00

Singapore 068809

Partner-in-charge: Seah Gek Choo

(Appointed on June 29, 2020)

## **SHARE REGISTRAR AND TRANSFER OFFICE**

Boardroom Corporate & Advisory Services Pte. Ltd.

1 Harbourfront Avenue

Keppel Bay Tower #14-07

Singapore 098632

## **PRINCIPAL BANKERS**

Bank of Communications Co., Ltd.

Bank of Shanghai Co., Ltd.

China CITIC Bank International Limited

China Merchants Bank Co., Ltd.

CMB Wing Lung Bank Limited

DBS Bank Ltd.

Oversea-Chinese Banking Corporation Limited

## **STOCK EXCHANGE LISTING**

Singapore Exchange Securities Trading Limited

## **DATE AND COUNTRY OF INCORPORATION**

February 13, 2006, Singapore



仁恒  
YANLORD

**YANLORD LAND GROUP LIMITED**

仁恒置地集团有限公司

Registration No. 200601911K

9 Temasek Boulevard  
#36-02 Suntec Tower Two  
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