

# 2020

*Refresh,  
Renew,  
Redefine*



**Bund Center Investment Ltd**  
Listed on the Singapore Exchange

**THE NEW  
BUND CENTER**

The Heart Of The Bund

**THE WESTIN  
BUND CENTER**

World-class Luxury Hotel  
Offering Premium Services



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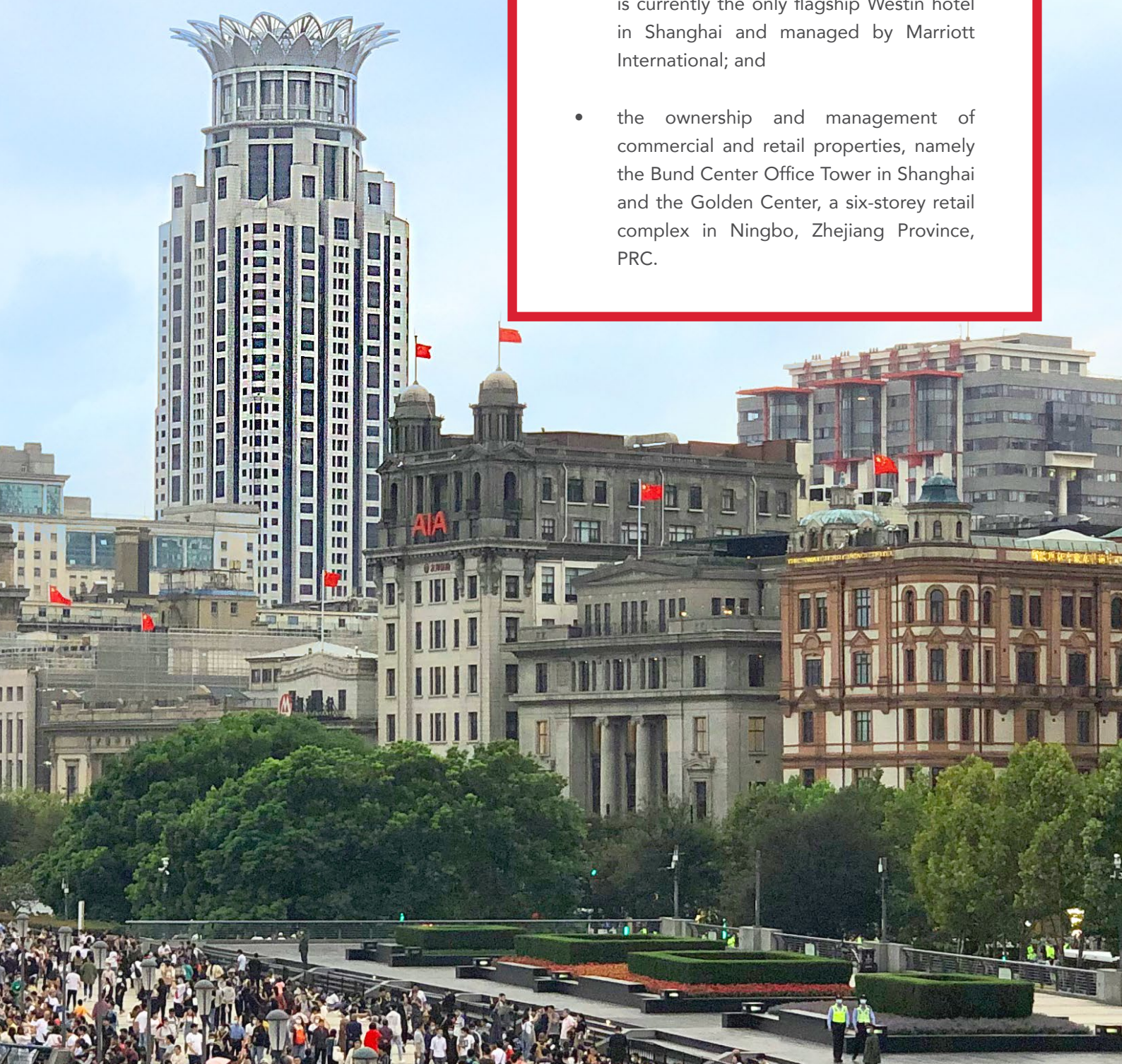
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Notice of Annual  
General Meeting

# CORPORATE PROFILE

The Group is engaged in investment holding property businesses in PRC. Currently, it is engaged in:

- the ownership of The Westin Bund Center Shanghai, a five-star hotel in Shanghai that is currently the only flagship Westin hotel in Shanghai and managed by Marriott International; and
- the ownership and management of commercial and retail properties, namely the Bund Center Office Tower in Shanghai and the Golden Center, a six-storey retail complex in Ningbo, Zhejiang Province, PRC.



# CORPORATE OVERVIEW

## THE BUND CENTER, SHANGHAI

The Bund Center, spanning approximately 189,100 sq. ft, was completed in 2002 and comprised our Office Tower, our Hotel, a podium which contains several retail outlets and a car park.



*The Bund Center - Tree of Life*

### OUR OFFICE TOWER

Our Office Tower with a total gross floor area of approximately 1,414,600 sq. ft, comprises 43 storeys (including the podium) of premium office premises. Being one of the tallest structures in the Bund skyline and its crown rooftop, it is now an iconic landmark on the Bund.

In 2002, our Office Tower was awarded the Shanghai Magnolia award for excellent engineering and construction and in 2004, our Office Tower received the FIABCI Prix d'Excellence Award. In September 2005, our Office Tower was named "Top Ten Best Office Buildings in China" by China Business Newspaper (中国经营报).

Our Office Tower has maintained a high average annual occupancy of 79.4% in FY2020 and continues to command premium rental rates. Key advantages of our Office Tower are its strategic location, which is at the center and heart of the prestigious Shanghai Bund, Super Grade A quality of the building and the convenience of having a leading hotel in the same property. Our Office Tower also provides added facilities and services to our tenants, including operating free shuttle bus services to the main public transport hub, providing concierge services, laundry pickup, cleaning and collection services, indoor air quality system (PM 2.5 filtration) and a mid-high scale staff cafeteria. In addition, our Office Tower has in place stringent security measures such as card access security gates.

Listed on the Singapore Exchange on 30 June 2010, the Group owns The Bund Center and Golden Center.



### OUR HOTEL

The five-star Westin Bund Center Shanghai is strategically located in the historic and magnificent Bund area, at the center of the commercial area of Shanghai and easily accessible to our Office Tower, convention centers, luxury branded shops and celebrated restaurants in the Bund area.

Our Hotel, which comprises two 22-storey towers with about 570 tastefully decorated guest rooms, is currently the only flagship Westin hotel in Shanghai.

It is also one of the hotels that is frequently involved in staging large scale corporate and fashion events in Shanghai. Our Hotel has hosted many high profile events for many renowned international brands, including fashion, outside catering sporting and city events, product launches, and has also provided catering services for numerous high-end fortune 500 company events.

Since its opening in 2002, our Hotel has won many accolades and established itself as a world class luxury hotel offering premium services. It has been recognised consistently by influential global publications as an outstanding hotel. Our reputation for an excellent dining experience has been acknowledged, with numerous significant industry and culinary awards and acclaim received.

## CORPORATE OVERVIEW

### **GOLDEN CENTER, NINGBO**

The Golden Center complex with a total gross floor area of 1,936,800 sq. ft is developed by the Group. The whole complex consists of a 6-storey Golden Center retail complex, a 32-storey Ningbo Financial Center office tower - the headquarter of Ningbo People's Bank of China and a 52-storey luxurious residential tower, "Riviere Mansion" - the tallest residential tower in Zhejiang province then. It is strategically located in the central business district area of Ningbo, at the south west side of the junction of Zhongshan East Road and Jiangdong North Road facing the entrance of Jiangxia Bridge in Jiangdong District of Ningbo, which is one of the major bridges connecting Jiangdong District to the centre of Haishu District. This locality, known as Sanjiangkou (three estuaries), is a popular commercial and retail area.

The Group currently owns the Golden Center six-level retail complex with a total gross floor area of 340,600 sq ft.



# CORPORATE STRUCTURE

## HONG KONG/CHINA

96.79%

Shanghai Golden Bund Real Estate Co., Ltd

89.21%

Ningbo Zhonghua Land Co., Ltd

100%

Koon Chung Limited

## OTHERS

100%

Casleton International Limited

100%

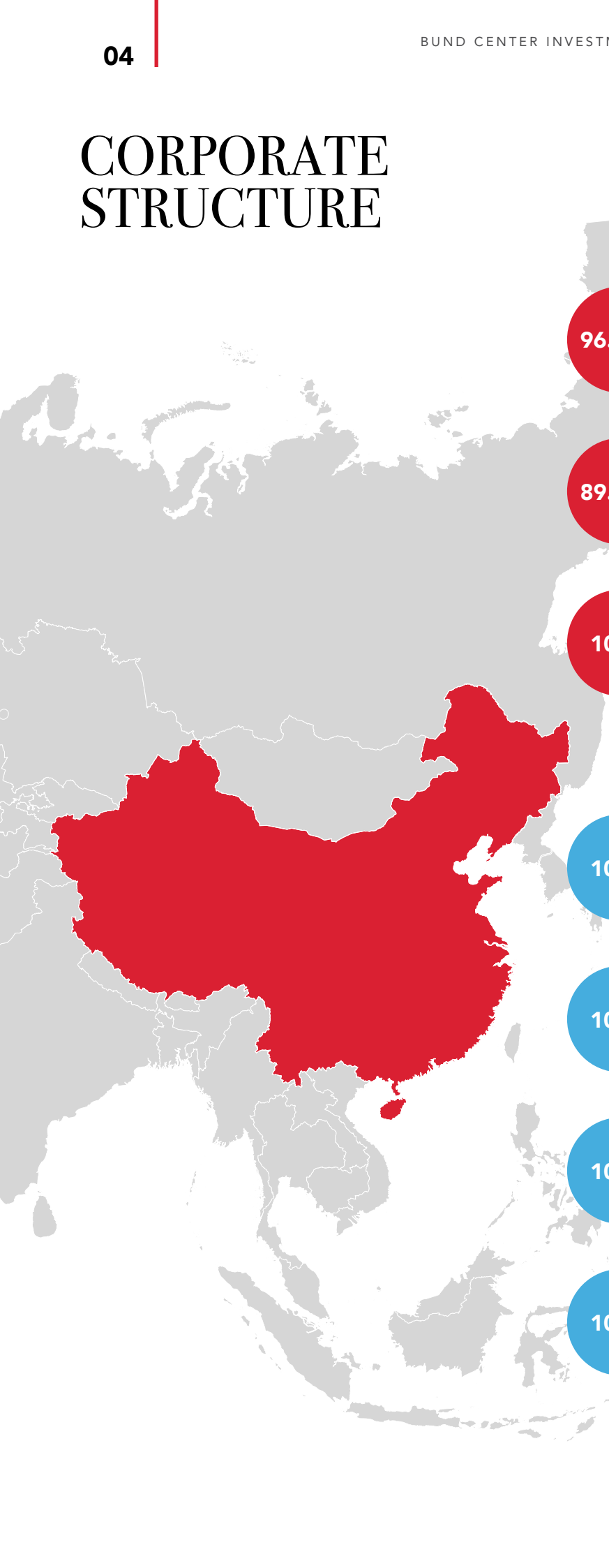
Handful Resources Limited

100%

Smart Investment Ltd

100%

Primewyn Management & Services Pte Ltd



# PROPERTY PORTFOLIO

NAME AND LOCATION OF MIXED DEVELOPMENT	TENURE	SITE AREA (SQ. FT)	GROSS FLOOR AREA (SQ. FT)	LETTABLE ROOMS/ NET LETTABLE AREA (SQ. FT)	VALUATION
<b>THE BUND CENTER: AN INTEGRATED DEVELOPMENT COMPROMISING:</b>	50-year lease till 2045	189,100	2,050,700		RMB8,485 million <sup>(1)</sup> (S\$1,714 million)
(a) <b>Hotel</b> Located at 88 Henan Road Central, Huangpu District Shanghai 200002, PRC			636,100	570 rooms	RMB2,506 million <sup>(1)</sup> (S\$506 million)
(b) <b>Office Tower</b> Located at 222 Yanan Road East, Huangpu District Shanghai 200002, PRC			1,414,600	872,600	RMB5,979 million <sup>(1)</sup> (S\$1,208 million)
<b>GOLDEN CENTER</b>		66,500	340,600	168,300	RMB601 million <sup>(1)</sup> (S\$121 million)
(a) <b>Golden Center, Ningbo</b> A 6-storey retail complex. Located at 279 Zhongshan Road East, Jiangdong District, Ningbo City 315040, Zhejiang Province, PRC	50-year lease till 2045	65,700	295,400	131,900	
(b) <b>Annex to Golden Center</b>	40-year lease till 2033	800	45,200	36,400	
<b>Grand Total</b>					<b>RMB9,086 million</b> <b>(S\$1,835 million)</b>

**Note:**

(1) Valuation as assessed by the independent valuers, Jones Lang LaSalle Corporate Appraisal and Advisory Limited dated 10 March 2021.

# BOARD OF DIRECTORS



**FRANKLE (DJAFAR) WIDJAJA**  
Executive Chairman and  
Chief Executive Officer

**Mr. Frankle Widjaja** is the Executive Chairman and Chief Executive Officer of Bund Center Investment Ltd ("BCI" or the "Company"). He was appointed as a Director of BCI in September 2009, and his last re-appointment as a Director was in 2018. As Executive Chairman and Chief Executive Officer, Mr. Frankle Widjaja oversees the business, sets the strategies and leads the overall management of the BCI Group. He is also primarily responsible for all aspects of the Group's Hotel, Office Tower and Golden Center, including the ongoing evaluation, investment and improvement of the aforesaid properties. He took charge of the China property business in Shanghai and Ningbo since 1992.

Mr. Frankle Widjaja, aged 64, graduated from the University of California, Berkeley, USA with a degree of Bachelor of Science in 1978.

Mr. Frankle Widjaja has extensive management and operational experience and, since 1979, he has been involved in the management and operations of pulp and paper, financial services, food and agriculture and real estate businesses. From the mid-eighties to the early nineties, Mr. Frankle Widjaja had held various senior positions including that as the Head of Property Development, PT Duta Pertiwi Tbk; President of several factories for pulp and paper and agri-business, and assumed responsibilities for the expansion of the paper business. Mr. Frankle Widjaja was previously a Director of Sinarmas Land Limited ("SML") and Golden Agri-Resources Ltd ("GAR") until he retired from SML and GAR board of directors in April 2012 and April 2018, respectively, to focus on his current appointments.

Presently, Mr. Frankle Widjaja sits on the boards of several subsidiaries of BCI.

Since 1998, Mr. Frankle Widjaja has been the Director of both the Shanghai Overseas Friendship Association and the Shanghai Overseas Exchange Association. He was the Deputy Chairman of the Shanghai Overseas Chinese Chamber of Commerce. Mr. Frankle Widjaja was awarded the Third Shanghai Charity Star Special Awards in 2008; the Top Ten Overseas Chinese Award in 2007; the Five Star Diamond Award in 2006; the Shanghai Magnolia Honorable Award in 2006; and the Shanghai Magnolia Memorial Award in 2004. He is an honorary citizen of Ningbo City.

*Present directorships in other Singapore listed companies:*

Nil

*Other principal commitments:*

Nil

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

- Golden Agri-Resources Ltd





**FRANKY OESMAN WIDJAJA**  
Non-Executive Director



**DEBORAH WIDJAJA**  
Executive Director and  
Deputy Chief Executive Officer

**Mr. Franky Widjaja** is a Non-Executive Director of BCI and a member of its Nominating and Remuneration Committees. He was appointed as a Director in September 2009, and his last re-appointment as a Director was in 2019.

Mr. Franky Widjaja, aged 63, graduated from Aoyama Gakuin University, Japan with a Bachelor's degree in Commerce in 1979. He has extensive management and operational experience and, since 1982, been involved with different businesses including pulp and paper, property, chemical, telecommunication, financial services and agriculture.

Mr. Franky Widjaja also sits on the board of directors of Golden Agri-Resources Ltd ("GAR") and Sinarmas Land Limited ("SML"), both listed on the Official List of the Singapore Exchange Securities Trading Limited. He has been a Director and the Chief Executive Officer of GAR since 1996; and the Chairman of GAR since 2000. Mr Franky Widjaja has also been a Director of SML since 1997; and the Executive Chairman of SML since 2006.

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

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

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

*Present directorships in other Singapore listed companies:*

- Golden Agri-Resources Ltd
- Sinarmas Land Limited

*Other principal commitments:*

Nil

*Past directorships in other Singapore listed companies*

(2018 – 2020):

Nil

**Ms. Deborah Widjaja**, aged 37, is currently the Deputy Chief Executive Officer and Executive Director of BCI. Her last re-appointment as a Director was in 2019.

Since 2010, Ms. Deborah Widjaja has held senior management positions in Shanghai Golden Bund Real Estate Co., Ltd. ("SGB") in Shanghai. Prior to joining SGB as a Personal Assistant to the Executive Chairman in 2010, she undertook various work experience / research internship positions at the Singapore Economic Development Board and at The Westin Bund Center Shanghai, where she obtained management training experience in the areas of Public Relations, Sales & Marketing, Food & Beverage and Finance.

Ms. Deborah Widjaja graduated Magna Cum Laude with a Bachelor of Arts degree from the University of Southern California, Los Angeles, USA, in December 2006. She was a USC Renaissance Scholar double majoring in International Relations and Communication with a minor in Cinema-Television.

Ms. Deborah Widjaja is currently attending an online leadership course for women through Yale University's School of Management.

*Present directorships in other Singapore listed companies:*

Nil

*Other principal commitments:*

Nil

*Past directorships in other Singapore listed companies*

(2018 - 2020):

Nil

# BOARD OF DIRECTORS



**CHEW YOW FOO**

Executive Director and  
Chief Financial Officer



**LIM JUN XIONG, STEVEN**

Lead Independent Director

Mr. **Chew Yow Foo** is an Executive Director and the Chief Financial Officer of BCI. He was appointed as a Director in September 2009 and his last re-appointment as a Director was in 2020. Mr. Chew sits on the boards of several subsidiaries of BCI.

Mr. Chew, aged 61, holds a MBA from the University of Durham (Dunelm) and a BSc (Hons) in Accounting with Economics from the Queens University of Belfast (QUB), UK.

Mr. Chew joined SML group as Chief Internal Auditor for its PRC property business in 2006. In 2007, he was re-designated as Chief Financial Officer for its property business in the PRC and Singapore.

Before he joined SML group, Mr. Chew was a general manager and the head of the property investment division at Sichuan Veritas Investment Consulting (Singapore) Co. Ltd., a company which provides consultation services in property development, from January 2005 to April 2006.

From October 2002 to December 2004, Mr. Chew was an acting president and financial controller at Shanghai Firstreach Real Estate Development Co., Ltd., a real estate development company located in the Putuo district of Shanghai. Between October 1995 and October 2002, Mr. Chew was with Anastoria Sdn Bhd, a company involved in the property development business of residential and commercial projects in Malaysia, where he was a finance manager from October 1995 to July 1997 and a regional manager (in charge of the northern regional office) from August 1997 to October 2002.

Prior to 1995, Mr. Chew was involved in financial and management accounting, corporate finance, treasury management, budget and costing, auditing, taxation and corporate secretarial matters in the manufacturing industry.

*Present directorships in other Singapore listed companies:*

Nil

*Other principal commitments:*

Nil

*Past directorships in other Singapore listed companies*

(2018 - 2020):

Nil

Mr. **Lim Jun Xiong, Steven** is the Lead Independent Director of BCI, Chairman of BCI's Audit Committee, and a member of its Nominating Committee and Remuneration Committee. Mr. Lim has been a Director of the Company since September 2009, and his last re-appointment as a Director was in 2019.

Mr. Lim, aged 65, holds a Bachelor of Commerce majoring in Accounting and Finance from the University of Newcastle, Australia. Mr. Lim is a Fellow member of CPA Australia, the Institute of Singapore Chartered Accountants and a member of the Society of Trusts and Estate Practitioners. Mr. Lim currently provides consultancy advice in the field of global wealth solutions.

Mr. Lim was the Chief Executive Officer of SG Trust (Asia) Ltd, a wholly-owned subsidiary and fiduciary services arm of Societe Generale Private Bank that provides wealth management, estate and succession planning services, until October 2014. Prior to this, he was the Managing Director and subsequently a Senior Consultant at HSBC Private Bank (Suisse) SA Global Wealth Solutions. Mr. Lim started his career at PricewaterhouseCoopers. He was also Non-Executive Chairman and Independent Director of Sapphire Corporation Limited until December 2017.

Presently, Mr. Lim is an Independent Director of Emerging Towns & Cities Singapore Ltd, Hong Fok Corporation Limited, Livingstone Health Holdings Limited, Mirach Energy Limited and Sinarmas Land Limited; and Lead Independent Director of Keong Hong Holdings Limited, all of which are listed on the Official List of the Singapore Exchange Securities Trading Limited. He is also a member of the Finance Committee of Seletar Country Club.

*Present directorships in other Singapore listed companies:*

- Emerging Towns & Cities Singapore Ltd.
- Hong Fok Corporation Limited
- Livingstone Health Holdings Limited
- Keong Hong Holdings Limited
- Mirach Energy Limited
- Sinarmas Land Limited

*Other principal commitments:*

Nil

*Past directorships in other Singapore listed companies*

(2018 - 2020):

Nil



**WILLY SHEE PING YAH  
@ SHEE PING YAN**  
Independent Director



**FOO MENG KEE**  
Independent Director

Mr. Willy Shee Ping Yah @ Shee Ping Yan is an Independent Director of BCI, Chairman of BCI's Nominating Committee and a member of its Audit Committee and Remuneration Committee. He has been a Director of the Company since February 2010, and his last re-appointment as a Director was in 2020. He sits on the board of BCI's subsidiary, Shanghai Golden Bund Real Estate Co., Ltd.

Mr. Shee, aged 72, holds a Diploma in Urban Valuation from the University of Auckland, New Zealand (under the Colombo Plan Scholarship 1968-1970). He is a Fellow Member of the Singapore Institute of Surveyors and Valuers and a Fellow Member of the Association of Property and Facility Managers. Mr Shee is a Licensed Estate Agent in Singapore and a full member of the Singapore Institute of Directors.

Mr Shee is currently Senior Advisor to CBRE Pte Ltd having assumed a non-executive role after stepping down as the Chairman, Asia of CBRE Pte Ltd in July 2016. From 1991 to June 2005, Mr. Shee was the managing director of CB Richard Ellis (Pte) Ltd, Singapore office, and was responsible for its growth and overall operations. He was also Chairman of Ascendas-Singbridge Gives Foundation from January 2012 until he stepped down in 2019.

Other boards which Mr. Shee sits on include Sinarmas Land Limited, Sabana Real Estate Investment Management Pte Ltd (as Manager of Sabana Shari'ah Compliant Industrial Real Estate Investment Trust), Mercatus Co-operative Ltd and Keppel Land Limited. He is also a Committee Member of Singapore Turf Club.

*Present directorships in other Singapore listed companies:*

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

*Other principal commitments:*

- CBRE Pte Ltd (Senior Advisor)

*Past directorships in other Singapore listed companies*

(2018 – 2020):

Nil

Mr. Foo Meng Kee is an Independent Director of BCI, Chairman of its Remuneration Committee and a member of its Audit and Nominating Committees. Mr. Foo joined the Board of Directors of BCI in May 2018, and his last re-appointment as a Director was in 2019.

Mr. Foo, aged 71, holds an MBA from the University of Dubuque, USA; Graduate Diploma in Marketing Management from the Singapore Institute of Management; and Bachelor of Commerce (Honours) from the Nanyang University of Singapore.

Currently, Mr. Foo is the principal owner of M K Capital Pte Ltd and M K Marine Pte Ltd. Since 2001, he has held various positions as an independent director of several companies listed on the Official List of the Singapore Exchange Securities Trading Limited. From 1976 to 1998, Mr. Foo was with Hitachi Zosen Singapore Limited (now known as Keppel Shipyard Limited). When he was the Managing Director of Hitachi Zosen Singapore Limited, he led in the listing of the company on the main board of the Singapore Stock Exchange.

Mr. Foo has also previously served on the Committees of the Association of Singapore Marine Industries and the Singapore Armed Forces Reservists' Association.

*Present directorships in other Singapore listed companies:*

- Golden Agri-Resources Ltd

*Other principal commitments:*

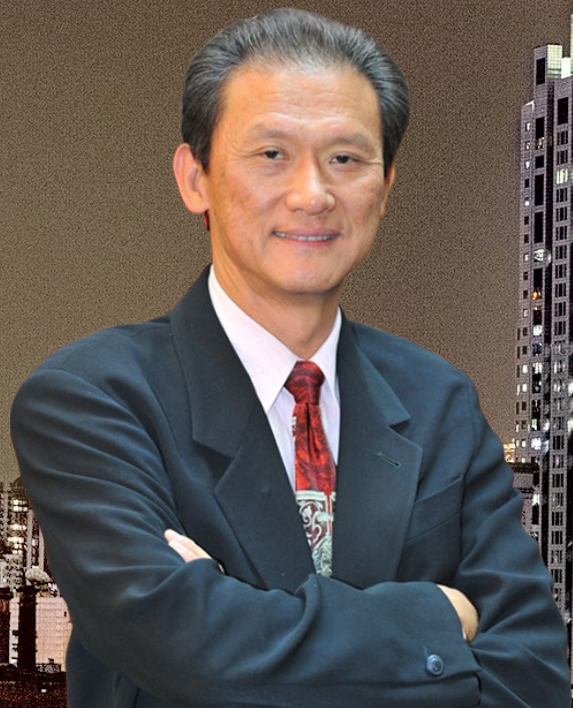
- M K Capital Pte Ltd (Principal owner)
- M K Marine Pte Ltd (Principal owner)

*Past directorships in other Singapore listed companies*

(2018 – 2020):

- Lee Metal Group Ltd

# CHAIRMAN'S STATEMENT



FY2020 has been an extremely unusual and tumultuous year due to the unprecedented Coronavirus Disease 2019 ("COVID-19") pandemic outbreak which has heavily impacted economies worldwide, including our operating environment. Despite this, through sustained marketing efforts, the right business strategy and diligent cost management, the Group has managed to record a commendable operating performance with a total profit of S\$9.6 million. The Group recorded a revenue of S\$68.8 million with an EBITDA of S\$32.9 million for FY2020.

## Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present to you the annual report of Bund Center Investment Ltd ("BCI" or the "Company" and together with its subsidiaries the "Group") for the financial year ended 31 December 2020 ("FY2020")

FY2020 has been an extremely unusual and tumultuous year due to the unprecedented Coronavirus Disease 2019 ("COVID-19") pandemic outbreak which has heavily impacted economies worldwide, including our operating environment. Against this backdrop of global market uncertainty, the Group made a decision to temporarily close our Westin Bund Center Shanghai hotel from mid-February 2020 to mid-May 2020 and Golden Center in Ningbo since end January 2020 with current progressive resumption of business operations.

We have used this opportunity to accelerate and complete extensive refurbishments to the Office Tower public areas including a refreshed lobby design and an addition of facilities such as a new Office Tower entrances and an automated facial recognition and gating systems. In FY2020, we have also achieved the certification of Leadership in Energy and Environmental Design (LEED) Platinum awarded by the U.S Green Building Council for our Bund Center.

The Group has stayed vigilant in controlling costs across all departments and taken steps to prepare and position itself for recovery and beyond by enhancing the health and safety protocols and channeling our resources into enhancing our efforts for optimising the use of digital platforms in our operations.

## GROUP PERFORMANCE

Despite the extremely unusual and tumultuous year, the Group has managed to record a commendable operating performance with a total profit of S\$9.6 million. The Group recorded a revenue of S\$68.8 million with an EBITDA of S\$32.9 million for FY2020.

The Bund Center, which consists of Office Tower and the Westin Bund Center Shanghai Hotel, remains the main contributor to the Group's operating results.

# CHAIRMAN'S STATEMENT

The operating environment for the leasing segment continues to be competitive in view of the lower average leasing occupancy rate for Bund Center Office Tower due to lease termination of certain tenants and lower leasing income from our retail complex following its temporary closure. Nonetheless, the Group managed to record a high average annual occupancy for the Bund Center Office Tower at 79.4%. Leasing income decreased to S\$48.2 million.

Strict travel restrictions and social distancing measures implemented across most countries have severely impacted the hotel operations. Hotel revenue decreased by 63.6% to S\$20.6 million in the current year.

Whilst the Group's hotel has seen an uptick in domestic driven demand during the second half of 2020, occupancy rates are nowhere near where it was in the previous corresponding year. The hotel operations recorded a lower occupancy rate and average room rate of 34% and RMB853 respectively in FY2020.

As at 31 December 2020, the Group reduced its total liabilities from S\$41.4 million to S\$36.5 million, which was mainly due to lower income tax payable and lower rental deposits received as at the end of the year.

Cash and cash equivalents were slightly higher at S\$159.9 million as compared to S\$159.5 million in the previous financial year mainly due to cash generated from operating activities of S\$23.6 million, net of cash used for capital expenditure of S\$4.9 million and payment of dividends to shareholders of S\$24.0 million during the financial year.

The stable cash inflows allow the Group to maintain a strong financial position and a high level of financial flexibility to seize opportunities when available.

## OUTLOOK

The ongoing COVID-19 pandemic has added an unprecedented complexity over the global economy, for which no one could have foreseen with hospitality being one of the hardest hit industries.

Having regard to the unpredictability of the length of time of disruption, as well as the depth of the economic impact, the Group will continue to closely monitor the situation and continue to adopt flexible marketing strategies to improve rental yield and cost efficiency to enhance the Group's business operation in office leasing, hotel and retail in China.

## SUSTAINABILITY

The COVID-19 global crisis has been disruptive worldwide and ensuring our business sustainability has become more important than ever. In line with our goal to build a sustainable and resilient business, we continue to make progress on our sustainability

efforts to improve our business practices to reduce our impact on the environment and deliver greater social benefits.

Our contributions to the United Nations Sustainability Development Goals will be detailed in the Sustainability Report which will be published separately on the corporate website later in the year. To conserve the environment, no hard copies of this report will be printed.

In response to the Covid-19 outbreak, the Group has proactively provided crucial RMB20 million donations as well as emergency supplies of 200,000 face masks and other support to Shanghai Public Welfare to help those front line healthcare workers who are carrying out their rescue mission in China which was a matter of life and death, ensuring that they have adequate protection in terms of medical protective supplies, consumable and disposable medical devices, pharmaceuticals, disinfection supplies and cleaning supplies to Shanghai and other cities affected, including our employees, hotel guests and office tenants.

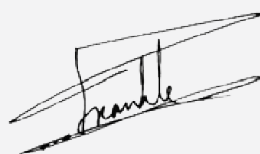
## APPRECIATION

On behalf of the Board of Directors, I would like to extend my sincere appreciation to our shareholders, business associates, and all our stakeholders for their support in this difficult time. I would also like to thank our management team for their hard work and perseverance throughout the year as well as their commitment to work through this COVID-19 crisis together with the Board.

## DIVIDEND

Given the Group's current lower profit for FY2020 and the uncertainty surrounding COVID-19, the Group has to take on a prudent approach with regards to cost containment measures and conserving cash to fund its operations. However, we remain committed to reward our loyal shareholders for their unwavering support. The Company paid an interim cash dividend of 2 Singapore cents per ordinary share on 1 December 2020.

The Board is not recommending the payment of a final dividend for FY2020.



**FRANKLE (DJAFAR) WIDJAJA**

*Executive Chairman*

15 March 2021

# OPERATIONS REVIEW



## OFFICE

### BUND CENTER OFFICE TOWER

The Bund Center Office Tower has continued to enjoy its prominent position as a city landmark and one of the best super grade A office buildings in Shanghai since 2002. With its location in the historically famous bund area ("the Bund") or major central business district ("CBD") in Puxi and offering the conveniences of the five-star Westin Bund Center Shanghai hotel, Bund Center Office Tower has always been recognised as one of the most prestigious office buildings serving world renowned multinational corporations.

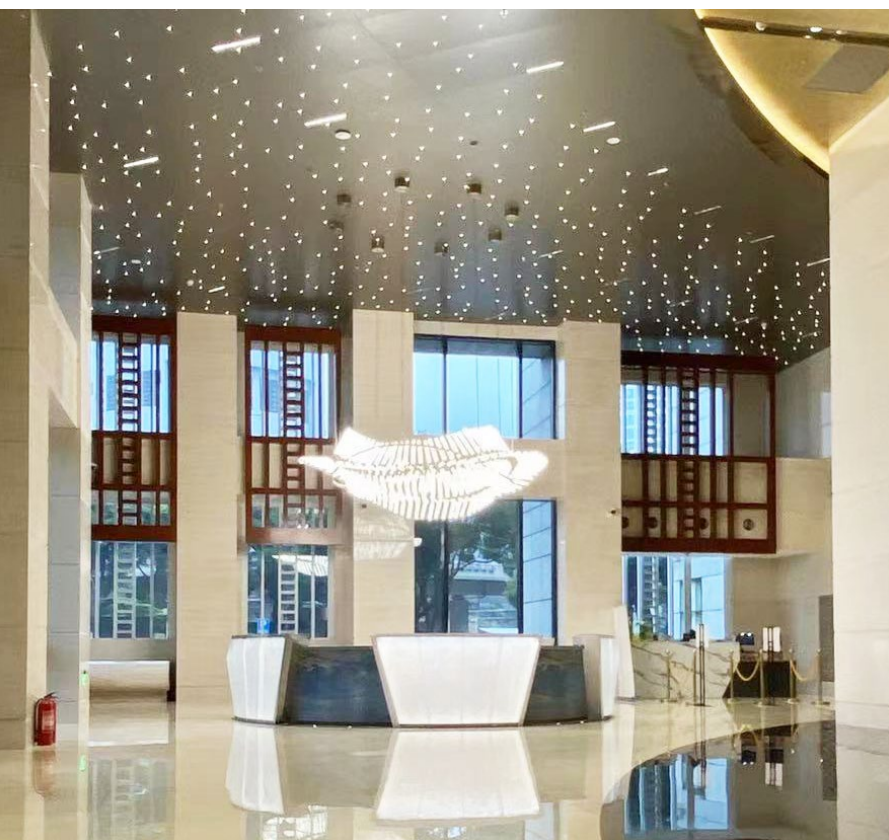
In 2020, despite the Covid-19 pandemic, 17 renewal deals and 7 new deals were transacted; South Africa Consulate, Hang Tang, Mitsubishi were among those leading tenants being successfully retained in Bund Center. With its magnificent crown rooftop, the building is also one of the tallest structures in the Bund skyline, offering international standard high-quality office space. The property management of the building is performed by Cushman & Wakefield and the major tenants of the building include multinational companies such as Deloitte Touche Tohmatsu, CMA, Hilton, Mitsubishi, Jin Mao Law Firm, Herbert Smith, Pillsbury, Norwegian Consulate and South African Consulate.

The operating environment for leasing segment continues to be competitive in view of lower average leasing occupancy rate for our Office Tower due to lease termination of certain tenants. Nonetheless, our Office tower managed to record a high average annual occupancy for the Bund Center Office Tower at 79.4% and managed to command premium rental rates.

Services improvement and facility renewal and improvement remain as two of the most important objectives of the building operations and management.

On the services aspect, the property management continues to make progress by providing personalized service to our tenants promptly and by listening attentively to our tenants. We have performed several facility renewal and improvement projects which upgrade the mechanical and electrical equipment of this building to keep us in good shape. We have also renovated our common corridors and washrooms which enhanced the experience of the workplace environment. The staff cafeteria and Japanese cuisine in the basement have also continued to support and uplift the corporate image of Bund Center, offering tenants a wide variety of affordable and convenient food options.

# OPERATIONS REVIEW



In 2020, we have also accelerated and completed an extensive refurbishment to the Office Tower public areas including a refreshed lobby design and an addition of facilities such as a new Office Tower entrances and an automated facial recognition and gating systems. We have also achieved the certification of Leadership in Energy and Environmental Design (LEED) Platinum awarded by the U.S Green Building Council for our Bund Center.

All these upgrades have enriched the quality of our services and facilities provided, as well as given us a distinctive advantage over our competitors, hence boosting our presence and visibility amidst an increasing supply of office space in the corporate real estate leasing market.

We have also increased substantially the number of marketing and promotional events in the office lobby which creates a sense of vitality in the Office Tower.



# OPERATIONS REVIEW

## HOTEL

### THE WESTIN BUND CENTER SHANGHAI

Since opening in 2002, The Westin Bund Center Shanghai continues to be recognised with many accolades, and has established itself as a world class hotel offering premium services. The hotel is a prominent landmark near the Bund. It has 570 tastefully decorated guestrooms including 25 suites ranging from 60 m<sup>2</sup> to 249 m<sup>2</sup>.

The hotel continues to receive numerous awards for its food and service including winning the award of Best Sunday Brunch, as listed in CNN Travel's '50 reasons why Shanghai is the world's greatest city'. Furthermore, its Prego Italian Restaurant has been awarded with a "MICHELIN PLATE" by The MICHELIN GUIDE Shanghai 2021.

The Westin Bund Center Shanghai is a flagship hotel and one of the most recognized and popular buildings on the Shanghai skyline.

The hotel continues to receive many international hotel awards:

- **"Favourite Brunch"** by Chope's Diners' Choice Award
- **"Best Presentation Award"** by Shanghai Daily 2020 iDEAL Dining
- **"Best Hotel for Business Travel"** by The Best BANG! Awards 2020
- Prego Italian Restaurant recommended by The MICHELIN GUIDE Shanghai 2021 as **"The MICHELIN PLATE"**
- 2020 Global Gourmet Service Excellence Award
- TOP 50 Hotel by Shanghai Traffic Radio FM105.7 Travel and Delicious City Life Award
- Winner of Tripadvisor Travelers' Choice Award
- **"Best Business Hotel in Shanghai"** from 2020 TTG China Travel Awards for 6 consecutive years
- **"Most Popular Hotel"** by Ctrip

These recognitions further reinforce the hotel's reputation for offering guests the highest levels of service complemented by a contemporary design and upgrade of lobby lounge ceiling glass replacement, guestroom floors independent cabinets for storing glassware and chinaware, replacement of kitchen fridges and temperature measurement system at hotel entrance.

However, FY2020 has been an extremely unusual and tumultuous year due the Covid -19. The Shanghai city major events like the Shanghai International Film Festival, Shanghai City Marathon, MNC outside catering etc. have all been either cancelled or postponed.

The hotel would have to focus more on providing high quality lodging, food & beverage offerings and tailor-mades catering services for local events (such as weddings, birthday parties and online channel F&B promotional activities in the Shanghai International 5-star environment.

Despite the temporary closure of the hotel from mid-February 2020 to mid-May 2020 with the remaining of the year affected by the closure of international borders, restrictive travel and cancellation of both domestic and international events in Shanghai, the hotel operations managed to record an average occupancy rate and average room rate of 34% and RMB853 respectively in FY2020 as compared to an average five-star hotel in Shanghai of 41.7% and average daily rate of RMB662.

The hotel continued to maintain commendable guest satisfaction increase over the last year by 5.8 points. Due to COVID-19 pandemic, employee engagement was deferred to year 2021. The hotel is confident of maintaining the score at average index of 90%.





# OPERATIONS REVIEW



## RETAIL

### GOLDEN CENTER, NINGBO

Given the highly competitive business environment in which the Golden Center operates, the large-scale malls in mid-high/ high market, the emergence of increasingly popular trend of on-line shopping and the severe impact of Covid-19 on the retail industry in the cities across China, the business strategy is to engage a prospective operator with a good business track record for a strategic partnership by leasing the entire Golden Center to them to optimize the shareholders' value.

## OUTLOOK FOR 2021

The state of the virus outbreak remains fluid over the world. Measures undertaken by governments all around the world, including lockdown, travel bans and restrictions, in response to control the COVID-19 spread has essentially brought global travel to a standstill. Recent progress on coronavirus vaccines in China has brightened its economic outlook, but a potential shortage or slow rollout of vaccines across developing economies could hamper a return of activity to pre-pandemic levels.

Similarly, renewed lockdowns in other countries in a bid to stave off a resurgence in infections could also affect the economic recovery. In view of stringent precautionary control measures that the Chinese Government has seriously been taking, since its first outbreak in the first quarter of 2020, in ensuring a healthy GDP, the global market still embraces confidence in China economy to stay at a positive level.

The cessation of international travel has resulted in consumers shifting towards travelling domestically, making domestic visitors a key target market, an area which the Group will now focus on. The Group will continue to monitor the impact of the pandemic crisis on its business operations, continue to innovate and adjust business strategies on developing domestic market, adopt flexible marketing strategies to improve rental yield and cost efficiency to enhance the Group's business operation in office leasing, hotel and retail in China.

Meanwhile, the Group will also continue to institute, without any complacency, a series of precautionary health and hygiene measures, including the stepping up of cleaning and disinfection of facilities and necessary temperature screening test of its employees, tenants and guests.

# CORPORATE DIRECTORY

## BOARD OF DIRECTORS

**Frankle (Djafar) Widjaja**

*(Executive Chairman and Chief Executive Officer)*

**Franky Oesman Widjaja**

*(Non-Executive Director)*

**Deborah Widjaja**

*(Executive Director and Deputy Chief Executive Officer)*

**Chew Yow Foo**

*(Executive Director and Chief Financial Officer)*

**Lim Jun Xiong, Steven**

*(Lead Independent Director)*

**Willy Shee Ping Yah @ Shee Ping Yan**

*(Independent Director)*

**Foo Meng Kee**

*(Independent Director)*

## AUDIT COMMITTEE

Lim Jun Xiong, Steven (Chairman)

Willy Shee Ping Yah @ Shee Ping Yan

Foo Meng Kee

## NOMINATING COMMITTEE

Willy Shee Ping Yah @ Shee Ping Yan (Chairman)

Lim Jun Xiong, Steven

Foo Meng Kee

Franky Oesman Widjaja

## REMUNERATION COMMITTEE

Foo Meng Kee (Chairman)

Lim Jun Xiong, Steven

Willy Shee Ping Yah @ Shee Ping Yan

Franky Oesman Widjaja

## COMPANY SECRETARY

Lye Chor Mei ACS, ACIS

## ASSISTANT COMPANY SECRETARY

Conyers Corporate Services (Bermuda) Limited

## REGISTERED OFFICE

Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

Tel: +1 (441) 295 5950

Fax: +1 (441) 292 4720

## CORRESPONDENCE ADDRESS

c/o 3 Shenton Way, #17-07

Shenton House, Singapore 068805

Tel: (65) 6220 0162

Fax: (65) 6220 0269

## BERMUDA SHARE REGISTRAR

Conyers Corporate Services (Bermuda) Limited

Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

Tel: +1 (441) 295 5950

Fax: +1 (441) 292 4720

## SINGAPORE SHARE TRANSFER OFFICE AND SHARE TRANSFER AGENT

B.A.C.S. Private Limited

8 Robinson Road, #03-00 ASO Building, Singapore 048544

Tel: (65) 6593 4848

Fax: (65) 6593 4847

## AUDITORS

**Moore Stephens LLP**

Public Accountants and Chartered Accountants

10 Anson Road,  
#29-15 International Plaza,  
Singapore 079903

Tel: (65) 6221 3771

Fax: (65) 6221 3815

Partner-in-charge: Lao Mei Leng  
(Appointed since the financial year ended 31 December 2017)

## PRINCIPAL BANKER

Agricultural Bank of China (Shanghai Branch)

## DATE AND COUNTRY OF INCORPORATION

5 August 2009, Bermuda

## SHARE LISTING

The Company's shares are listed on the Singapore Exchange Securities Trading Limited

## DATE OF LISTING

30 June 2010

# CORPORATE GOVERNANCE REPORT

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

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

Described in this report, is the Company’s corporate governance practices and structures in place during the financial year ended 31 December 2020 (“FY2020”).

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

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

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

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

#### **1.1 The Board’s Role**

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

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

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

# CORPORATE GOVERNANCE REPORT

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

All Directors of the Company ("Directors") are expected to be cognizant of their statutory duties, and to discharge them objectively, in the interest of the Company.

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

Directors are required to refrain from discussion and decision-making, and to abstain from voting on any agenda item in which they have conflict of interest. To assist Directors, the Board has adopted a comprehensive Policy on Directors' Conflicts of Interest setting out guiding principles for Directors when faced with an actual or potential conflict of interest situation.

## 1.3 Training and Development of Directors

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

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

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

## 1.4 Training and Orientation for New Directors

As a standard procedure, newly appointed Directors will be issued with a formal appointment letter setting out the terms of appointment, general duties and obligations including expectations of the Company. They will also be given the meeting schedule, contact particulars of senior Management, relevant governing documents of the Company and a web address to the Listing Manual. Those without prior experience as a director of a Singapore listed company, are required to attend the Listed Entity Director Essentials programme being SGX-ST's prescribed training on the roles and responsibilities as a director of a listed company in Singapore.

Non-executive Directors who are newly appointed may not be familiar with the Group's business. Upon recommendation, subject to prevailing restrictions brought about by the Coronavirus Disease 2019 (COVID-19) pandemic, they may be provided with orientation through overseas trips to familiarise them with the Group's operations, including briefing(s) by Management on the Group's business as well as governance practices.

# CORPORATE GOVERNANCE REPORT

## 1.5 FY2020 External Training for Directors

By reason of safety measures and restrictions brought about by the COVID-19 pandemic, attendance by Director(s) of external courses/seminars were mainly via online live webcast. Having attended the training, Directors in turn, shared their key takeaways with their fellow Directors at the subsequent Board meeting:

### External Training

- (1) Audit Committee Seminar 2020: Looking Beyond the Veneer of Numbers (January 2020 - onsite);
- (2) AC Chapter Pit-Stop Series: Managing Risks in a Digital World – The New Corporate Headache (March 2020 - onsite);
- (3) Singapore Governance and Transparency Forum (August 2020 - online);
- (4) SID Corporate Governance Roundup 2020 (November 2020 - online); and

### Internal / In-house Training conducted by External Counsel

- (5) Amendments to the Listing Manual effective 7 February 2020 (February 2020 – onsite).

## 1.6 Matters Requiring Board Approval

Matters specifically requiring the Board's approval are set out in the Company's Internal Guidelines, which include the following corporate events and actions:

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

## 1.7 Committees Established by the Board

Committees established by the Board ("Board Committees") comprise the Audit Committee<sup>1</sup> ("AC"), the Nominating Committee<sup>2</sup> ("NC") and the Remuneration Committee<sup>3</sup> ("RC") with written terms of reference which clearly set out the authority and duties of each committee.

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

<sup>1</sup> See item 10.1

<sup>2</sup> See item 4.1

<sup>3</sup> See item 6.1

# CORPORATE GOVERNANCE REPORT

## 1.8 Composition of the Board and Board Committees

Presently, a total of 7 Directors sit on the Board. Their position(s) in the Company, membership (if any) on the Board Committees and directorship role are shown below:

<b>Name of Director</b>	<b>Position(s)</b>	<b>Executive/Independent Director</b>
Frankle (Djafar) Widjaja	Executive Chairman and CEO	Executive Director
Franky Oesman Widjaja	Member of NC and RC	Non-executive, Non-independent Director
Deborah Widjaja	Deputy CEO	Executive Director
Chew Yow Foo	CFO	Executive Director
Lim Jun Xiong, Steven	Lead Independent Director Chairman of AC Member of RC and NC	Non-executive, Independent Director
Willy Shee Ping Yah @ Shee Ping Yan	Chairman of NC Member of AC and RC	Non-executive, Independent Director
Foo Meng Kee	Chairman of RC Member of AC and NC	Non-executive, Independent Director

Key information, including qualifications, on the Directors are found on pages 6 to 9 of this Annual Report.

Abbreviation:

CEO: Chief Executive Officer

CFO: Chief Financial Officer

## 1.9 Key Features of Board Processes

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

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

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

# CORPORATE GOVERNANCE REPORT

## 1.10 Number of Meetings Held in 2020 and Attendance Record

In 2020, the Board met 3 times, with the year-end meeting focusing on annual budget and strategic issues; the Board Committees met a total of 9 times; and 1 shareholders' meeting being the annual general meeting ("AGM") was held. In view of the COVID-19 situation, those meetings from the 2nd Quarter of 2020 onward were held via electronic means. The number of Board and Board Committee Meetings held and the attendance of Directors and Board Committee Members respectively, is disclosed below:

Name	Number of Meetings Attended by Members					Total Attendance at Meetings
	Board Meeting	AC Meeting	NC Meeting	RC Meeting	AGM	
<b>EXECUTIVE DIRECTORS</b>						
Frankle (Djafar) Widjaja	3/3	–	–	–	1/1	4/4
Deborah Widjaja	3/3	–	–	–	1/1	4/4
Chew Yow Foo	3/3	–	–	–	1/1	4/4
<b>NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR</b>						
Franky Oesman Widjaja	3/3	–	2/2	2/2	1/1	8/8
<b>NON-EXECUTIVE, INDEPENDENT DIRECTORS</b>						
Lim Jun Xiong, Steven	3/3	5/5	2/2	2/2	1/1	13/13
Willy Shee Ping Yah @ Shee Ping Yan	3/3	5/5	2/2	2/2	1/1	13/13
Foo Meng Kee	3/3	5/5	2/2	2/2	1/1	13/13
<b>Number of Meetings Held</b>	<b>3</b>	<b>5</b>	<b>2</b>	<b>2</b>	<b>1</b>	<b>13</b>

## 1.11 Complete, Adequate and Timely Information

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

It is a standard procedure that Directors review the Meeting Papers prior to a Meeting. Papers for each Board, Board Committee and Shareholders Meeting are uploaded to a digital Board portal before a Meeting, for Directors to access from their tablets.

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

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

Separate and independent access to the Company's Management is available to all Non-executive, Independent Directors if they have queries in addition to that provided.

# CORPORATE GOVERNANCE REPORT

## 1.12 Company Secretary

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

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

## 1.13 External Advice

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

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

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

## 2.1 Director Independence

Director independence is fundamental to good corporate governance as it facilitates the exercise of independent and objective judgement on corporate affairs. It also ensures discussion and review of key issues and strategies in a critical yet constructive manner. Given the Group's current size and operations, the Board is of the view that it is not necessary or cost-effective for the time being to have Independent Directors make up a majority of the Board as already more than one-third of the Board comprise Independent Directors (3 out of 7) as reflected under item 1.8 above.

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

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

The 3 Independent Directors have declared nil relationship with the Company, its related corporations, its substantial shareholders, or their officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interests of the Group, and they are able to exercise objective judgement on corporate affairs independently from Management and its substantial shareholders.

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

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



# CORPORATE GOVERNANCE REPORT

## 2.2 Non-executive Directors

A key duty of the Board is to set objectives and goals for Management, monitor the results, and assess and remunerate Management on its performance. Executive Directors who are part of Management may face conflicts of interest in these areas. To avoid undue influence of Management over the Board and ensure that appropriate checks and balances are in place, Non-executive Directors comprise more than half of the Board (4 out of 7).

If deemed necessary by the Lead Independent Director, the Non-executive, Independent Directors are invited to hold discussions amongst themselves without the presence of other Executive Directors and Management.

## 2.3 Lead Independent Director ("LID")

The AC Chairman acts as a LID. The LID has the following additional role:

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

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

## 2.4 Board Diversity Policy

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

The NC reviewed a matrix of the composition and skills of the Board for FY2020, and considered whether to improve diversity in certain areas.

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

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

## 3.1 Chairman and CEO

Our Chairman and CEO is Mr. Frankle (Djafar) Widjaja. We believe that the Independent Directors have demonstrated a high commitment in their roles as Directors and have ensured that there is a good balance of power and authority.

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

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

# CORPORATE GOVERNANCE REPORT

**3.2** To address the issue of the Chairman and CEO positions being held by the same person, the LID position and role were created, as set out in item 2.3 above, where, in addition to holding the position of AC Chairman, he also is a member of the NC and the RC. Further, all Board Committees are chaired by a Non-executive, Independent Director.

## **Principle 4: Board Membership**

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

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

The NC comprises the following 4 Directors, a majority of whom, including the NC Chairman, are Non-executive, Independent Directors:

Willy Shee Ping Yah @ Shee Ping Yan (NC Chairman)  
Lim Jun Xiong, Steven  
Foo Meng Kee  
Franky Oesman Widjaja

The NC's role and responsibilities are described in its terms of reference. The NC is primarily responsible for:

- (a) reviewing and recommending the nomination or re-nomination of the Directors, having regard to each Director's contribution and performance;
- (b) determining annually whether or not a Director is independent;
- (c) deciding whether or not a Director is able to and has been adequately carrying out his / her duties as a Director;
- (d) in respect of a Director who has multiple board representations on various companies, to review and decide whether or not such Director is able to and has been adequately carrying out his / her duties as Director, having regard to the competing time commitments that are faced by the Director when serving on multiple boards;
- (e) making recommendations to the Board regarding training and professional development programmes for the Board; and
- (f) reviewing and approving any new employment of related persons and the proposed terms of their employment.

Changes to the Listing Manual on independence of Directors, in particular, the "9-year rule" (as defined below), have been highlighted by the NC to the Board, and discussed for appropriate course of action.

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

All new Board appointments are considered, reviewed and recommended by the NC first, before being brought up to the Board for approval. Potential candidates to fill casual vacancies are sourced with recommendations from Directors, Management or external consultants. Upon the NC's recommendation, the Board approves the new appointment.

When evaluating a shortlisted candidate's suitability for appointment, the NC will carry out interview(s) with the candidate to consider, inter alia, the candidate's competencies, commitment, independence, ability and potential to contribute to the Board's effectiveness.

The NC may refer to a comprehensive checklist to assist it to ensure that basic standard criteria as well as the Board Diversity Policy are considered during this process of appointment or re-appointment. The requirement to maintain at least 2 Singapore-resident Independent Directors is also factored in during the selection process.

# CORPORATE GOVERNANCE REPORT

## 4.3 Director Independence Review

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

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

In addition, consideration is given to the 2012 Code of Corporate Governance which requires that the independence of any Director who has served on the Board beyond 9 years from the date of first appointment, be subject to particularly rigorous review (“Rigorous Review”).

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

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

Having conducted its review, including Rigorous Review, the NC / Board has considered that the following 3 Directors are regarded as Independent Directors of the Company:

Lim Jun Xiong, Steven\*  
Willy Shee Ping Yah @ Shee Ping Yan\*  
Foo Meng Kee

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

\* Please see item 4.4 below on Rigorous Review.

## 4.4 Rigorous Review

The Board recognises that over time, an Independent Director may develop a better understanding of, and obtain greater insights into, the Group’s business, operations and culture. And despite having served an increasing number of years, or beyond 9 years, as an Independent Director, he can still continue in his role to provide significant and valuable contribution to the Board as a whole, and as an independent and objective check on Management. Where there are such Directors serving as an Independent Director beyond 9 years, the NC and the Board will do a Rigorous Review of their continuing contribution and, particularly, their independence.

Both Mr. Lim Jun Xiong, Steven (“Mr. Lim”) and Mr. Willy Shee Ping Yah @ Shee Ping Yan (“Mr. Shee”) have served as a Non-executive, Independent Director beyond 9 years, and are therefore subject to the Rigorous Review. This is the last year of Rigorous Review for both Mr. Lim and Mr. Shee, prior to the “9-year rule” taking effect on 1 January 2022.

During the NC and Board’s Rigorous Review they looked at, amongst others, the participation by Mr. Lim and Mr. Shee at Meetings; interaction with and questions posed to Management. It was noted that each of Mr. Lim and Mr. Shee had diligently carried out their roles and discharged their duties in a professional and objective manner, and ensuring the exercise of independent judgement in their views on sensitive matters.

# CORPORATE GOVERNANCE REPORT

Additionally, the Rigorous Review procedure required each of Mr. Lim and Mr. Shee to provide reason(s) why he should be considered independent despite having served beyond 9 years. They also confirmed not having any relationship that could interfere with their exercise of independent judgement in the best interest of the Company.

In reviewing the independence of Mr. Lim, the NC noted that he has maintained professionalism in dealings with executives of the Company, and continued objectivity and impartiality in decision making.

During its review, NC noted that Mr. Shee, who has been in the property consultancy and investment business for more than 40 years, possesses the necessary skills set which is beneficial to the Company.

After taking into account these factors, the NC's views and having weighed the need for Board refreshment against tenure, the Board has considered and determined that each of Mr. Lim and Mr. Shee be regarded as Independent Directors of the Company, notwithstanding having served beyond 9 years.

## 4.5 Retirement and Re-appointment at the 2021 AGM

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

The Directors seeking for re-appointment at the coming 2021 AGM under R720 are Mr. Frankle (Djafar) Widjaja, Mr. Lim and Mr. Shee who, being eligible, has each offered himself for re-appointment at the 2021 AGM.

In anticipation of Rule 210(5)(d)(iii) of the Listing Manual which will take effect from 1 January 2022:

- (i) Mr. Lim has offered himself for 2-tier shareholders' approval at the 2021 AGM for his continued appointment as an Independent Director, such approval to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the said approval; and
- (ii) Mr. Shee has offered himself for 2-tier shareholders' approval at the 2021 AGM for his continued appointment as an Independent Director, such approval to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the said approval.

The NC has recommended each of the above Directors' re-appointment and re-election as a Director and/or Independent Director at the 2021 AGM.

In its deliberation on the re-appointment of retiring Director who, being eligible, has offered himself for re-appointment, the NC takes into consideration the Director's attendance, participation, contribution, commitment and performance during the previous year, as well as his independence (for Independent Directors).

Each member of the NC has abstained from participating in deliberations and voting on any resolutions in respect of his re-appointment as Director and/or Independent Director.

## 4.6 Directors' Time Commitments and Multiple Directorships

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

# CORPORATE GOVERNANCE REPORT

Annually, the NC assesses and reviews each Director's attendance record and his/her ability to allocate sufficient time and attention to the affairs of the Company. The NC is satisfied with the time commitment and effort made by each Director to attend meetings in 2020. Directors with multiple board representation made sure to allocate time to attend to the Company's affairs.

Currently, the maximum number of directorships in Singapore listed companies, including the Company, held by a Non-executive, Independent Director is 7, that held by a Non-executive, Non-independent Director is 3, and that held by an Executive Director is 1.

## **Principle 5: Board Performance**

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

### **5.1 Assessing Performances**

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

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

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

During FY2020, based on NC's recommendation, the Board approved formal assessment of Board Committees, and the respective performance criteria.

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

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

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

### **6.1 Remuneration Committee Composition and Role**

The RC comprises 4 Directors, a majority of whom, including the RC Chairman, are Independent Directors. All members of the RC, as follows, are Non-executive Directors:

Foo Meng Kee	(RC Chairman)
Willy Shee Ping Yah @ Shee Ping Yan	
Lim Jun Xiong, Steven	
Franky Oesman Widjaja	

# CORPORATE GOVERNANCE REPORT

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

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

The RC may, during its annual review of remuneration of Directors and key management personnel, seek advice from external remuneration consultants as and when it deems necessary.

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

## 6.2 Long-Term Incentive Schemes

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

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

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

## 7.1 Remuneration of Executive Directors and Key Management Personnel

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

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

The level of remuneration is determined by various factors including performance of the Group, industry practices and the individual's performance and contributions towards achievement of corporate objectives and targets.

Variable payments are made based on the extent of the individual's achievement of performance conditions for the year under review.

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

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

# CORPORATE GOVERNANCE REPORT

## 7.2 Remuneration of Non-Executive Directors

### 7.2.1 Non-Executive, Independent Directors

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

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

Additional fee is paid to the Independent Director appointed to the board of the overseas principal subsidiary.

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

The RC, with the concurrence of the Board, has recommended that an amount of S\$281,000 as Directors' Fees be paid to the Non-executive, Independent Directors for FY2020. These fees will be tabled for shareholders' approval at the 2021 AGM.

### 7.2.2 Non-Executive, Non-Independent Director

No remuneration was paid to the Non-executive, Non-independent Director during the year. He also does not receive Directors' Fees.

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

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

## 8.1 Directors' Remuneration

The Directors' remuneration for FY2020 in bands of S\$250,000 is set out in the table below:

Name of Directors	Fixed Salary	Bonus paid or payable/ Benefit	Directors' Fees	Total
<b>Executive Directors</b>				
<b>S\$1,500,000 to below S\$1,750,000</b>				
Frankle (Djafar) Widjaja	72.3%	27.7%	–	100%
<b>S\$500,000 to below S\$750,000</b>				
Chew Yow Foo	66.2%	33.8%	–	100%
<b>S\$250,000 to below S\$500,000</b>				
Deborah Widjaja	75.7%	24.3%	–	100%
<b>Non-Executive, Independent Directors</b>				
<b>Below S\$250,000</b>				
Lim Jun Xiong, Steven	–	–	100%	100%
Willy Shee Ping Yah @ Shee Ping Yan	–	–	100%	100%
Foo Meng Kee	–	–	100%	100%
<b>Non-Executive, Non-Independent Director</b>				
<b>Nil</b>				
Franky Oesman Widjaja	–	–	–	–

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

# CORPORATE GOVERNANCE REPORT

Each Director's remuneration is expressed in bands of S\$250,000 rather than to the nearest dollar, given that remuneration continues to be a sensitive subject, to the extent that it may encourage inappropriate and out of context peer comparisons and lead to discontent. The Company believes that the current format of disclosure in bands of S\$250,000 with a percentage breakdown, is sufficient indication, for the time being, of each Directors' remuneration package.

## 8.2 Remuneration of Key Management Personnel

The top 5 key management personnel of the Group (in alphabetical order) who are not Directors of the Company ("KMP") for FY2020 and their remuneration falling in bands of S\$250,000, are as follows:

Carolyn Wu Hong  
Hor Chai Yuen  
Joerg Delin  
Lily Chen  
Timothy O'Driscoll

Remuneration Band	Number of KMP
S\$250,000 to below S\$500,000	1
Below S\$250,000	4

The total remuneration paid to the top 5 KMP for FY2020 amounted to S\$949,351.

The Company, having taken into account the relevant personnel's comments and sentiments and determination that their remuneration is not out of line when compared with the market range, believes that it is not in the Group's interest to disclose the above remuneration to the full extent recommended, due to the persistent sensitivity and confidentiality surrounding the issue of remuneration and, moreover, such disclosure may encourage inappropriate and out of context peer comparisons and discontent, and may, in certain cases, also hamper the Group's ability to retain its talent pool in a competitive environment.

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

Mr. Frankle (Djafar) Widjaja and Mr. Franky Oesman Widjaja are brothers. Ms. Deborah Widjaja is the daughter of Mr. Frankle (Djafar) Widjaja. Other than disclosed above, none of the Directors had immediate family members who were employees and whose remuneration exceeded S\$100,000 for FY2020.

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

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

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

### 9.1 Risk Management and Internal Controls - Responsibilities

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



# CORPORATE GOVERNANCE REPORT

## 9.2 The ERM

The ERM, comprising the following members during the year under review, assists Management in its role of managing risks, as part of the Group's efforts to strengthen its risk management processes and framework:

Frankle (Djafar) Widjaja	-	Executive Chairman and CEO
Deborah Widjaja	-	Executive Director and Deputy CEO
Chew Yow Foo	-	Executive Director and CFO
Timothy O'Driscoll	-	General Manager, Westin Bund Center
John Woo	-	General Manager, Bund Center Office Tower
Lai Foong Nin	-	Head of Internal Audit (Monitoring Function)

## 9.3 ERM Processes

The integrated enterprise risk management ("ERM") process of the Group has covered a comprehensive reporting system that would ensure, inter alia, the Board fulfilling its reporting obligations with regards to Principle 9 of the Code relating to risk management and internal controls.

To ensure that the Group's internal controls and risk management systems and processes are in place and adequate and effective, the following has been executed during the ERM implementation:

- (a) performed an analysis to identify and prioritize the Group's critical risks management activities;
- (b) rolled out time frame and plan to manage the Group's existing risk management activities; and
- (c) reviews conducted by the external auditors, internal auditors and the ERM.

## 9.4 Internal Controls

The AC, on behalf of the Board, undertakes the monitoring and review of the system of internal controls. The AC, with the assistance of internal and external auditors, reviews and reports to the Board on the adequacy and effectiveness of the Company's system of internal controls, including financial, operational, compliance and information technology controls, established by Management, and highlights to the Board any significant findings. In assessing the effectiveness of internal controls, the AC ensures primarily that key objectives are met, material assets are properly safeguarded, fraud or errors in the accounting records are prevented or detected, accounting records are accurate and complete, and reliable financial information is prepared in compliance with applicable internal policies, laws and regulations.

## 9.5 Assurance from the CEO and the CFO

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

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

# CORPORATE GOVERNANCE REPORT

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

(a) Financial Records

The financial records of the Group for FY2020 have been properly maintained and the FY2020 Financial Statements give a true and fair view of the Group's operations and finances in accordance with the applicable financial reporting framework that are free from material misstatement; and

(b) Risk Management and Internal Controls

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

## 9.6 Commentary on Adequacy and Effectiveness of Internal Controls and Risk Management Systems

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

The AC has reviewed the Company's key financial risk areas and noted that save for the exchange rate differences, the Group has not entered into any financial contracts which will give rise to significant financial risks. Please refer to paragraph 7 on page 43 of the Financial Report.

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

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

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

# CORPORATE GOVERNANCE REPORT

## **Principle 10: Audit Committee**

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

### **10.1 Audit Committee Composition and Role**

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

Lim Jun Xiong, Steven (AC Chairman)

Willy Shee Ping Yah @ Shee Ping Yan

Foo Meng Kee

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

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

The duties of the AC include the following:

- (a) reviewing the audit plans of the Company's internal and external auditors, their evaluation of the system of internal controls, their audit reports, their management letter and our management's response;
- (b) reviewing the co-operation given by our Company's management to the external auditors;
- (c) considering and recommending the appointment or re-appointment of the Company's external auditors and matters relating to resignation or dismissal of auditors;
- (d) considering the appointment or re-appointment of an internal auditor or compliance adviser;
- (e) reviewing the financial statements of the Company and the Group 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, the going concern statement, compliance with accounting standards as well as compliance with the Listing Manual and any other relevant statutory/regulatory requirements;
- (f) reviewing interested person transactions (if any);
- (g) reviewing potential conflicts of interests (if any) and to set out a framework to resolve or mitigate any potential conflict of interests;
- (h) undertaking such other reviews 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;
- (i) reviewing the internal controls and procedures and ensure co-ordination between the external auditors and management, reviewing the assistance given by management to the auditors, and discussing problems and concerns, if any, arising from interim and final audits, and any matters which the auditors may wish to discuss (in the absence of the management where necessary);

# CORPORATE GOVERNANCE REPORT

- (j) generally undertaking such other functions and duties as may be required by statute, regulations or the Listing Manual, or by such amendments as may be made thereto from time to time;
- (k) reviewing arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and ensuring that arrangements are in place for the independent investigations of such matter and for appropriate follow-up; and
- (l) conducting periodic review of foreign exchange transactions and hedging policies (if any) undertaken by the Group.

Apart from the above functions, the AC will commission and review the findings of internal investigations into matters where there is suspicion of fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation, which has or is likely to have a material impact on the Company's operating results and/or financial position.

The AC reviews with Management, and where relevant, the auditors, the results announcements, annual report and financial statements, interested person transactions (if any) and corporate governance, before submission to the Board for approval or adoption.

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

In its review of the audited financial statements of the Group for FY2020 ("FY2020 Financial Statements"), the AC has discussed with external auditors and Management on matters of significance which are included under "Key Audit Matters" in the Independent Auditors' Report. The AC is satisfied that those matters ie. revenue recognition and valuation of properties have been appropriately addressed. The AC recommended to the Board to approve the FY2020 Financial Statements. The Board has on 15 March 2021 approved the FY2020 Financial Statements.

## 10.2 External Auditors' Independence

Taking cognizance that the external auditors should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, the AC undertook a review of the independence of the external auditors, Moore Stephens LLP. During this process, the AC also reviews any non-audit services provided by the external auditors to satisfy itself that the nature and extent of such non-audit services would not affect their independence. Fee for audit services to the external auditors is disclosed in the Notes to the FY2020 Financial Statements on page 67 of this Annual Report. The external auditors did not provide any non-audit services to the Group during FY2020.

The AC has recommended to the Board that the external auditors be nominated for re-appointment at the 2021 AGM.

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

# CORPORATE GOVERNANCE REPORT

## 10.3 Whistle-Blowing Procedures

The Board is committed to uphold the Company's values and standards, and has put in place whistle-blowing procedures by which staff may, in confidence, raise concerns or complaints about possible improprieties relating to matters of financial reporting or other matters.

Under these procedures, the AC may, if it deems appropriate, engage appropriate external independent advisors, at the Company's expense.

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

## 10.4 Internal Audit

The Company has established an in-house internal audit function.

The Head of Internal Audit's primary reporting line is to the AC Chairman, with an administrative line of reporting to the CEO. The Head of Internal Audit has met the standards set by nationally or internationally recognized professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors.

The role of the internal auditors is to assist the AC to ensure that the Company maintains a sound system of internal controls.

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

The annual internal audit plan is established in consultation with, but independent of, Management, and is reviewed and approved by the AC. At AC meetings, the AC reviews and discusses with Management, internal audit findings, recommendations and status of remediation.

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

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

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

In accordance with paragraph 4.2 of the circular dated 12 November 2014 ("Circular") to shareholders of the Company, the AC confirms that no ROFR (details of which are set out in the Circular) has been granted to and/or exercised by Sinarmas Land Limited and the Company for FY2020.

# CORPORATE GOVERNANCE REPORT

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

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

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

### **11.1 Shareholder Rights**

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

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

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

<sup>1</sup> <http://www.bundcenter.com/en/financial-information/>

### **11.2 Conduct of Shareholder Meetings**

On 7 April 2020 and 13 April 2020, the Singapore Government enacted the COVID-19 (Temporary Measures) Act (the "Act") and the COVID-19 (Temporary Measures) (Alternative Arrangements For Meetings For Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order"), respectively. In addition, the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 made on 7 April 2020 (the "Regulations") further prohibit individuals from leaving their ordinary place of residence unless specifically provided for, as well as obliges the Company's premises are, save for specific circumstances, closed to entry by any individual.

In view of the Act, the Order and the Regulations, the Company arranged for its 2020 AGM scheduled on 27 April 2020, to be held by electronic means via live webcast. Shareholders were given the opportunity to communicate their views and to engage the Board and Management on the Group's business activities and financial performance by pre-submitting their questions before the 2020 AGM. Responses to questions were then released on SGXNET. Directors are encouraged to attend shareholders' meetings and all Directors were visibly present at the online 2020 AGM. The external auditors, Singapore Share Transfer Agent and Poll Agent, Scrutineer were also present online.

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

At the 2020 AGM, voting was carried out only by proxy given to the Chairman of the 2020 AGM. Results of the voting were released on SGXNET after the 2020 AGM as well as presentation slides. The Minutes of the 2020 AGM was also released on SGXNET within one month of the event.

### **11.3 Dividend Policy**

Based on Management recommendations, the Directors determine on a quarterly basis the amount, if any, of dividends to be declared taking into account all relevant factors. Any payouts will be clearly communicated to shareholders via announcements posted on SGXNET.

# CORPORATE GOVERNANCE REPORT

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

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

### **12.1 Engagement with Shareholders**

Shareholders are kept informed of corporate developments by announcements and annual reports posted on the SGX website. General information on the Group may also be found on the Company's website.

Following amendments to the Listing Manual on quarterly reporting, effective 7 February 2020, the Company was not required to make mandatory quarterly announcements of its financial results, and consequently its financial results for the first half of FY2020 was announced in August 2020. Subsequently, in November 2020, the Company reverted to quarterly reporting of its financial statements in accordance with Appendix 7.2 of the Listing Manual, starting from the third quarter ended 30 September 2020, on a voluntary basis.

The Company does not practice selective disclosure of material information. In line with continuous disclosure obligations of the Company under the Listing Manual, the Company conveys material information and its financial results through announcements made via SGXNET. Results announcements and annual reports are announced or issued within the specified / stipulated period.

The current situation does not warrant it nor is it cost effective for having a dedicated investor relations personnel or team. Nonetheless, the Executive Directors and Management of the Company remain open to address queries of shareholders and other stakeholders on the Group's operations and related corporate actions.

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

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

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

The Board recognizes the interests of other parties such as customers and tenants, employees, contractors, suppliers and the larger community are essential as part of value creation for the Group. In order to review and assess the material topics relevant to the Company's business activities, the Company from time to time proactively engages with various stakeholders to gather feedback on the sustainability issues most important to them.

There is in place a process to identify major stakeholders, their needs and effective communication channels to engage these stakeholders.

## **(VI) DEALINGS IN SECURITIES**

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

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

## **(VII) INTERESTED PERSON TRANSACTIONS**

There were no relevant interested person transactions entered into for FY2020.

# CORPORATE GOVERNANCE REPORT

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

Information relating to Directors seeking re-election at the 2021 AGM is as follows:

Name of Director	Frankle (Djafar) Widjaja ("FDW")	Lim Jun Xiong, Steven ("SL")	Willy Shee Ping Yah @ Shee Ping Yan ("WS")
<b>Date of Appointment</b>	9 September 2009	9 September 2009	17 February 2010
<b>Date of last re-appointment (if applicable)</b>	23 April 2018	24 April 2019	27 April 2020
<b>Age</b>	64	65	72
<b>Country of principal residence</b>	Singapore	Singapore	Singapore
<b>The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)</b>	Please refer to item 4.5 on page 26 of this Annual Report.	Please refer to item 4.5 on page 26 of this Annual Report.	Please refer to item 4.5 on page 26 of this Annual Report.
<b>Whether appointment is executive, and if so, the area of responsibility</b>	Executive. Responsible for all aspects of the Group's Hotel, Office Tower and Golden Center, including the ongoing evaluation, investment and improvement of the aforesaid properties.	No	No
<b>Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)</b>	Executive Chairman and CEO	Non-executive, Lead Independent Director; Chairman of AC, Member of RC and NC	Non-executive, Independent Director; Chairman of NC, Member of AC and RC
<b>Professional qualifications</b>	Please refer to page 6 of this Annual Report.	Please refer to page 8 of this Annual Report.	Please refer to page 9 of this Annual Report.
<b>Working experience and occupation(s) during the past 10 years</b>			
<b>Shareholding interest in the listed issuer and its subsidiaries</b>	Nil	Please refer to item 3 on page 42 of this Annual Report.	Nil
<b>Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries</b>	Brother of Mr. Franky Oesman Widjaja and father of Ms. Deborah Widjaja, both Directors of the Company.  Husband of Mdm Jehnny Susanty, a director of the Company's principal subsidiary, Shanghai Golden Bund Real Estate Co., Ltd.	Nil	Nil



# CORPORATE GOVERNANCE REPORT

Name of Director	FDW	SL	WS
<b>Conflict of interest (including any competing business)</b>	Nil	Nil	Nil
<b>Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer</b>	Yes	Yes	Yes
<b>Other Principal Commitments* Including Directorships#</b>	<p><u>Past (for the last 5 years)</u></p> <ul style="list-style-type: none"> <li>• AFP Land (Malaysia) Sdn Bhd</li> <li>• Anak Bukit Resorts Sdn Bhd</li> <li>• Constant Strength Sdn Bhd</li> <li>• Crown Crystal Pte Ltd (Struck-off)</li> <li>• Golden Agri-Resources Ltd</li> <li>• Golden Agri International Pte Ltd</li> <li>• Golden Agri Plaza Pte Ltd</li> <li>• Ningbo Golden Department Store Co., Ltd (Deregistered)</li> <li>• Palm Resort Berhad</li> <li>• Palm Villa Sdn Bhd</li> <li>• WF Capital Limited (Deregistered)</li> </ul> <p><u>Present</u></p> <ul style="list-style-type: none"> <li>• Divine Flow Enterprise Pte. Ltd.</li> <li>• Handful Resources Limited</li> <li>• Koon Chung Limited</li> <li>• Ningbo Zhonghua Land Co., Ltd</li> <li>• Primewyn Management &amp; Services Pte Ltd</li> <li>• Shanghai Golden Bund Real Estate Co., Ltd</li> <li>• Smart Investment Ltd</li> </ul>	<p><u>Past (for the last 5 years)</u></p> <ul style="list-style-type: none"> <li>• Mancala Holdings Limited</li> <li>• Mancala Pty Ltd</li> <li>• Ranken Holding Co., Limited (f.k.a. Ranken Infrastructure Limited)</li> <li>• Sapphire Corporation Limited</li> </ul> <p><u>Present</u></p> <ul style="list-style-type: none"> <li>• Emerging Towns &amp; Cities Singapore Ltd.</li> <li>• Hong Fok Corporation Limited</li> <li>• Keong Hong Holdings Limited</li> <li>• Livingstone Health Holdings Limited</li> <li>• Mirach Energy Limited</li> <li>• Sinarmas Land Limited</li> </ul>	<p><u>Past (for the last 5 years)</u></p> <ul style="list-style-type: none"> <li>• Ascendas Hospitality Fund Management Pte Ltd</li> <li>• Ascendas Hospitality Trust Management Pte Ltd</li> <li>• Ascendas-Singbridge Gives Foundation</li> <li>• CBRE Pte Ltd</li> <li>• CBRE Management Pte Ltd</li> <li>• NTUC Fairprice Co-operative Ltd</li> <li>• Sunway REIT Management Sdn Bhd</li> </ul> <p><u>Present</u></p> <ul style="list-style-type: none"> <li>• Sinarmas Land Limited</li> <li>• Sabana Real Estate Investment Management Pte Ltd (as Manager of Sabana Shari'ah Compliant Industrial Real Estate Investment Trust)</li> <li>• Keppel Land Limited</li> <li>• Mercatus Co-operative Ltd</li> <li>• Shanghai Golden Bund Real Estate Co., Ltd</li> <li>• CBRE Pte. Ltd. (Senior Advisor)</li> <li>• Singapore Turf Club (Committee Member)</li> </ul>

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

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

# CORPORATE GOVERNANCE REPORT

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

Name of Director	FDW	SL	WS
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:-	Yes <sup>(1)</sup>	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or			
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or			
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or			
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere			
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?			
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

**Note:**

(1) FDW was a director of Sinarmas Land Limited ("SML") from April 1997 to April 2012. In 2001, SML (then known as Asia Food & Properties Limited ("AFP")) was investigated by the Commercial Affairs Department ("CAD"). As far as FDW is aware, CAD had completed its investigations against AFP and no further action was taken against AFP. As far as FDW is aware, he was not the subject of any investigation and no action has ever been taken against him by the CAD.

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# REPORT OF THE DIRECTORS

31 December 2020

The directors are pleased to present their report together with the audited consolidated financial statements of Bund Center Investment Ltd (“BCI” or the “Company”) and its subsidiaries (the “Group”) for the financial year ended 31 December 2020 and the statement of financial position of the Company as at 31 December 2020.

## 1 Directors

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

Frankle (Djafar) Widjaja  
 Franky Oesman Widjaja  
 Deborah Widjaja  
 Chew Yow Foo  
 Lim Jun Xiong, Steven  
 Willy Shee Ping Yah @ Shee Ping Yan  
 Foo Meng Kee

## 2 Arrangements to Enable Directors to Acquire Benefits by Means of the Acquisition of Shares and Debentures

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

## 3 Directors’ Interest in Shares and Debentures

Except as disclosed below, no directors who held office at the end of the financial year had an interest in the shares or debentures of the Company, or of related corporations, either at the beginning or at the end of the financial year.

Name of director in which interests are held	Shareholdings registered in the name of directors or their spouse		Shareholdings in which directors are deemed to have an interest	
	At the beginning of the year	At the end of the year	At the beginning of the year	At the end of the year
The Company <u>No of ordinary shares</u>				
Lim Jun Xiong, Steven	666	666	-	-

There was no change in any of the above-mentioned interests between the end of the financial year and 21 January 2021.

## 4 Directors’ Receipt and Entitlement to Contractual Benefits

Since the beginning of the financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest except that certain directors have received remuneration in their capacity as directors and/or executives and as disclosed in the notes to the financial statements.

# REPORT OF THE DIRECTORS

31 December 2020

## 5 Share Options

There were no options granted during the financial year to subscribe for unissued shares of the Company and its subsidiaries.

No shares have been issued during the financial year by virtue of the exercise of an option to take up unissued shares of the Company and its subsidiaries.

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

## 6 Interested Person Transactions Disclosure

There were no relevant interested person transactions entered into during the year ended 31 December 2020.

## 7 Risk Management

The management reviews regularly the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Group's policies and strategies. In addition, the external auditors carry out in the course of their statutory audit, a review of the effectiveness of the Company's material internal controls, including financial, operational and compliance controls. Material non-compliance and internal control weaknesses (if any) noted during their audit are reported to the Audit Committee together with their recommendations. Management will follow up on the auditors' recommendations (if any) so as to strengthen the Group's internal control systems.

The following key financial risks areas have been discussed by the Board:

- (a) Interest risk;
- (b) Price risk;
- (c) Credit risk;
- (d) Foreign currency risk; and
- (e) Liquidity risk.

These key financial risk areas are discussed in Note 28 to the financial statements.

## 8 Independent Auditors

The auditors, Moore Stephens LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

**FRANKLE (DJAFAR) WIDJAJA**  
Director

**CHEW YOW FOO**  
Director

Singapore  
15 March 2021

# STATEMENT BY DIRECTORS

31 December 2020

In the opinion of the directors,

- (a) the accompanying statement of financial position of the Company and the consolidated financial statements of the Group as set out on pages 49 to 82 are drawn up so as to give a true and fair view of the financial position of the Company and the consolidated financial position of the Group as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year then ended; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company and the Group will be able to pay its debts as and when they fall due.

On behalf of the Board of Directors,

**FRANKLE (DJAFAR) WIDJAJA**  
Director

**CHEW YOW FOO**  
Director

Singapore  
15 March 2021

# INDEPENDENT AUDITOR'S REPORT

## Opinion

We have audited the financial statements of Bund Center Investment Ltd (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2020, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year then ended in accordance with International Financial Reporting Standards ("IFRSs").

## Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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 *International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

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

<b>Key Audit Matters</b>	<b>How our audit addressed the risk factors</b>
<p><b>Revenue recognition</b></p> <p>We refer to Note 3(n) and Note 5 to the financial statements.</p> <p>The Group's revenue comprises of hotel revenue of S\$20.6 million and property leasing income of S\$48.2 million for the financial year ended 31 December 2020.</p> <p>Revenue recognition is significant to our audit as revenue is an important measure used to evaluate the performance of the Group. There is a risk that revenue is presented for amounts higher than what has been actually generated by the Group. Accordingly, we have identified revenue recognition as a key audit matter.</p>	<p><u>Our audit response:</u></p> <p>We have performed the following key audit procedures:</p> <ul style="list-style-type: none"> <li>• Updated our understanding of the Group's control environment and process on the revenue cycle and performed tests of key controls as appropriate;</li> <li>• Performed tests of details on a sample basis for hotel revenue and property leasing income;</li> <li>• Performed analytical review procedures and enquired with management for any significant or unusual fluctuations noted;</li> <li>• Tested the revenue to be recognised in the relevant accounting period by performing cut-off tests at the year end; and</li> <li>• Tested journal vouchers for any unusual adjustments made to the revenue account.</li> </ul> <p><u>Our audit findings:</u></p> <p>We found the Group's revenue recognition to be consistent with its accounting policies and are satisfied that the Group's revenue has been appropriately recognised and in the relevant accounting period.</p>

# INDEPENDENT AUDITOR'S REPORT

(cont'd)

<b>Key Audit Matters</b>	<b>How our audit addressed the risk factors</b>
<p><b>Valuation of properties</b></p> <p>We refer to Note 3(g) and (h), Note 4(b), Note 15 and Note 16 to the financial statements.</p> <p>The Group's portfolio of properties, comprising investment properties of S\$180.4 million and leasehold property of S\$136.1 million under property, plant and equipment, accounted for 64.8% of the Group's total assets as at 31 December 2020. The Group accounts for its properties at cost, less accumulated depreciation and any impairment losses.</p> <p>Management reviews for any indicators of impairment on its properties at year end. An impairment exists when the carrying amount of the properties is higher than its recoverable amount, which is the higher of fair value less cost of disposal and value in use.</p> <p>This is a key audit matter as the assessment of indicators of impairment and where such indicators exist, the determination of the recoverable amount, requires significant management judgement.</p>	<p><u>Our audit response:</u></p> <p>We have performed the following key audit procedures:</p> <ul style="list-style-type: none"> <li>• Reviewed management's assessment by considering current internal and external sources of information for any indication that these Properties may be impaired;</li> <li>• Evaluated the competency, qualifications and independence of the external valuer engaged by the Group;</li> <li>• Considered the scope of work and reasonableness of the valuation methodologies used by the external valuer to determine the fair value of the properties; and</li> <li>• Challenged and reviewed the appropriateness of key assumptions and data used by the external valuer for the valuations as relied by management to estimate the fair value of the Properties as at 31 December 2020. We further discussed with management the impact of COVID-19 on the recoverable amounts.</li> </ul> <p><u>Our audit findings:</u></p> <p>We found management's assessment of the fair value of the Group's properties to evaluate the recoverable amount of the properties to be within a reasonable range.</p>

## Other Information

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

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

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

## 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 IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.



# INDEPENDENT AUDITOR'S REPORT

(cont'd)

## 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 ISAs 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 ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance 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.

# INDEPENDENT AUDITOR'S REPORT

## **Auditor's Responsibilities for the Audit of the Financial Statements** (cont'd)

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

The engagement partner on the audit resulting in this independent auditor's report is Lao Mei Leng.

**Moore Stephens LLP**  
Public Accountants and  
Chartered Accountants

Singapore  
15 March 2021

# CONSOLIDATED INCOME STATEMENT

For The Financial Year Ended 31 December 2020

	<u>Note</u>	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Revenue	5	68,799	110,347
Cost of sales		<u>(44,033)</u>	<u>(52,942)</u>
Gross profit		<u>24,766</u>	<u>57,405</u>
Selling expenses		(2,483)	(5,440)
General and administrative expenses		<u>(15,568)</u>	<u>(20,094)</u>
Total operating expenses		<u>(18,051)</u>	<u>(25,534)</u>
Operating profit		6,715	31,871
Financial income	6	4,830	4,732
Financial expenses	6	(8)	(8)
Other operating income	7	<u>4,486</u>	<u>6,689</u>
Profit before income tax	8	16,023	43,284
Income tax	9	<u>(6,441)</u>	<u>(14,838)</u>
<b>Profit for the year</b>		<u><u>9,582</u></u>	<u><u>28,446</u></u>
<b>Profit for the year attributable to:</b>			
Owners of the Company		9,586	27,566
Non-controlling interests		<u>(4)</u>	<u>880</u>
		<u><u>9,582</u></u>	<u><u>28,446</u></u>
<b>Earnings per share (cents)</b>			
Basic and diluted	10	<u><u>1.26</u></u>	<u><u>3.63</u></u>

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

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For The Financial Year Ended 31 December 2020

	<u>2020</u> S\$'000	<u>2019</u> S\$'000
<b>Profit for the year</b>	9,582	28,446
<b>Other comprehensive income/(loss)</b>		
<u>Item that may be reclassified subsequently to profit or loss:</u>		
Foreign currency translation differences arising from consolidation	<u>15,778</u>	<u>(11,833)</u>
<b>Total comprehensive income for the year, net of tax</b>	<u>25,360</u>	<u>16,613</u>
<b>Total comprehensive income for the year attributable to:</b>		
Owners of the Company	24,623	16,128
Non-controlling interests	<u>737</u>	<u>485</u>
	<u>25,360</u>	<u>16,613</u>

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

# STATEMENTS OF FINANCIAL POSITION

As At 31 December 2020

		<u>Group</u>		<u>Company</u>	
	<u>Note</u>	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
<b>ASSETS</b>					
Current Assets					
Cash and cash equivalents	11	159,869	159,522	87	82
Short-term investments	12	-	1,367	-	-
Trade receivables and other current assets	13	2,491	3,627	13,410	21,643
Inventories, at cost		402	391	-	-
		<u>162,762</u>	<u>164,907</u>	<u>13,497</u>	<u>21,725</u>
Non-Current Assets					
Interest in subsidiaries	14	-	-	410,659	410,659
Investment properties	15	180,415	179,505	-	-
Property, plant and equipment	16	140,822	142,910	-	-
Deferred tax assets	17	3,624	3,729	-	-
Deferred charges	18	535	532	-	-
		<u>325,396</u>	<u>326,676</u>	<u>410,659</u>	<u>410,659</u>
<b>Total Assets</b>		<u><u>488,158</u></u>	<u><u>491,583</u></u>	<u><u>424,156</u></u>	<u><u>432,384</u></u>

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

# STATEMENTS OF FINANCIAL POSITION (CONT'D)

As At 31 December 2020

		<u>Group</u>		<u>Company</u>	
	<u>Note</u>	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
<b>LIABILITIES AND EQUITY</b>					
Current Liabilities					
Trade and other payables	19	20,857	21,754	436	656
Income tax payable		1,953	3,551	-	-
Lease liability	20	23	70	-	-
		<u>22,833</u>	<u>25,375</u>	<u>436</u>	<u>656</u>
Non-Current Liabilities					
Lease liability	20	-	23	-	-
Long-term liabilities	21	10,924	12,184	-	-
Deferred tax liabilities	17	2,756	3,820	-	-
		<u>13,680</u>	<u>16,027</u>	<u>-</u>	<u>-</u>
Total Liabilities		<u>36,513</u>	<u>41,402</u>	<u>436</u>	<u>656</u>
Equity Attributable to Owners of the Company					
Share capital	22	105,784	105,784	105,784	105,784
Share premium		304,881	304,881	304,881	304,881
Treasury shares	22	(1,498)	(1,498)	(1,498)	(1,498)
Asset revaluation reserve	23	65,175	65,175	-	-
Merger reserve	24	(133,639)	(133,639)	-	-
Foreign currency translation reserve		34,808	19,771	-	-
Retained earnings		60,762	73,939	14,553	22,561
		<u>436,273</u>	<u>434,413</u>	<u>423,720</u>	<u>431,728</u>
Non-controlling interests		<u>15,372</u>	<u>15,768</u>	<u>-</u>	<u>-</u>
Total Equity		<u>451,645</u>	<u>450,181</u>	<u>423,720</u>	<u>431,728</u>
<b>Total Liabilities and Equity</b>		<u>488,158</u>	<u>491,583</u>	<u>424,156</u>	<u>432,384</u>

On behalf of the Board of Directors

**FRANKLE (DJAFAR) WIDJAJA**  
Director

**CHEW YOW FOO**  
Director

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 December 2020

	← Attributable to Owners of the Company →									
	Share Capital	Share Premium	Treasury Shares	Asset Revaluation Reserve	Merger Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total	Non-Controlling Interests	Total Equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance as at 1.1.2020	105,784	304,881	(1,498)	65,175	(133,639)	19,771	73,939	434,413	15,768	450,181
Profit for the year	-	-	-	-	-	-	9,586	9,586	(4)	9,582
Other comprehensive income for the year - Foreign currency translation	-	-	-	-	-	15,037	-	15,037	741	15,778
Total comprehensive income for the year	-	-	-	-	-	15,037	9,586	24,623	737	25,360
Dividends paid (Note 25)	-	-	-	-	-	-	(22,763)	(22,763)	-	(22,763)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	(1,133)	(1,133)
Balance as at 31.12.2020	105,784	304,881	(1,498)	65,175	(133,639)	34,808	60,762	436,273	15,372	451,645
Balance as at 1.1.2019	105,784	304,881	(1,498)	65,175	(133,639)	31,209	63,066	434,978	15,838	450,816
Profit for the year	-	-	-	-	-	-	27,566	27,566	880	28,446
Other comprehensive loss for the year - Foreign currency translation	-	-	-	-	-	(11,438)	-	(11,438)	(395)	(11,833)
Total comprehensive income for the year	-	-	-	-	-	(11,438)	27,566	16,128	485	16,613
Dividends paid (Note 25)	-	-	-	-	-	-	(16,693)	(16,693)	-	(16,693)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	(555)	(555)
Balance as at 31.12.2019	105,784	304,881	(1,498)	65,175	(133,639)	19,771	73,939	434,413	15,768	450,181

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

# CONSOLIDATED STATEMENT OF CASH FLOWS

For The Financial Year Ended 31 December 2020

	<u>Note</u>	<u>2020</u> S\$'000	<u>2019</u> S\$'000
<b>Cash flows from operating activities</b>			
Profit for the year		9,582	28,446
Adjustments for:			
Depreciation of investment properties	15	11,953	11,725
Depreciation of property, plant and equipment	16	8,948	8,855
Amortisation of deferred charges	18	22	21
Changes in fair value of financial assets at fair value through profit or loss	7	22	(379)
Property, plant and equipment written off	7	6	1
Reversal of impairment loss on trade receivables, net	13	(6)	(14)
Interest income	6	(4,830)	(4,732)
Interest expense	6	8	8
Unrealised foreign exchange gain		(3,278)	(149)
Income tax expenses		6,441	14,838
Operating cash flow before working capital changes		28,868	58,620
Changes in working capital:			
Trade receivables and other current assets		1,153	(68)
Inventories		(11)	(2)
Trade and other payables		(2,157)	(4,490)
Cash generated from operations		27,853	54,060
Interest received		4,819	4,718
Income tax paid		(9,054)	(15,744)
Interest paid		(8)	(8)
<b>Net cash generated from operating activities</b>		<u>23,610</u>	<u>43,026</u>
<b>Cash flows from investing activities</b>			
Capital expenditure on investment properties	15	(4,624)	(2,355)
Capital expenditure on property, plant and equipment	16	(313)	(1,301)
Proceed from sale of short-term investments		1,401	-
<b>Net cash used in investing activities</b>		<u>(3,536)</u>	<u>(3,656)</u>
<b>Cash flows from financing activities</b>			
Principal payment of lease liability		(70)	(70)
Payment of dividends		(23,896)	(17,795)
<b>Net cash used in financing activities</b>		<u>(23,966)</u>	<u>(17,865)</u>
Net (decrease)/increase in cash and cash equivalents		(3,892)	21,505
Cash and cash equivalents at the beginning of the year		159,522	141,714
Effect of exchange rate changes on cash and cash equivalents		4,239	(3,697)
<b>Cash and cash equivalents at the end of the year</b>		<u>159,869</u>	<u>159,522</u>

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



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 1 General Information

Bund Center Investment Ltd (the “Company”) is listed on the Singapore Exchange and was incorporated on 5 August 2009 under the Companies Act 1981 of Bermuda as an exempted company with limited liability.

The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal places of business of the Group are located at Shanghai and Ningbo, the People’s Republic of China (“PRC”). The Company is principally engaged as an investment holding company. Details of the principal activities of the subsidiaries are set out in Note 14 to the financial statements. The controlling shareholders of the Company comprise certain members of the Widjaja Family.

The statement of financial position of the Company and the consolidated financial statements of the Group as at and for the financial year ended 31 December 2020 were authorised for issue by the Board of Directors on 15 March 2021.

## 2 Adoption of New/Revised International Financial Reporting Standards (“IFRSs”) Issued

### (a) Adoption of New and Revised IFRSs

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised IFRSs issued that are relevant to its operations and effective for annual periods beginning on 1 January 2020. The adoption of the new and revised IFRSs has had no material financial impact on the financial statements of the Group.

### (b) New and Revised IFRSs issued but not yet effective

As at the date of authorisation of these financial statements, the following amendments to standards that are relevant to the Group and the Company have been issued but are not yet effective:

Description	Effective date (Annual period beginning on or after)
Amendments to IFRS 3, <i>Reference to the Conceptual Framework</i>	1 January 2022
Amendments to IAS 16, <i>Proceeds before Intended Use</i>	1 January 2022
Amendments to IAS 37, <i>Onerous Contracts – Cost of Fulfilling a Contract</i>	1 January 2022
Amendments to IAS 1, <i>Classification of Liabilities as Current and Non-Current</i>	1 January 2023
Improvements to IFRS 9, <i>Financial Instruments</i>	1 January 2022

The directors of the Company expect the adoption of the amendments and improvements to standards above will have no material impact on the financial statements of the Group and the financial position of the Company in the period of initial application.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies

### (a) Basis of Preparation

The financial statements are prepared on the historical cost basis, except as disclosed in the accounting policies below. The financial statements have been prepared in accordance with IFRSs.

The preparation of financial statements in conformity with IFRSs requires the use of estimates and judgements that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses as well as the disclosures of contingent assets and liabilities. Although these estimates are based on management's best knowledge of current events and actions, actual results may actually differ from these estimates. Critical accounting estimates and assumptions used that are significant to the financial statements, and areas involving a higher degree of judgement or complexity, are disclosed in Note 4 to the financial statements.

### (b) Functional and Presentation Currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). For the purpose of the consolidated financial statements, the results and financial position of each entity in the Group are presented in Singapore dollars, which is the functional currency of the Company. All financial information presented in Singapore dollars have been rounded to the nearest thousand (S\$'000) unless otherwise indicated.

### (c) Foreign Currency Transactions and Translation

Foreign currency transactions are translated into the respective functional currencies of the entities in the Group using the exchange rates prevailing at the dates of transactions are entered into. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of foreign currency denominated monetary assets and liabilities at the rates prevailing at the reporting date are recognised in the income statement. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates at the dates of initial transactions. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

In the preparation of the consolidated financial statements, the financial statements of those entities whose functional currency is not the Singapore dollars are translated into Singapore dollars, the presentation currency of the Group, as follows:

- assets and liabilities are translated at the closing exchange rate at the reporting date;
- share capital and reserves are translated at historical exchange rates; and
- income and expenses are translated at average exchange rates for the period (unless the average rate is not a reasonable approximation of the cumulative effect of rates prevailing on the transactions dates, in which case, income and expenses are translated using the exchange rates at the dates of the transactions).

Exchange differences arising from the above translations are recognised in other comprehensive income and these are accumulated in the foreign currency translation reserve. On consolidation, exchange differences arising from the translation of net investments in foreign entities (including monetary items that in substance form part of the net investments in foreign entities) are recognised in other comprehensive income and accumulated foreign currency translation reserve. On disposal, the accumulated translation differences are recognised in the income statement as part of the gain or loss on disposal in the period in which the foreign entity is disposed of. While on a partial disposal which does not result in a loss of control, the proportionate share of accumulated translation differences are re-attributed to non-controlling interests and are not recognised in the income statement.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (d) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries made up to 31 December, after elimination of material balances, transactions and unrealised profit or loss on transactions between the group entities. The financial statements of the subsidiaries are prepared for the same accounting period as the Company, using uniform accounting policies for like transactions and other events in similar circumstances in accordance with IFRSs.

The acquisition method of accounting is used to account for the business combination when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable assets or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in IFRS 3, *Business Combinations*.

The consideration transferred in a business combination is measured at fair value which comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the acquirer. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities assumed in a business combination are measured at their fair values at the acquisition date. Any non-controlling interests in the acquiree is measured at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

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

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transaction. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the change in carrying amount of the non-controlling interests and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in the income statement.

Business combinations which involve the transfer of net assets or the exchange of shares between entities under common control are accounted for as a uniting of interests. The financial information included in the consolidated financial statements reflects the combined results of the entities concerned as if the combination had been in effect for all periods presented. In accordance with IFRSs, profits reflected in the financial statements prepared in accordance with IFRSs may differ from those reflected in the PRC statutory financial statements of the subsidiaries, prepared for PRC reporting purposes. In accordance with relevant laws and regulations, profits available for distribution by the PRC subsidiaries are based on the amounts stated in the PRC statutory financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (e) Subsidiaries

Subsidiaries are entities over which any of the Group companies have control. The Group companies control an entity if and only if they have power over the entity and when they are exposed to, or have rights to variable returns from their involvement with the entity, and have the ability to use their power over the entity to affect those returns. The Group will re-assess whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group companies and are deconsolidated from the date that control ceases.

Interests in subsidiaries are stated at cost less any accumulated impairment losses in the Company's statement of financial position. On disposal of interests in subsidiaries, the difference between the disposal proceeds and the carrying amounts of the interests are recognised in the income statement.

### (f) Deferred Charges

Deferred charges comprise certain expenditures, being benefits extend over a period of more than one year which are initially recognised at cost and subsequently carried at cost less accumulated amortisation. These costs are amortised to the income statement over the periods benefited using the straight-line method.

### (g) Investment Properties

Investment properties are properties held to earn leasing income and/or for capital appreciation. Investment properties are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment losses where the recoverable amount of the asset is estimated to be lower than its carrying amount. Depreciation is calculated using a straight-line method to allocate the depreciable amounts over the estimated useful lives of 30 to 40 years or, where shorter, the terms of the relevant leases. Investment properties are subject to renovations or improvements at regular intervals.

The cost of major renovation and improvements is capitalised under cost of construction in progress. The accumulated costs will be reclassified to properties costs when the construction has completed. No depreciation charge is provided for construction in progress until the assets are fully constructed and used in operations.

The carrying amounts of the replaced components are recognised in the income statement. The cost of maintenance and minor improvements is recognised in the income statement when incurred. Investment properties are derecognised when, either they have been disposed of, or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of retirement or disposal.

The residual values and estimated useful lives of investment properties are reviewed, and adjusted as appropriate, at each reporting date. The effect of any revision are recognised in the income statement when the changes arise.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (h) Property, Plant and Equipment

Property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and any impairment losses whereby the recoverable amount of the asset is estimated to be lower than its carrying amount. Depreciation is charged so as to write off the cost of assets, using the straight-line method, over the following estimated useful lives:

Leasehold land and buildings	-	30 to 40 years
Plant, machinery and equipment	-	5 to 20 years
Motor vehicles	-	5 years
Furniture and fixtures	-	5 years

Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The cost of maintenance and repairs is charged to the income statement as incurred; significant renewals and improvements are capitalised. When assets are retired or otherwise disposed of, their carrying amounts and the related accumulated depreciation are derecognised and any resulting gains or losses are recognised in the income statement for the year.

The residual values and estimated useful lives of property, plant and equipment are reviewed, and adjusted as appropriate, at each reporting date. The effect of any revision are recognised in the income statement when the changes arise.

### (i) Impairment of Non-Financial Assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss or whether there is any impairment loss previously recognised for an asset in prior years may no longer exist or may have decreased. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An asset's recoverable amount is calculated at the higher of the asset's value in use and/or its fair value less cost of disposal.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that it does not restate the asset to a carrying amount in excess of what would have been determined (net of any depreciation) had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised as an income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (j) Leases

#### • *When the Group is the lessee*

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

The Group recognises right-of-use ("ROU") assets and lease liabilities at the date which the underlying assets become available for use. ROU assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for re-measurement of lease liabilities. The cost of ROU assets includes the initial measurement of lease liabilities adjusted for any lease payment made at or before the commencement dates, plus any initial direct costs incurred less any lease incentives received. Any initial cost that would not have been incurred if the lease had not been obtained are added to the carrying amount of the ROU assets. ROU asset is depreciated using the straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The Group has elected not to recognise ROU assets and lease liabilities for short-term leases that have lease term of 12 months or less and leases of low-value assets. Lease payments relating to these leases are expensed to the income statement on a straight-line basis over the lease term.

ROU assets (except for those which meets the definition of an investment property) are presented within "Property, plant and equipment" in the statement of financial position. ROU assets which meet the definition of an investment property are presented as "Investment properties" and accounted for in accordance with Note 3(g) to the financial statements.

The initial measurement of lease liabilities is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If the rate cannot be readily determined, the Group uses its incremental borrowing rate. Lease payments included in the measurement of the lease liabilities comprise fixed payments (including in substance fixed payment), less any lease incentive receivables. Lease liabilities are subsequently measured at amortised cost, and are remeasured when there is a change in the Group's assessment of whether it will exercise lease extension and termination option, or there is a modification to the lease terms. Where lease liabilities are remeasured, corresponding adjustments are made against the ROU assets. If the carrying amount of the ROU assets have been reduced to zero, the adjustments are recorded in the income statement.

#### • *When the Group is the lessor*

Leases of investment properties where the Group retains substantively all risks and rewards incidental to ownership are classified as operating lease. Leasing income from operating leases (net of any incentives given to the lessees) is recognised in the income statement on a straight-line basis over the lease period. Contingent rents are recognised as income in the income statement when earned. When a lease is terminated before the lease period expires, any payment received by the Group as penalty is recognised as an income when termination takes place.

### (k) Inventories

Inventories comprise primarily hotel consumables are measured at the lower of cost, determined using the first-in, first-out basis, and net realisable value. Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs of completion.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (l) Financial Assets

The Group recognises a financial asset when, and only when the Group becomes party to the contractual provisions of the instruments. All regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

The Group classifies its non-derivative financial assets in the following measurement categories: those to be measured at an amortised cost, and those to be measured subsequently at fair value through profit or loss ("FVTPL"). The Group does not have financial assets classified as fair value through other comprehensive income. The Group classifies trade receivables as those measured at amortised cost and short-term investments as measured at FVTPL.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial assets. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

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

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Cash and cash equivalents classified under current assets comprise cash on hand, cash in bank and time deposits with maturities of three months or less and which are highly liquid assets that are readily convertible into known amounts of cash and subject to an insignificant risk of changes in value.

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the income statement. Any gain or loss on derecognition is recognised in the income statement.

Financial assets that are held for trading or are managed and whose performance is evaluated on fair value basis are measured at FVTPL. These assets are subsequently measured at fair value. Gains and losses including any interest or dividend income and any gain or loss on derecognition will be recorded in income statement.

The Group recognises loss allowance from expected credit losses ("ECLs") on financial assets measured at amortised costs. Loss allowances of the Group are measured on either 12-months ECLs that results from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or lifetime ECLs that will result from all possible default events over the expected life of a financial instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Group applies the simplified approach to provide for ECLs for all trade receivables as permitted by IFRS 9. The simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables. The expected credit losses on these financial assets are estimated using a provision matrix 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 as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (l) Financial Assets (cont'd)

The Group applies the general approach to provide for ECLs on all other financial instruments. The general approach requires the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition. At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs. In assessing whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls, which is the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amounts of these assets.

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in income statement.

### (m) Financial Liabilities and Equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. The Group recognises a financial liability when, and only when, the entity becomes a party to the contractual provisions of the instrument. Financial liabilities include lease liabilities and trade and other payables. The accounting policy adopted for lease liabilities is outlined in Note 3(j) to the financial statements.

Trade and other payables are carried at cost, which is the fair value of the consideration to be paid in the future for goods and services received. Interest-bearing trade and other payables are recognised initially at cost less attributable transaction costs. Subsequent to initial recognition, interest-bearing trade and other payables are stated at amortised cost using the effective interest method.

Financial liabilities are derecognised when, and only when, the obligations are discharged, cancelled or they expire. The difference between the carrying of the financial liability derecognised and the consideration paid and payable is recognised in the income statement.

Ordinary shares are classified as equity. Share capital is determined using the par value of shares that have been issued. Share premium includes any excess received on the issuance of shares over the par value, net of any direct issue costs. The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (m) Financial Liabilities and Equity (cont'd)

The Company's own ordinary shares, which are re-acquired by the Company and held as treasury shares, are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, re-issuance or cancellation of equity shares. Any difference between the carrying amount of treasury shares and the consideration received, if re-issued, is recognised directly in equity as gain or loss on re-issuance of treasury shares.

### (n) Revenue Recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. Revenue is recognised in the income statement as follows:

- Hotel room revenue is recognised based on room occupancy while other hotel revenues are recognised when the goods are delivered or the services are rendered to the customers.
- Leasing income from operating leases on investment property is recognised on a straight-line basis over the lease term.
- Interest income is accrued on a time-proportion basis, by reference to the principal outstanding and at the effective interest rate applicable.
- Deferred income is recognised when the right to receive payment is established.

### (o) Business Assistance Grants and Other Government Grants

Business assistance grants are granted by certain district bureau. Such grant which is discretionary in nature is recognised at their fair value and presented as a credit in the income statement under a general heading such as "Other Operating Income" upon receipt.

Other grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants receivable are recognised as other operating income over the periods necessary to match them with the related costs which they are intended to compensate on a systematic basis.

### (p) Borrowing Costs

Interest expense and similar charges are expensed in the income statement in the period in which they are incurred, except to the extent they are capitalised as being directly attributable to the acquisition and construction of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.

### (q) Post-Employment Benefits

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. Payments to defined contribution plans are charged as an expense when employees have rendered the services entitling them to the contributions.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3 Summary of Significant Accounting Policies (cont'd)

### (r) Income Tax

Current income tax for current and prior years is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted at the reporting date in the countries where the Group operates and generates income. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amount expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred income tax is also dealt with in equity. Deferred income tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority. The amount of deferred income tax is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

### (s) Dividends Distribution

Dividends distribution to the Company's shareholders is recognised as liability in the financial statements in the period in which the dividends are approved for payment.

### (t) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting to the Executive Committee whose members are responsible for allocating and assessing performance of the operating segments.

### (u) Related Parties

A related party is a person or entity that is related to the reporting entity. A person is considered to be related if that person has the ability to control or jointly control the reporting entity, exercise significant influence over the reporting entity in making financial and operating decisions, or is a member of the key management personnel of the reporting entity or its parent. An entity is related to the reporting entity if they are members of the same group, an associate or a joint venture. An entity is considered to be related if it is controlled or jointly controlled by the same person who has significant influence over the reporting entity or is a member of the key management personnel of the reporting entity. An entity is also considered related if the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity.

## 4 Critical Accounting Estimates, Assumptions and Judgements

The Group makes estimates and assumptions concerning the future. Estimates, assumptions and judgements are continually evaluated and are based on historical experiences and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are reviewed, if the estimates affect only that period, or in the period of the revisions and future periods, if the revisions affect both current and future periods.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 4 Critical Accounting Estimates, Assumptions and Judgements (cont'd)

### Impact of COVID-19 to the Group

The COVID-19 pandemic has affected almost all countries of the world, and resulted in border closures, production stoppages, workplace closure, movement controls and other measures imposed by the various governments. Certain measures has resulted in periods where the Group's operations were temporary suspended, resulting in a negative impact on the Group's financial performance in 2020. The Group has considered the impact of COVID-19 in preparing its financial statements for the year. Critical accounting estimates and key judgement area of the Group have required additional consideration and analysis due to the impact of COVID-19, in particular the fair value measurement of the assets of the Group.

#### (a) Critical Accounting Estimates and Assumptions

##### Estimated Useful Lives of Investment Properties and Property, Plant and Equipment

The Group estimates the useful lives of investment properties and property, plant and equipment based on the terms of the relevant leases, or where shorter, the period over which the assets are expected to be available for use. The estimated useful lives of investment properties and property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the relevant assets. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of investment properties and property, plant and equipment would increase the recorded expenses and decrease the non-current assets.

There is no change in the estimated useful lives of investment properties and property, plant and equipment during the current financial year. The carrying amounts of the Group's investment properties and property, plant and equipment are disclosed in Note 15 and Note 16 to the financial statements respectively.

#### (b) Critical Judgement in Applying Accounting Policy

##### Impairment of Properties

The Group performs impairment tests on its properties comprising investment properties and leasehold land and buildings under property, plant and equipment, at each reporting date to assess whether they are impaired, in accordance with the accounting policy stated in Note 3(i) to the financial statements. The COVID-19 pandemic has resulted in an economic slowdown and created questions about the uncertainties relating to the impairment of certain assets. An assessment was made by management whether for the current financial year there were any indications that these assets may be impacted adversely. If such indications existed, an estimate was made of the realisable amounts of the relevant assets. The recoverable amounts of the properties are determined at the higher of the asset's value in use and/or its fair value less cost of disposal. In making this judgement, the Group evaluated the fair value of the properties based on independent professional valuations.

There is no impairment loss recognised in the financial statements for the current financial year and the carrying amount of the Group's investment properties and leasehold land and buildings under property, plant and equipment are disclosed in Note 15 and Note 16 to the financial statements respectively.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 5 Revenue

An analysis of the Group's revenue for the year disaggregated by type of revenue streams and by reportable segments is as follows:

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Hotel revenue	20,610	56,626
Property leasing income	<u>48,189</u>	<u>53,721</u>
	<u>68,799</u>	<u>110,347</u>

## 6 Financial Income and Expenses

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Financial income:		
Interest income on cash and cash equivalents	<u>4,830</u>	<u>4,732</u>
Financial expenses:		
Interest expense on lease liability	<u>(8)</u>	<u>(8)</u>

## 7 Other Operating Income

The net other operating income includes the following income/(expenses):

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Net foreign exchange gain	4,098	604
Business assistance and other government grants	3,127	2,399
Miscellaneous services income	2,261	2,527
Penalty on early termination of leases	619	250
Advertising income	143	531
Donations	(3,996)	-
Compensation costs on early termination of leases	(1,738)	-
Changes in fair value of financial assets at fair value through profit or loss	(22)	379
Property, plant and equipment written off	<u>(6)</u>	<u>(1)</u>
	<u>4,486</u>	<u>6,689</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 8 Profit before Income Tax

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, this item includes the following charges:

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Audit fees paid/payable to:		
Auditors of the Company	108	120
Auditors of the subsidiaries	43	47
Non-audit fees paid/payable to:		
Auditors of the Company	-	-
Auditors of the subsidiaries	-	-
Depreciation of investment properties (Note 15)	11,953	11,725
Depreciation of property, plant and equipment (Note 16)	8,948	8,855
Staff costs:		
Salaries and wages	13,310	16,232
Contributions to defined contribution plans	2,655	3,494
Cost of consumables recognised as an expense in cost of sales	<u>2,713</u>	<u>5,008</u>

## 9 Income Tax

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Tax expense is made up of:		
Current income tax		
Current year	7,233	13,660
Over-provision in respect of prior years	(4)	-
	<u>7,229</u>	<u>13,660</u>
Deferred income tax (Note 17)	(788)	1,178
	<u>6,441</u>	<u>14,838</u>

Substantially all the Group's operations are located in the PRC. Accordingly, the PRC statutory tax rate is used in the reconciliation of the tax expense and the product of accounting profit multiplied by the applicable tax rate as shown below.

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Profit before income tax	<u>16,023</u>	<u>43,284</u>
Tax calculated at a tax rate of 25% (2019: 25%)	4,006	10,821
Withholding tax on dividend distributed by a subsidiary	1,657	843
Effect of:		
Non-taxable income	(680)	(185)
Non-deductible expenses	2,273	2,009
Different tax rate of subsidiaries operating in different jurisdictions	(65)	146
Deferred tax (credit)/expense arising from unremitted retained earnings	(1,064)	905
Unrecognised deferred tax assets	318	299
Over-provision in respect of prior years	(4)	-
	<u>6,441</u>	<u>14,838</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 10 Earnings Per Share

The earnings per ordinary share is calculated by dividing the profit attributable to owners of the Company of S\$9,586,000 (2019: S\$27,566,000) by the weighted average numbers of ordinary shares in issue (excluding treasury shares) during the year of 758,768,832 (2019: 758,768,832).

There is no dilution as the Company did not have any potential ordinary shares outstanding as at 31 December 2020 and 2019.

## 11 Cash and Cash Equivalents

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Cash on hand	46	58	-	-
Cash in banks	12,134	28,050	87	82
Short-term bank deposits	147,689	131,414	-	-
	<u>159,869</u>	<u>159,522</u>	<u>87</u>	<u>82</u>

The above short-term bank deposits earn interest at rates ranging from 0.01% – 4.0% (2019: 1.3% – 4.0%) per annum.

Cash and cash equivalents are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
RMB	143,438	136,169	5	5
USD	15,619	23,228	16	32
SGD	783	79	66	45
Others	29	46	-	-
	<u>159,869</u>	<u>159,522</u>	<u>87</u>	<u>82</u>

## 12 Short-Term Investments

As at 31 December 2019, the short-term investments (classified as financial assets measured at fair value through profit or loss) represented investment in quoted funds which are denominated in RMB.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 13 Trade Receivables and Other Current Assets

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Trade receivables	1,420	2,012	-	-
Less: Loss allowance	(9)	(15)	-	-
	<u>1,411</u>	<u>1,997</u>	-	-
Non-trade receivables from:				
- Subsidiaries	-	-	13,346	21,583
- Third parties	107	550	-	-
Interest receivables	25	14	-	-
Deposits	96	88	-	-
Recoverables	<u>299</u>	<u>267</u>	-	-
	<u>1,938</u>	<u>2,916</u>	<u>13,346</u>	<u>21,583</u>
Prepayments	<u>553</u>	<u>711</u>	<u>64</u>	<u>60</u>
	<u>2,491</u>	<u>3,627</u>	<u>13,410</u>	<u>21,643</u>

The non-trade receivables from subsidiaries are unsecured, interest-free and repayable on demand.

For purpose of impairment assessment, the non-trade receivables are considered to have low credit risk as they are not due for payment at the end of the financial year and there has been no significant increase in the risk of default on the receivables since initial recognition.

As at 31 December 2020, 3% (2019: 57%) and 60% (2019: 2%) of the Group's trade receivables are past due for less than 3 months and more than 3 months respectively.

The allowance for impairment loss on trade receivables is made by using the lifetime ECL method. There has been no change in the estimation techniques or assumptions made during the current financial year. Movements in loss allowance on trade receivables are as follows:

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Balance at the beginning of the year	15	29
Loss allowance recognised during the year under:		
Provision for ECLs	7	13
Reversal of unutilised amounts	(13)	(27)
	<u>(6)</u>	<u>(14)</u>
Balance at the end of the year	<u>9</u>	<u>15</u>

Trade receivables and other current assets are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
RMB	2,408	3,160	-	-
USD	3	389	13,395	21,633
SGD	79	60	15	10
Others	<u>1</u>	<u>18</u>	-	-
	<u>2,491</u>	<u>3,627</u>	<u>13,410</u>	<u>21,643</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 14 Interest in Subsidiaries

	<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Unquoted equity shares, at cost	266,194	266,194
Loans receivable denominated in SGD	144,465	144,465
	<u>410,659</u>	<u>410,659</u>

The loans receivable from a subsidiary are unsecured, interest-free and not expected to be repaid in the near future. The fair value of loans receivable is not determinable as the timing of the future cash inflows arising from these amounts cannot be measured reliably, hence these loans are recognised at transaction price.

As at end of the reporting date, details of the subsidiaries are as follows:

<u>Name of company and country of incorporation</u>	<u>Principal activities</u>	<u>Effective percentage of equity held by</u>	
		<u>The Group (%)</u>	<u>NCI (%)</u>
Casleton International Limited (5) British Virgin Islands	Investment holding	100.00	-
Handful Resources Limited (5) British Virgin Islands	Investment holding	100.00	-
Koon Chung Limited (3) Hong Kong	Investment holding and trading of hotel supplies and related products	100.00	-
Ningbo Zhonghua Land Co., Ltd ("NZL") (1) People's Republic of China	Property development	89.21	10.79
Primewyn Management & Services Pte Ltd (2) Singapore	Provision of consultancy and management services	100.00	-
Shanghai Golden Bund Real Estate Co., Ltd ("SGB") (1) People's Republic of China	Property owner and developer, and hotel owner	96.79	3.21
Smart Investment Ltd (4) Mauritius	Provision of consultancy and management services	100.00	-

### Notes:

- (1) Audited by Da Hua Certified Public Accountants, a member firm of Moore Global Network Limited of which Moore Stephens LLP, Singapore is a member.
- (2) Audited by other firms of accountants, CA Practice PAC.
- (3) Audited by other firms of accountants, Lau & Au Yeung CPA Limited.
- (4) No statutory audit is required as the subsidiary is inactive.
- (5) No statutory audit is required by law of its country of incorporation.



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 14 Interest in Subsidiaries (cont'd)

As at 31 December 2020, the accumulated NCI is S\$15,372,000 (2019: S\$15,768,000), of which S\$12,228,000 (2019: S\$12,332,000) is for SGB. The NCI in respect of NZL are individually not material.

The following table summarises the financial information (before intragroup eliminations) relating to SGB which has NCI that are material to the Group:

	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Non-current assets	303,101	303,716
Current assets	130,505	135,973
Non-current liabilities	(10,924)	(12,184)
Current liabilities	<u>(32,905)</u>	<u>(34,901)</u>
Revenue	68,449	109,794
Profit for the year	13,799	34,602
Total comprehensive income for the year	<u>32,259</u>	<u>24,092</u>
Profit for the year allocated to NCI	443	1,112
Dividends paid to NCI	<u>1,133</u>	<u>555</u>
Cash flows from operating activities	24,401	41,503
Cash flows used in investing activities	(4,227)	(2,272)
Cash flows used in financing activities, before dividends to NCI	(33,402)	(15,966)
Net (decrease)/increase in cash and cash equivalents	<u>(14,361)</u>	<u>23,265</u>

# NOTES TO THE FINANCIAL STATEMENTS

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## 15 Investment Properties

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
<u>Cost</u>				
At the beginning of the year	398,141	406,038	-	-
Additions	4,624	2,355	-	-
Currency realignment	18,566	(10,252)	-	-
At the end of the year	<u>421,331</u>	<u>398,141</u>	<u>-</u>	<u>-</u>
<u>Accumulated depreciation</u>				
At the beginning of the year	218,636	212,546	-	-
Depreciation charged to cost of sales	11,953	11,725	-	-
Currency realignment	10,327	(5,635)	-	-
At the end of the year	<u>240,916</u>	<u>218,636</u>	<u>-</u>	<u>-</u>
Net carrying amount	<u>180,415</u>	<u>179,505</u>	<u>-</u>	<u>-</u>

Investment properties comprise commercial properties namely, The Bund Center office tower and Golden Center retail complex that are leased to third parties under operating leases.

The cost of major renovation and improvements on the office tower of S\$2,680,000 which are under construction in progress are presented as part of additions to investment properties during the current financial year and the Group expects the construction in progress to be completed by March 2021.

During the current financial year, the direct operating expenses (which include depreciation and repair and maintenance expense) recognised in cost of sales in respect of these operating leases were S\$20,919,000 (2019: S\$21,109,000).

As at 31 December 2020, the fair value of the Group's investment properties is approximately RMB6,580 million, equivalent to S\$1,329 million based on external valuation reports dated 10 March 2021, prepared by the independent professional valuers, Jones Lang LaSalle Corporate Appraisal and Advisory Limited using a combination of market data approach and income capitalisation approach.

As at 31 December 2019, the fair value of the Group's investment properties is approximately RMB6,872 million, equivalent to S\$1,326 million based on external valuation reports dated 18 February 2019, prepared by the independent professional valuers, Jones Lang LaSalle Corporate Appraisal and Advisory Limited using the market data approach.

Under the market data approach, the valuation was arrived at by reference to market evidence of transaction prices for properties located in a similar location. The most significant input in this valuation approach is the selling price per unit of floor area.

Under the income capitalisation approach, the valuation was arrived at by considering the capitalised income derived from the existing tenancy with due allowance for the income potential, which have been capitalised to determine the fair value at an appropriate capitalisation rate.

The fair value has been categorised as Level 2 of the fair value hierarchy (as defined in Note 29(b)).

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 16 Property, Plant and Equipment

<u>Group</u>	<u>Leasehold land and buildings</u> S\$'000	<u>Plant, machinery and equipment</u> S\$'000	<u>Motor vehicles</u> S\$'000	<u>Furniture and fixtures</u> S\$'000	<u>Total</u> S\$'000
<u>Cost</u>					
Balance at 1.1.2020	261,548	13,047	1,537	14,985	291,117
Additions	-	-	-	313	313
Written off	(3)	(3)	-	(5)	(11)
Currency realignment	12,197	608	22	698	13,525
Balance at 31.12.2020	273,742	13,652	1,559	15,991	304,944
<u>Accumulated depreciation</u>					
Balance at 1.1.2020	123,764	11,889	1,171	11,383	148,207
Depreciation	7,955	2	252	739	8,948
Written off	(2)	(1)	-	(2)	(5)
Currency realignment	5,949	465	20	538	6,972
Balance at 31.12.2020	137,666	12,355	1,443	12,658	164,122
<u>Net carrying amount</u>					
Balance at 31.12.2020	136,076	1,297	116	3,333	140,822
<u>Cost</u>					
Balance at 1.1.2019	268,324	13,395	1,549	14,048	297,316
Additions	-	2	-	1,299	1,301
Written off	-	(12)	-	(8)	(20)
Currency realignment	(6,776)	(338)	(12)	(354)	(7,480)
Balance at 31.12.2019	261,548	13,047	1,537	14,985	291,117
<u>Accumulated depreciation</u>					
Balance at 1.1.2019	119,085	12,189	922	10,972	143,168
Depreciation	7,868	18	259	710	8,855
Written off	-	(12)	-	(7)	(19)
Currency realignment	(3,189)	(306)	(10)	(292)	(3,797)
Balance at 31.12.2019	123,764	11,889	1,171	11,383	148,207
<u>Net carrying amount</u>					
Balance at 31.12.2019	137,784	1,158	366	3,602	142,910

Right-of-use of assets acquired under leasing arrangement are presented together with the owned assets of the same class. Details of such leased assets are disclosed in Note 20 to financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 17 Deferred Tax

Deferred tax balances are presented in the statement of financial position as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Deferred tax assets	3,624	3,729	-	-
Deferred tax liabilities	<u>(2,756)</u>	<u>(3,820)</u>	<u>-</u>	<u>-</u>
Net carrying amount	<u>868</u>	<u>(91)</u>	<u>-</u>	<u>-</u>

Deferred tax assets/(liabilities) arise from the following:

<u>Group</u>	<u>Investment properties and property, plant and equipment</u> S\$'000	<u>Unremitted retained earnings</u> S\$'000	<u>Total</u> S\$'000
<u>Deferred tax assets/(liabilities)</u>			
Balance at 1.1.2020	3,729	(3,820)	(91)
(Charged)/Credited to income statement (Note 9)	(276)	1,064	788
Currency realignment	171	-	171
Balance at 31.12.2020	<u>3,624</u>	<u>(2,756)</u>	<u>868</u>
Balance at 1.1.2019	4,099	(2,915)	1,184
Charged to income statement (Note 9)	(273)	(905)	(1,178)
Currency realignment	(97)	-	(97)
Balance at 31.12.2019	<u>3,729</u>	<u>(3,820)</u>	<u>(91)</u>

The Group recognised deferred tax assets on deductible temporary differences attributable to investment properties and property, plant and equipment, as the directors believe it is probable that future taxable profit will be available against which the Group can utilise the benefit therefrom.

As at 31 December 2020, deferred tax liabilities of S\$2,756,000 (2019: S\$3,820,000) have been recognised for taxes that would be payable on the undistributed earnings of certain foreign subsidiaries as the Group has determined that such earnings will be distributed in the foreseeable future.

At the end of the reporting period, a subsidiary has unrecognised tax losses available for offsetting against future taxable profits amounting to S\$17,630,000 (2019: S\$15,760,000). The availability of the unrecognised tax losses for set-off against future taxable profits is subject to the tax regulations of the country in which the subsidiary is incorporated. The tax losses have no expiry period. The deferred tax benefit arising from these unrecognised tax losses of S\$2,997,000 (2019: S\$2,679,000) has not been recognised in the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 18 Deferred Charges

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
<u>Cost</u>				
At the beginning of the year	1,648	1,691	-	-
Currency realignment	<u>77</u>	<u>(43)</u>	<u>-</u>	<u>-</u>
At the end of the year	<u>1,725</u>	<u>1,648</u>	<u>-</u>	<u>-</u>
<u>Accumulated amortisation</u>				
At the beginning of the year	1,116	1,123	-	-
Amortisation charged to general and administrative expenses	22	21	-	-
Currency realignment	<u>52</u>	<u>(28)</u>	<u>-</u>	<u>-</u>
At the end of the year	<u>1,190</u>	<u>1,116</u>	<u>-</u>	<u>-</u>
Net carrying amount	<u>535</u>	<u>532</u>	<u>-</u>	<u>-</u>

## 19 Trade and Other Payables

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Trade payables	5,114	3,610	-	-
Non-trade payables to:				
- A subsidiary	-	-	128	353
- Third parties	3,394	4,102	-	-
Other taxes payable	2,457	2,243	-	-
Rental deposit received	4,355	3,520	-	-
Accrued expenses	1,430	3,680	304	299
Others	<u>4</u>	<u>56</u>	<u>4</u>	<u>4</u>
	16,754	17,211	436	656
Rental advances received	<u>4,103</u>	<u>4,543</u>	<u>-</u>	<u>-</u>
	<u>20,857</u>	<u>21,754</u>	<u>436</u>	<u>656</u>

The non-trade payable to a subsidiary was unsecured, interest-free and repayable on demand.

Trade and other payables are denominated in the following currencies:

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
RMB	20,367	20,088	-	-
SGD	312	1,026	436	656
USD	171	620	-	-
HKD	<u>7</u>	<u>20</u>	<u>-</u>	<u>-</u>
	<u>20,857</u>	<u>21,754</u>	<u>436</u>	<u>656</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 20 Lease Liability

- (a) The Group as a lessee

### Nature of the Group's leasing activity and carrying amount of ROU assets

- (i) Leasehold Land and Buildings

The Group has made an upfront payment to secure the right-of-use of 50 years leasehold land, which the Group constructed buildings on it and used them in the Group's leasing activities and hotel operations. These leasehold land and buildings are presented as investment properties and within property, plant and equipment respectively. The carrying amounts, movements during the current financial year and amounts recognised in the income statements of these leasehold land and buildings are disclosed in Note 15 and Note 16 to the financial statements.

- (ii) Motor Vehicle

The Group has entered into lease of a motor vehicle under finance lease arrangement. The carrying amount of ROU assets classified as motor vehicle within Property, Plant and Equipment amounted to S\$48,000 (2019: S\$189,000) as at end of reporting date.

There is no addition to ROU assets during the current financial year. Amounts recognised in the income statements are as follows:

	<b>Group</b>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Depreciation charged for the year	141	143
Interest expenses on lease liability	8	8
Expenses relating to low-value assets and short-term leases	<u>21</u>	<u>42</u>

- (b) The Group as a lessor

The Group leased out its investment properties to third parties. These leases have varying terms, escalation clauses and renewal rights. Leasing income from investment properties are disclosed in Note 5 to the financial statements. At the end of the reporting period, the total committed rental income in respect of these operating leases are as follows:

	<b>Group</b>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Future minimum lease receivable:		
Within one year	37,759	39,211
One to two years	29,507	30,886
Two to three years	21,455	24,677
Three to four years	12,396	16,795
Four to five years	7,914	8,881
After five years	<u>19,005</u>	<u>8,140</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 21 Long-Term Liabilities

	<u>Group</u>		<u>Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Rental deposits received denominated in RMB	7,627	8,814	-	-
Deferred income denominated in USD	<u>3,297</u>	<u>3,370</u>	<u>-</u>	<u>-</u>
	<u>10,924</u>	<u>12,184</u>	<u>-</u>	<u>-</u>

Deferred income represents pre-operation contribution received.

The fair value of rental deposits received is assumed to approximate their carrying amounts, as the amounts will not be materially different when the Group discharges its obligation upon expiration of the relevant leases.

## 22 Share Capital and Treasury Shares

<u>Group and Company</u>	<u>No. of ordinary shares</u>		<u>Amount</u>	
	<u>Issued share capital</u>	<u>Treasury shares</u>	<u>Share capital</u> S\$'000	<u>Treasury shares</u> S\$'000
At the beginning and end of the year	<u>760,489,859</u>	<u>(1,721,027)</u>	<u>105,784</u>	<u>(1,498)</u>

The holder of ordinary shares, except for treasury shares, is entitled to receive dividends as declared from time to time and is entitled to one vote per share at shareholders' meetings. All shares, except for treasury shares, rank equally with regards to the Company's residual assets.

## 23 Asset Revaluation Reserve

The asset revaluation reserve relates to the revaluation of the Group's investment properties and hotel properties classified as property, plant and equipment prior to the restructuring exercise in 2010. When the revalued properties are sold, the portion of the revaluation reserve that relates to that asset, and is effectively realised, is transferred directly to retained earnings.

## 24 Merger Reserve

Pursuant to a restructuring exercise in 2010, the Company acquired the interest in its subsidiaries and loans for an aggregate consideration of S\$410,665,000. This consideration was satisfied in full by the allotment and issuance of 1,520,979,718 ordinary shares of US\$0.05 each by the Company at an issue price of S\$0.27 per share. The difference of the nominal value of the shares of the subsidiaries acquired over the nominal value of the Company's shares, has been taken to shareholders' equity as "Merger Reserve" and adjusted accordingly in the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 25 Dividends

	<u>Group and Company</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Dividends paid:		
Interim dividend paid for the year of S\$0.02 (2019: Nil) per share	15,175	-
First and final dividend paid for the previous year of S\$0.01 (2019: 0.022) per share	<u>7,588</u>	<u>16,693</u>
	<u>22,763</u>	<u>16,693</u>

## 26 Related Party Transactions

The key management personnel compensation is as follows:

	<u>Group</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Directors of the holding company	2,873	2,933
Other key management personnel	<u>949</u>	<u>1,053</u>
	<u>3,822</u>	<u>3,986</u>

Included in the above remuneration are post-employment benefits of S\$83,161 (2019: S\$65,467) for the financial year ended 31 December 2020.

## 27 Segment Information

The Group's reportable segments are strategic business units that offer different services based on reports reviewed by the Executive Committee. They are managed separately because each business unit requires different marketing strategies. Set out below are the Group's reportable segments:

Hotel – ownership of hotel which is under the management of Westin Hotel Management, L.P; and  
Property leasing – ownership and leasing of investment properties.

The following is an analysis of the Group's revenue and profits by reportable segment:

	<u>Segment revenue</u>		<u>Segment profit</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Hotel	20,610	56,626	(3,413)	17,761
Property leasing	<u>48,189</u>	<u>53,721</u>	<u>35,563</u>	<u>44,885</u>
	<u>68,799</u>	<u>110,347</u>	32,150	62,646
Depreciation and amortisation expenses			(20,923)	(20,601)
Interest income			4,830	4,732
Interest expense			(8)	(8)
Net foreign exchange gain			4,098	604
Certain administrative expenses not allocated			<u>(4,124)</u>	<u>(4,089)</u>
Profit before income tax			<u>16,023</u>	<u>43,284</u>



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 27 Segment Information (cont'd)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales. Segment profit represents profit generated by each segment prior to allocation of certain administrative expenses, interest income/(expense), depreciation and amortisation expenses and net foreign exchange gain. This is the measure reported to the Executive Committee, which is the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

An analysis of the Group's segment assets is as follows:

	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Hotel	142,254	146,978
Property leasing	317,761	320,649
Total segment assets	460,015	467,627
Other unallocated assets	429,441	435,690
Elimination of inter-segment receivables	(401,298)	(411,734)
Total assets	<u>488,158</u>	<u>491,583</u>

An analysis of the Group's segment liabilities is as follows:

	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Hotel	1,585	2,177
Property leasing	51,982	53,712
Total segment liabilities	53,567	55,889
Other unallocated liabilities	384,662	397,848
Elimination of inter-segment payables	(401,716)	(412,335)
Total liabilities	<u>36,513</u>	<u>41,402</u>

Other segment information of the Group is as follows:

	<u>Depreciation and amortisation</u>		<u>Additions to investment properties, and properties, plant and equipment</u>	
	<u>2020</u> S\$'000	<u>2019</u> S\$'000	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Hotel	8,604	8,783	172	768
Property leasing	12,104	11,601	4,765	2,886
Others	215	217	-	2
	<u>20,923</u>	<u>20,601</u>	<u>4,937</u>	<u>3,656</u>

No segment information by geographical location has been presented as the Group's activities are primarily carried out in the PRC. No information about major customers has been presented as there is no single external customer contributing more than 10% to the Group's revenue.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 28 Financial Risk Management

### (a) Capital Risk Management

The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern and to maintain an optimal capital structure so as to maximise the shareholders' value. The Group's overall strategy remains unchanged since 2019.

Neither the Group nor the Company is subject to any externally imposed capital requirements. The directors of the Company review the capital structure of the Group and makes adjustment to it, in light of changes in economic conditions. As part of the review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. The Group monitors the capital using the net cash/debt position and gearing ratio, if any. Total equity includes all capital, reserves of the Group and non-controlling interests.

The net cash and total equity of the Group as at 31 December 2020 and 2019 are as follows:

	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Cash and cash equivalents	159,869	159,522
Short-term investments	-	1,367
Debt		
- Lease liability	<u>(23)</u>	<u>(93)</u>
Net cash	<u>159,846</u>	<u>160,796</u>
Total equity	<u>451,645</u>	<u>450,181</u>

### (b) Financial Risk Management

The Group's operations expose it to a variety of financial risks: interest risk, price risk, credit risk, foreign currency risk and liquidity risk.

#### (i) Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk primarily arising from its interest-bearing cash and cash equivalents and finance lease at the end of the current reporting period. Interest rate risk arising from the fluctuation of interest rates has no significant impact on the Group's profit for the year.

#### (ii) Price Risk

Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices. The Group is exposed to price risk arising from its investments held as financial assets at fair value through profit or loss. The Group monitors the market closely to ensure that the risk exposure to the volatility of the investments is kept to a minimum. At the end of the reporting period, there was no significant exposure to price risk.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 28 Financial Risk Management (cont'd)

### (b) Financial Risk Management (cont'd)

#### (iii) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party to a financial asset fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and cash and cash equivalents. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group performs regular credit evaluation of its customers' financial conditions and customers may be required to provide security in terms of cash deposits and advances. At the end of the reporting period, there was no significant concentration of credit risks. The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables as disclosed in Note 13 to the financial statement. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies, with ratings ranging from Baa2 to AA1. There was no impairment loss recognised on cash and cash equivalents during the current financial year.

#### (iv) Foreign Currency Risk

The Group's foreign currency exposures arose mainly from its commercial transactions, recognised assets and liabilities, primarily the exchange rate movements of the United States dollar ("USD"), the Chinese Renminbi ("RMB"), the Hong Kong dollar ("HKD") and the Singapore dollar ("SGD"). The Group did not actively engage in activities to hedge its foreign currency exposures. In addition to transactional exposure, the Group is also exposed to currency translation risk arising from its net investments in foreign operations, including the PRC and Hong Kong. The Group's net investments are not hedged as currency positions in RMB and HKD are considered to be long-term in nature.

The entities within the Group have different functional currencies depending on the currency of their primary economic environment. The following table demonstrates the sensitivity of the Group's profit after tax/equity to a possible change in the respective functional currencies of the Group's entities against USD and RMB with all other variables held constant.

	2020 S\$'000	2019 S\$'000
RMB/USD - Strengthened by 5%	155	(554)
- Weakened by 5%	(155)	554
HKD/RMB - Strengthened by 5%	(549)	(787)
- Weakened by 5%	549	787
HKD/USD - Strengthened by 5%	(740)	(386)
- Weakened by 5%	740	386

#### (v) Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the financial obligations due to shortage of funds. To manage liquidity risk, the Group maintains a level of cash and bank balances and banking facilities deemed adequate by management to finance its operations. In assessing the adequacy of the facilities, management reviews its working capital requirements.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 28 Financial Risk Management (cont'd)

(b) Financial Risk Management (cont'd)

(v) *Liquidity Risk* (cont'd)

The table below analyses the maturity profile of the Group's non-derivative financial liabilities based on the contractual undiscounted cash flows (inclusive of principals and estimated interests until maturity).

	<u>1 year or less</u> S\$'000	<u>1 to 5 years</u> S\$'000	<u>Total</u> S\$'000
<u>At 31 December 2020</u>			
Lease liability	26	-	26
Other financial liabilities	16,754	7,627	24,381
	<u>16,780</u>	<u>7,627</u>	<u>24,407</u>
<u>At 31 December 2019</u>			
Lease liability	78	26	104
Other financial liabilities	17,211	8,814	26,025
	<u>17,289</u>	<u>8,840</u>	<u>26,129</u>

## 29 Fair Value Measurement

(a) Fair Value of Financial Instruments

The carrying amounts of financial assets and liabilities with a maturity of less than one year, which include cash and cash equivalents, short-term investments, receivables and payables are assumed to approximate their fair values due to their short-term maturities.

(b) Fair Value Hierarchy

The following table presents financial assets that are measured at fair value on a recurring basis and classified by level of the following fair value measurement hierarchy:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is as prices) or indirectly (i.e. derived from prices); and
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	<u>2020</u> S\$'000	<u>2019</u> S\$'000
Financial assets at fair value through profit or loss:		
Level 1	<u>-</u>	<u>1,367</u>

# SHAREHOLDING STATISTICS

AS AT 11 MARCH 2021

AUTHORISED SHARE CAPITAL	:	US\$500,000,000
ISSUED AND FULLY PAID-UP CAPITAL (including treasury shares)	:	US\$76,048,986 (S\$105,784,139.53)
NUMBER OF SHARES ISSUED (A) (excluding treasury shares and subsidiary holdings)	:	758,768,832
NO. OF TREASURY SHARES HELD (B)	:	1,721,027
NO. OF SUBSIDIARY HOLDINGS HELD (C)	:	Nil
PERCENTAGE OF (B) AND (C) AGAINST (A)	:	0.23%
CLASS OF SHARES	:	Ordinary shares with a par value of US\$0.10 each
VOTING RIGHTS	:	One vote per share. The Company cannot exercise any voting rights in respect of shares held by it as treasury shares.

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	460	6.83	24,533	0.00
100 - 1,000	3,145	46.67	1,641,799	0.22
1,001 - 10,000	2,660	39.47	8,285,770	1.09
10,001 - 1,000,000	465	6.90	21,490,002	2.83
1,000,001 & ABOVE	9	0.13	727,326,728	95.86
<b>TOTAL</b>	<b>6,739</b>	<b>100.00</b>	<b>758,768,832</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

Name of Shareholders	No. of shares	%
FLAMBO BUND CENTRE LTD.	637,344,964	84.00
UOB KAY HIAN PTE LTD	44,668,719	5.89
CITIBANK NOMINEES SINGAPORE PTE LTD	33,482,025	4.41
RAFFLES NOMINEES (PTE) LIMITED	4,733,249	0.62
DBS NOMINEES PTE LTD	1,681,197	0.22
UNITED OVERSEAS BANK NOMINEES PTE LTD	1,573,699	0.21
LIM POH KENG (LIN BAOQING)	1,380,575	0.18
DIANAWATI TJENDERA	1,250,000	0.16
HONG PIAN TEE	1,212,300	0.16
CHEE SWEE HENG	612,500	0.08
ANG HAO YAO (HONG HAOYAO)	573,126	0.07
HUANG BAOJIA	540,000	0.07
DBS VICKERS SECURITIES (S) PTE LTD	527,160	0.07
OCBC NOMINEES SINGAPORE PTE LTD	512,419	0.07
PHILLIP SECURITIES PTE LTD	479,692	0.06
LOH MAY-LING	439,400	0.06
LOH WEI-LING	439,400	0.06
CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	437,116	0.06
DBSN SERVICES PTE LTD	351,337	0.05
ENG KAH JOO	349,500	0.05
<b>Total</b>	<b>732,588,378</b>	<b>96.55</b>

# SHAREHOLDING STATISTICS

AS AT 11 MARCH 2021

## SUBSTANTIAL SHAREHOLDERS

Name	No. of Shares in which they have an Interest				Total Percentage <sup>(1)</sup> (Direct and Deemed Interest) (%)
	Direct Interest	Percentage <sup>(1)</sup> (%)	Deemed Interest	Percentage <sup>(1)</sup> (%)	
FLAMBO BUND CENTRE LTD. ("FlamboBC")	637,344,964	84.00	–	–	84.00
WFMT3 FOUNDATION ("WFMT3") <sup>(2)</sup>	–	–	637,344,964	84.00	84.00

Notes:

<sup>1</sup> Percentage calculated based on 758,768,832 issued shares (excluding treasury shares and subsidiary holdings).

<sup>2</sup> The deemed interest of WFMT3 arises from its interest in 637,344,964 shares held by FlamboBC in the Company.

Based on the information available to the Company as at 11 March 2021, approximately 16% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of Bund Center Investment Ltd (the “**Company**”) will be held by electronic means on **Monday, 26 April 2021 at 2.00 p.m.** (Singapore time) to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the year ended 31 December 2020 together with the Directors’ and Auditors’ reports thereon. **(Resolution 1)**
2. To approve Directors’ fees of S\$281,000 for the year ended 31 December 2020. (FY2019: S\$281,000) **(Resolution 2)**
3. To re-appoint the following Directors, retiring pursuant to Rule 720(5) of the listing manual (“**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”):
  - (i) Mr Frankle (Djafar) Widjaja **(Resolution 3)**
  - (ii) Mr Lim Jun Xiong, Steven **(Resolution 4)**
  - (iii) Mr Willy Shee Ping Yah @ Shee Ping Yan **(Resolution 5)**

*{please see note 1}*

### **Two-Tier Voting Process for Mr Lim Jun Xiong, Steven**

4. Pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual which will take effect from 1 January 2022, members of the Company to approve the continued appointment of Mr Lim Jun Xiong, Steven, as an Independent Director, this Resolution 6 to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution 6. **(Resolution 6)**  
*{please see notes 1, 2 and 3}*
5. Contingent upon the passing of Resolution 6 above, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual which will take effect from 1 January 2022, members of the Company, excluding the Directors, the Chief Executive Officer, and their associates, to approve the continued appointment of Mr Lim Jun Xiong, Steven, as an Independent Director, this Resolution 7 to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution 7. **(Resolution 7)**  
*{please see notes 1, 2 and 3}*

### **Two-Tier Voting Process for Mr Willy Shee Ping Yah @ Shee Ping Yan**

6. Pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual which will take effect from 1 January 2022, members of the Company to approve the continued appointment of Mr Willy Shee Ping Yah @ Shee Ping Yan, as an Independent Director, this Resolution 8 to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution 8. **(Resolution 8)**  
*{please see notes 1, 2 and 4}*
7. Contingent upon the passing of Resolution 8 above, pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual which will take effect from 1 January 2022, members of the Company, excluding the Directors, the Chief Executive Officer, and their associates, to approve the continued appointment of Mr Willy Shee Ping Yah @ Shee Ping Yan, as an Independent Director, this Resolution 9 to remain in force until the earlier of his retirement or resignation as a Director or the conclusion of the third AGM following the passing of this Resolution 9. **(Resolution 9)**  
*{please see notes 1, 2 and 4}*
8. To re-appoint Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**

# NOTICE OF ANNUAL GENERAL MEETING

## AS SPECIAL BUSINESS

9. To consider and, if thought fit, to pass with or without any amendments, the following resolutions as Ordinary Resolutions:

### **Renewal of the Share Issue Mandate**

9A. "That, pursuant to the Bye-laws of the Company and the Listing Manual of the SGX-ST:

- (1) authority be and is hereby given to the Directors of the Company to (a) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise, and/or (b) make or grant offers, agreements or options (collectively, the "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) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, provided that (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) authority be given to the Directors of the Company to issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force;

provided further that:

- (i) the aggregate number of Shares to be issued pursuant to such authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) does not exceed fifty percent (50%) of the total number of issued Shares (excluding 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 all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, after adjusting for:
  - (aa) new Shares arising from the conversion or exercise of any convertible securities;
  - (bb) new Shares arising from the exercise of share options or the vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual; and
  - (cc) any subsequent bonus issue, consolidation or subdivision of Shares.

Any adjustments in accordance with (aa) or (bb) above to be made only in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting as at the date of passing of this Resolution; and

- (iii) in exercising the authority so conferred, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company."

{please see note 5}

**(Resolution 11)**



# NOTICE OF ANNUAL GENERAL MEETING

## **Renewal of the Share Purchase Mandate**

9B. "That:

- (a) the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("**Shares**") in the share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market purchases (each a "**Market Purchase**") on the SGX-ST; and/or
  - (ii) off-market purchases (each an "**Off-Market Purchase**") effected in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, Chapter 50 of Singapore,

and otherwise in accordance with all other laws and regulations of Singapore and Bermuda and the rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the conclusion of the next annual general meeting or the date on which the next annual general meeting of the Company is required by law to be held; or
  - (ii) the date on which the share purchases are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;

- (c) in this Resolution:

"**Prescribed Limit**" means five per cent. (5%) of the issued ordinary Share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price
- (ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, before the day of the Market Purchase and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day of the Market Purchase;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

# NOTICE OF ANNUAL GENERAL MEETING

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.”

*{please see note 6}*

**(Resolution 12)**

## **Renewal of the Interested Person Transactions Mandate**

9C. “That:

- (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions, particulars of which are set out in Appendix 2 to this Notice of Annual General Meeting *{please see note 7}*, with any party who is of the class of interested persons described in Appendix 2, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in Appendix 2 (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company; and
- (c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he/she may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.”

*{please see note 8}*

**(Resolution 13)**

By Order of the Board

Frankle (Djafar) Widjaja

Director

5 April 2021

Singapore

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

- (i) Due to the current COVID-19 pandemic, to minimise physical interactions and COVID-19 transmission risks, the AGM will be held by electronic means.
- (ii) In view thereof, members will not be able to attend the AGM in person. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out hereinbelow. This Notice of AGM can be accessed on the SGXNET website at the URL <https://www.sgx.com/securities/company-announcements>. Any reference to a time of day is made by reference to Singapore time.
- (iii) As the AGM will be held by electronic means, a member of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("**Live Webcast**") via his/her/its mobile phones, tablets or computers or listen to the AGM proceedings through a "live" audio feed ("**Audio Only Means**") via telephone. In order to do so, a member of the Company who wishes to watch the Live Webcast or listen via the Audio Only Means must register by **2.00 p.m. on Friday, 23 April 2021**, at the URL <https://globalmeeting.bigbangdesign.co/bundcenter/>. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions by 2.00 p.m. on Sunday, 25 April 2021, on how to access the Live Webcast and Audio Only Means to observe the AGM proceedings.
- (iv) A member of the Company who registers to watch the Live Webcast or listen via the Audio Only Means may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by **2.00 p.m. on Friday, 23 April 2021** via the following:
  - (a) pre-registration link at URL <https://globalmeeting.bigbangdesign.co/bundcenter/>; or
  - (b) email to: [proxy2021@bundcenter.com](mailto:proxy2021@bundcenter.com)

The Company will endeavor to address all substantial and relevant questions received from members prior to the AGM, and publish its response on the SGXNET at URL <https://www.sgx.com/securities/company-announcements>.

- (v) If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM ("**Chairman**") as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- (vi) The Chairman, as proxy, need not be a member of the Company.
- (vii) The instrument appointing the Chairman as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, be deposited with the Company at its mailing address at c/o 3 Shenton Way, #17-07 Shenton House, Singapore 068805; or
  - (b) if submitted by email, be received by the Company at [proxy2021@bundcenter.com](mailto:proxy2021@bundcenter.com)

in either case, by **2.00 p.m. on Friday, 23 April 2021** being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 pandemic and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post or in person, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

- (viii) The instrument appointing the Chairman as proxy must be under the hand of the appointor or his/her/its attorney duly authorized in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorized officer, failing which the instrument of proxy may be treated as invalid.
- (ix) Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including investors holding through Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**"), who wish to appoint the Chairman as proxy, should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares, to submit their votes at least seven (7) working days before the time appointed for the holding of the AGM.

# NOTICE OF ANNUAL GENERAL MEETING

## Additional Notes relating to this Notice of AGM:

1. Please refer to sections on Board of Directors and Corporate Governance Report in the Annual Report 2020 for further information on each of Mr Frankle (Djafar) Widjaja, Mr Lim Jun Xiong, Steven ("Mr Lim") and Mr Willy Shee Ping Yah @ Shee Ping Yan ("Mr Shee"). Upon his re-appointment, Mr Lim will remain as the Chairman of the Audit Committee, and a member of the Nominating Committee and Remuneration Committee of the Company. Upon his re-appointment, Mr Shee will remain as the Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee of the Company. The Nominating Committee and the Board have undertaken a Rigorous Review and determined that each of Mr Lim and Mr Shee is independent.
2. The proposed Resolutions 6 to 9 are being sought, in anticipation of Rule 210(5)(d)(iii) of the Listing Manual, which will take effect from 1 January 2022. Rule 210(5)(d)(iii) of the Listing Manual provides that the continued appointment of an independent director who has been on the Board for an aggregate period of more than 9 years, must be sought and approved in separate resolutions by (A) all members; and (B) members, excluding Directors, Chief Executive Officer and their associates.
3. Mr Lim has served on the Board beyond 9 years, and the Company is proposing to seek the requisite members approval by a two-tier voting process for Mr Lim to continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of both Resolutions 6 and 7. Consequently, subject to the passing of both Resolutions 6 and 7, Mr Lim will continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of both Resolutions 6 and 7. In the absence of the requisite members approval of both Resolutions 6 and 7, Mr Lim will be designated as a Non-independent Director with effect from 1 January 2022.
4. Mr Shee has served on the Board beyond 9 years, and the Company is proposing to seek the requisite members approval by a two-tier voting process for Mr Shee to continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of both Resolutions 8 and 9. Consequently, subject to the passing of both Resolutions 8 and 9, Mr Shee will continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of both Resolutions 8 and 9. In the absence of the requisite members approval of both Resolutions 8 and 9, Mr Shee will be designated as a Non-independent Director with effect from 1 January 2022.
5. Resolution 11, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to members.

For determining the aggregate number of shares that may be issued, the total number of issued shares will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time Resolution 11 is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or the exercise of share options or the vesting of share awards.

6. Resolution 12, if passed, will renew for another year, up to the next AGM, the mandate for share purchase as described in Appendix 1 to this Notice of AGM, which will, unless previously revoked or varied by the Company at a general meeting, expire at the next AGM.
7. The mandate for transactions with interested persons as described in Appendix 2 to this Notice of AGM includes the placement of deposits by the Company with financial institutions in which interested persons have an interest.
8. Resolution 13, if passed, is to renew for another year, up to the next AGM, the mandate for transactions with interested persons as described in Appendix 2, which will, unless previously revoked or varied by the Company at a general meeting, expire at the next AGM.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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*The Bund Center  
– Tree of Life*



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