EMERGING TOWNS & CITIES SINGAPORE LTD

新世界地产集团有限公司

ANNUAL REPORT

2022

CONTENTS

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CORPORATE **PROFILE**

BACKGROUND

Listed on the Catalist board of the Singapore Exchange Securities Trading Limited, Emerging Towns & Cities Singapore Ltd. ("ETC" or the "Company", and together with its subsidiaries, the "Group") was incorporated in Singapore on 17 October 1980. Formerly known as China Titanium Limited, the Company adopted the name Cedar Strategic Holdings Limited on 7 December 2012 following the restructuring of its business model, effectively changing its core business to real estate. Ready to embark on its next phase of growth, the Company later rebranded itself as ETC Singapore as it embarked on a business strategy focusing on quality real estate assets in emerging markets.

CORPORATE DEVELOPMENTS

In February 2022, Myanmar marked one year since its military seized control from the then government. Following multiple extensions in 2022, the military has, yet again, extended the country's state of emergency by another six months in February 2023, delaying any potential elections. The Group had voluntarily suspended trading of its shares on 3 March 2021 and remained suspended as of the date of the report due to the Company's business operations currently being conducted in a Sanctioned Nation, though the Company is itself not a Sanctioned Subject or engaged in Sanctioned Activity[1]. In January 2023, ETC entered into a joint venture agreement ("JVA") with a strategic partner to venture into the construction of smart cities. The Company's entry into the JVA is in line with the Group's strategy to work towards resumption of trading of the Company's shares, subsequent to the proposed divestment of its investment in Myanmar via the sale of its entire shareholdings in DAS Pte. Ltd.

Looking at other corporate developments, in October 2022, the Group struck-off its wholly-owned dormant subsidiary Futura Asset Holdings Pte. Ltd. The Group also deregistered Trechance Holdings Limited, another wholly-owned dormant subsidiary, in January 2023.

In December 2022, the Group announced the completion of the Legal Review Report by Kelvin Chia Partnership ("KCP"). The Group had appointed KCP in June 2021 to conduct an independent legal review on the Group's investment and business activities in Myanmar and Singapore for compliance with the applicable laws. Against the backdrop of the unilateral sanctions imposed on Myanmar, KCP has found that, based on the agreed upon scope of work, summary of findings and applicable assumptions, qualifications and limitations set forth therein, the Group's investment and business activities in Myanmar and Singapore satisfy the requirements of applicable Singapore and Myanmar laws involving foreign investment and licensing, nationality restrictions, financing, anti-money laundering and countering the financing of terrorism and the Group's continued investment and/or continued business operations in Golden Land Real Estate Development Co. will not result in a breach of any Singapore or Myanmar laws.

STRATEGY & OUTLOOK

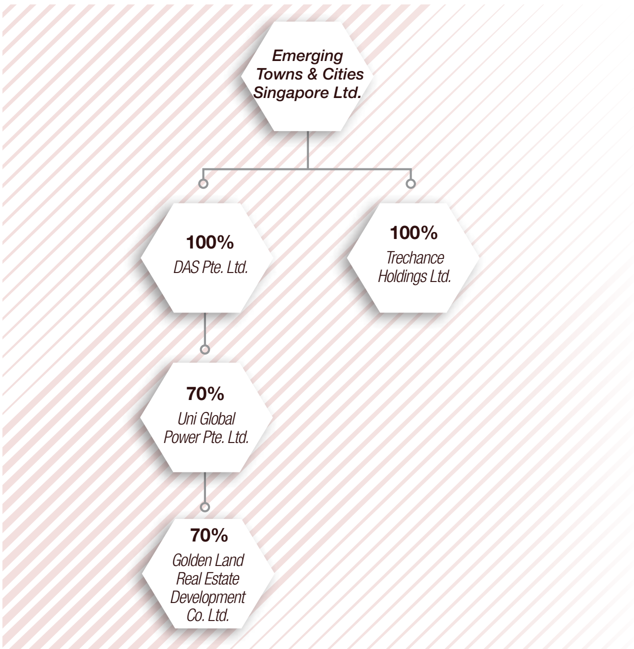
The Group is committed to its growth strategy and diversification plan in property investment and development through the following three respects:

a. The Group adopts a two-pronged approach of balancing between short-term development profit and long-term recurrent rental income to achieve sustainable growth;

b. Given its modest financial ability, the Group maximises shareholder value by prospecting for value accretive investment opportunities within emerging towns and cities beyond Myanmar; and

c. The Group strives to diversify and rejuvenate its shareholder structure by attracting investment interests of strategic shareholders who will yield potential operational synergies.

GROUP STRUCTURE AS AT 31 DECEMBER 2022



[1] *SGX RegCo released the Regulator's Column titled "What SGX expects of issuers in respect of sanctions-related risks, subject or activity' on 7 March 2022.*

GROUP CHAIRMAN'S **STATEMENT**

DEAR SHAREHOLDERS,

On behalf of the Board of Directors, I am pleased to present to you Emerging Towns & Cities Singapore's ("ETC", or the "Company", and together with its subsidiaries, the "Group") annual report for the financial year ended 31 December 2022 ("FY2022").

For most of 2022, the global economy was still reeling from the COVID-19 pandemic. Amidst the push for economic recovery post pandemic, higher-than-expected inflation, especially in some of the largest countries in the world, triggered hawkish monetary policies across central banks, once again impacting business momentum. The Group, in this post-pandemic era, continues to be confronted with geo-political and economic instability and uncertainty. The tense geopolitical situation has been weighing heavily on freight and energy prices across the world as they peaked to unexpected levels in 2022[1] and are expected to remain elevated throughout 2023. Supply chain issues have been putting pressure on raw material prices and causing logistical delays. In the midst of all this, the military in Myanmar seized control from the government in February 2021 and declared a year-long state of emergency. Following multiple extensions in 2022, the military has, yet again, extended the country's state of emergency by another six months in February 2023, delaying any potential elections.[2]

The UN rights chief warned that Myanmar has plunged into catastrophe and that the country has, by every feasible measurement, deeply regressed.[3] Overall business operations have been disrupted by conflict, electricity outages, trade and foreign exchange restrictions, depreciation of the kyat, and frequently changing rules and regulations. According to the World Bank, the GDP is forecasted to grow at 3% in the year ended September 2023 as compared to the 2% in 2022.[4]

In the backdrop of the ongoing agitations, our flagship project Golden City in Yangon, Myanmar and our overall financial and operational performance remain significantly affected. Despite this, revenue for FY2022 increased 95.0% year-on-year ("yoy") to S$18.2 million compared to S$9.4 million in FY2021 as a result of higher revenue recognised from property sold. A total of 37 property units were recognised in FY2022 for the Golden City Project, compared to the 17 property units in 2021. Looking at the Group's two-pronged strategic approach where property sales income is bolstered by property rental income, 19.4%, or S$3.5 million, of the revenue came from the rental of the Golden City property units.

While Phase 1 and Phase 2 of the 4-phased Golden City project have been completed, Phase 3 and Phase 4's development, designated for other uses including commercial purposes, are suspended by COVID-19's arrival and subsequent political unrest. The Golden City has a total of 1,065 units, 36.5% of which remains unsold as at 31 December 2022. However, as the COVID-19 pandemic eased, sales have picked up since last year. Amongst the 676 residential units of Golden City sold, 624 residential units have been recognised in terms of revenue as at 31 December 2022. The remaining 52 units in the order book are expected to be recognised progressively upon handover or one month after notification to buyers to take over the property units. Gross loss of S$32.0 million was recorded for FY2022, after deducting direct costs (consisting mainly of cost of the property units sold) and allowance for foreseeable losses on development properties of S$35.8 million. It must be noted that the Group has a bank loan amounting to S$53.6 million that has been reclassified as current as at 31 December 2022, due to the breach of financial covenant. The Group has negotiated the repayment terms with the bank and managed to secure a postponed principal repayment commencing on 13 June 2023.

Since the start of the COVID-19 pandemic and the military in Myanmar took control of the country, the Group has been proactive in dealing with any concerns arising from the extraordinary situation. To enhance and improve the management of the situation in Myanmar, the Group has been closely reviewing the developments and taking comprehensive, suitable decisions related to its business activities. The Group completed an independent financial review in September 2021 and Kelvin Chia Partnership was engaged to review its dealings in Myanmar and Singapore from a legal perspective. The independent legal review was completed in December 2022, clearing the Group of any breach of applicable laws in both Myanmar and Singapore.

The unilateral sanctions from the United States, the European Union and the United Kingdom continue to discourage foreign investors from doing business in Myanmar. The trading suspension of the Company's securities that was instated on 3 March 2021 as an act of prudence amidst the uncertain political and economic situation in the Group's primary market, remained in place as of the date of the report due to the Company's business operations currently being conducted in a Sanctioned Nation, though the Company is itself not a Sanctioned Subject or engaged in Sanctioned Activity[5]. The Board will continue to endeavour to divest away from Myanmar and raise additional capital from investors for new projects in other regions as part of its plan to resume the trading of its securities. The Company has been in negotiations with various potential investors and professionals to divest its investment in Myanmar via the sale of its 100% shareholding stake in DAS Pte. Ltd, the success of which will cease the Group's exposure to Myanmar. I am pleased to announce that ETC has entered into a joint venture agreement to venture into the construction of smart cities, establishing another business area for the Company to broaden its revenue stream with low initial capital outlay. I believe that these investments present new opportunities to start afresh and the Group is committed to maximising value through efficiency and agility.

In conclusion, I would like to thank our trustworthy management team that has been leading the Group's diversification efforts commendably. I am also grateful to all our employees for their resilient efforts in these challenging times. Our staffs' safety remains of utmost priority to the Group. Lastly, I would also like to extend my appreciation to our shareholders for their trust and support in the Board and the Management.

Yours Sincerely,

ANG MONG SENG BBM
Non-Executive Group Chairman and Independent Director

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1 *S&P Global: Upward price pressures will make cost savings difficult this year as costs rise by 7% over the first half of 2022*

2 *The Straits Times: Myanmar's state of emergency extended by six months*

3 *The Straits Times: 2 years after Myanmar coup, UN says situation 'catastrophic'*

4 *The World Bank: Myanmar Economic Monitor January 2023: Navigating uncertainty*

5 *SGX RegCo released the Regulator's Column titled "What SGX expects of issuers in respect of sanctions-related risks, subject or activity' on 7 March 2022.*

BOARD OF DIRECTORS

MR ANG MONG SENG BBM

Non-Executive and Independent Group Chairman, Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating & Corporate Governance Committee

Appointed to the Board on 25 May 2018

Mr Ang Mong Seng ("Mr Ang") has more than 30 years of experience in estate management. He was the Chief Operating Officer of EM Services Pte Ltd from 2002 to 2011 and General Manager for Sembawang Town Council from 1988 to 1997.

Mr Ang was the Member of Parliament for the Bukit Gombak Single Member Constituency from 1997 to 2001 and Hong Kah Group Representation Constituency from 2001 to 2011. He served as the Chairman of Hong Kah Town Council from 1997 to 2011 and was a member of the House Committee in Parliament. He was also the Vice Chairman of South West Community Development Council. Mr Ang retired from politics prior to the 2011 General Elections.

Mr Ang holds a Bachelor of Arts degree from the Nanyang University, Singapore. He is a recipient of the Public Service Medal (PBM) and Public Service Star (BBM).

MR TEO CHENG KWEE

Non-Executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating & Corporate Governance Committee

Appointed to the Board on 21 July 2015

Mr Teo Cheng Kwee ("Mr Teo") brings with him more than 30 years of vast experience in the building and construction industry and his prominent projects include the Supreme Court Building, the Merlion at Sentosa, Nanyang Technological University, besides several condominium and housing development projects.

Mr Teo has more than 40 years of experience in management and cross-border investment and has led the IPOs of multiple Hong Kong and Singapore listed companies. Mr Teo is the founder, a former Non-executive Director and former CEO of Sapphire Corporation Limited, a company listed on the SGX-ST.

Mr Teo is a committed investor in Myanmar with multiple on-going projects. Mr Teo entered Myanmar in the early 1990s and was the contractor for Traders Hotel (now known as Sule Shangri-La, Yangon). Mr Teo founded and led the Golden City Project, Yangon's first mixed development and also the tallest and one of the best-selling development project in Myanmar. Mr Teo's vast experience and acute business acumen has contributed to the Company.

BOARD OF **DIRECTORS**

MR ZHU XIAOLIN

Non-Executive Director, Chairman of the Nominating & Corporate Governance Committee and a member of the Audit Committee and Remuneration Committee.

Appointed to the Board on 30 March 2017

Mr Zhu Xiaolin ("Mr Zhu") is currently the director of UGP and chairman and director of Golden Land Real Estate Development Co., Ltd.. He used to be responsible for the development of the Company's project, Golden City. Under his charge, Golden City became the best-selling luxury mixed-development project in Yangon.

Mr Zhu has more than 10 years of working experience in the real estate and mineral resources sectors. He has worked in and held senior positions in various Fortune 500 companies, including Motorola Inc., Siemens AG, Sichuan New Hope Group Co., Ltd. and its subsidiaries, and Sichuan Chuanwei Group Co., Ltd. and its subsidiaries.

Mr Zhu has led many companies which are listed on the Hong Kong Stock Exchange, most significantly, China Vanadium Titano-Magnetite Mining Company Limited, PRC's first iron ore company listed in the Main Board of Hong Kong Stock Exchange in 2009. In March 2010, Mr. Zhu set up China Poly metallic Mining Co., Ltd., a ferrous mining company, and led the company through its successful listing on the Hong Kong Stock Exchange in December 2011.

Mr Zhu graduated with a degree in economics from the Southwest University of Finance and Economics in Chengdu City, Sichuan Province, PRC, and is also a certified public accountant.

MR JOSEPH LIM

Chief Executive Officer and Executive Director

Appointed as Group Chief Financial Officer on 1 October 2015 and re-designated as Chief Executive Officer and appointed to the Board as Executive Director on 28 April 2022

Mr Joseph Lim ("Joseph") has more than 10 years of senior management experience in the property, infrastructure and construction industries and was one of the key executive officers brought into the Company by shareholders' action in 2015 and tasked to address and resolve the many outstanding issues then. Joseph has been closely involved in all material matters of the Group since then and is currently overseeing the Group's executive operations and responsible for the Group's strategic direction, corporate development and planning and investor relations.

He brings with him over 20 years of post-graduation experience in finance, investments, corporate finance, corporate restructuring and mergers and acquisitions with extensive background in public companies listed on SGX-ST and the Australian Securities Exchange, with operations spanning Asia, Europe and Australia. Joseph is a key executive officer with heavy involvement in various cross-border merger and acquisition, corporate restructuring, divestment and corporate transformation exercises.

Joseph graduated from the Nanyang Technological University of Singapore with a Bachelor of Accountancy (Merit). He is a Fellow of the Institute of Singapore Chartered Accountants, an ASEAN Chartered Professional Accountant, a member of the Singapore Institute of Directors, a Certified Internal Auditor and a Chartered Financial Consultant.

OPERATION AND FINANCIAL REVIEW

The Group, for the financial year ended 31 December 2022 ("FY2022"), reported a revenue of S$18.2 million to record a net loss of S$42.5 million and net loss attributable to shareholders of S$21.1 million.

FINANCIAL RESULTS

Revenue for FY2022 was mainly contributed by the sale of Golden City property units of S$14.7 million (80.6% of total revenue) and the rental of Golden City property units of S$3.5 million (19.4% of total revenue). Revenue for FY2021 was mainly contributed by the sale of Golden City property units of S$5.6 million (59.9% of total revenue) and the rental of Golden City property units of S$3.8 million (40.1% of total revenue).

The Group reported revenue, and therefore profits, for units sold (i.e. units where the sale and purchase agreement have already been signed) on the earlier of handing over of the property units or one month after notification to buyers to take over the property units. 37 and 17 units were recognized as revenue in FY2022 and FY2021 respectively for Golden City project.

Gross loss of approximately S$32.0 million was recorded for FY2022, after deducting direct costs (consisting mainly of cost of the property units sold) of approximately S$14.4 million and allowance for foreseeable losses on development properties of approximately S$35.8 million.

Other income decreased from S$1.5 million in FY2021 to S$1.2 million in FY2022 mainly due to lower imputed finance income arising from customer financing as some residential units from the Golden City project were sold on an instalment plan to customers. Others included bank interest and gain on disposal of property, plant and equipment.

Selling and distribution costs, which arose from the sale of property units, increased from S$0.5 million in FY2021 to S$1.8 million in FY2022 mainly due to higher advertising and sales commission expenses in the Golden City project. These expenses comprised primarily of salaries and related costs for the sales and marketing staff, travelling and transportation costs, commissions and marketing expenses.

Administration expenses decreased from S$6.3 million in FY2021 to S$5.4 million in FY2022, mainly due to lower salaries and related expenses and unrealized exchange losses, partially offset by higher professional fees incurred during the year.

Other expenses decreased from S$10.1 million in FY2021 to S$4.9 million in FY2022 mainly due to lower fair value loss from the revaluation of investment properties in the Golden City project.

The finance costs increased from S$9.0 million in FY2021 to S$9.8 million in FY2022 mainly due to higher interest expenses from borrowings. Finance costs mainly comprised of interest expenses incurred from borrowings, imputed financing expenses arising from advance consideration received from customers and imputed interest expenses (which have no cash flow impact) arising from the land lease premium from the Golden City project.

Taxation increased from a tax credit of S$4.1 million in FY2021 to S$10.1 million in FY2022 mainly due to the unwinding of deferred tax liabilities (deferred tax liabilities were recognized when the development properties were recorded at fair value after the Purchase Price Allocation exercise conducted by an independent professional valuer) from the allowance of

OPERATION AND **FINANCIAL REVIEW**

foreseeable losses of development properties, fair value loss for the investment properties and development property units that were progressively sold from the Golden City project.

FINANCIAL POSITION

Investment properties, which are accounted for at fair value, decreased mainly due to fair value loss from the revaluation of investment properties in the Golden City project. Property, plant and equipment decreased mainly due depreciation incurred on the property, plant and equipment.

Development properties decreased mainly due to the progressive recognition of income from property units sold upon handover, as well as allowance for foreseeable losses recognised during the year. The development properties acquired at acquisition date are being recorded at fair value after the Purchase Price Allocation exercise conducted by an independent professional valuer. Trade receivables decreased mainly due to lower trade receivables upon payment of the outstanding amounts by customers, partially offset by the progressive recognition of income upon handover of the property units sold.

Deferred tax liabilities decreased mainly due to the allowance of foreseeable losses of development properties in the Golden City project, fair value loss for the investment properties and development property units that were progressively sold, thereby reducing the deferred tax liabilities recognized for the development properties. Deferred tax liabilities relating to development properties were recognized when the development properties were recorded at fair value after the Purchase Price Allocation exercise conducted by an independent professional valuer and when development properties are transferred to investment properties following the commencement of operating leases.

Borrowings have decreased mainly due to repayment of loan. Accrued land lease premium, including current and non-current, increased mainly due to the imputed interest expense (which have no cashflow impact) arising from the land lease premium from the Golden City project, partially offset by payments of land lease premium. Trade and other payables decreased mainly due to payments made to suppliers. Advance consideration received from customers, including current and non-current, increased mainly due to sale made during the year, partially offset by handover of property units in the Golden City project to buyers.

CASH FLOW

Net cash generated from operating activities was approximately S$7.2 million for FY2022 mainly due to changes in working capital.

Net cash generated from investing activities was approximately S$59,000 for FY2022 mainly due to repayment of non-trade amount from shareholder of a subsidiary.

Net cash used in financing activities was approximately S$5.9 million for FY2022 mainly due to repayment of loans, land lease premium and interest paid.

OPERATION AND **FINANCIAL REVIEW**

GOLDEN CITY

	Sales value (USD million)	No. of units	Total floor area ('000 sq ft)
Sold (SPA signed & stated at gross)	235.5	676	900.3
Unsold (Incl. deposit received but contract not signed)	137.2	389	568.4
Total	**372.7**	**1,065**	**1,468.7**
Notified and Handed over	195.2	618	817.9
Notified, but not handed over	1.6	6	6.4
Total Sold and Recognized in P&L (at Gross)	**196.8**	**624**	**824.3**

Through two acquisition phases completed on 20 December 2016 and 27 February 2017 respectively, ETC Singapore has, through its wholly-owned subsidiary, DAS, acquired an effective 49.0% equity stake in Golden Land Real Estate Development Company Limited ("Golden Land") for an aggregate consideration of US$24.9 million. Golden Land is the developer of the Golden City project, a luxury mixed-use development with an estimated gross floor area of approximately 3.0 million square feet in the Yankin township of Yangon, Myanmar.

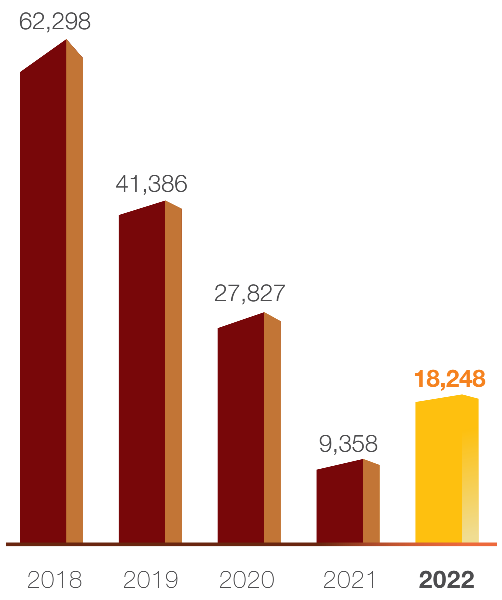
Towering at an unprecedented height of 33 storeys, the iconic development offers unobstructed views of key landmarks including the Shwedagon Pagoda and the Inya Lake. Located in its vicinity are prestigious real estate and lifestyle amenities, including five-star hotels, fine dining restaurants, international schools, hospitals, embassies and office headquarters of prominent international corporations (e.g. Telenor, Unilever, MIC, LG, Petronas, Bangkok Bank, Keppel).

The development of this brownfield project consists of four distinct phases, with the initial two phases comprising residential blocks, while the final two phases being set aside for other uses including commercial space. As at 31 December 2022, the construction of the first two phases have been completed. The sales for the first two phases, commenced in March 2014 and 1H2015 respectively, and are ongoing. Average selling price of the residential units amounts to approximately US$250 per square feet, with the majority of buyers being affluent locals.

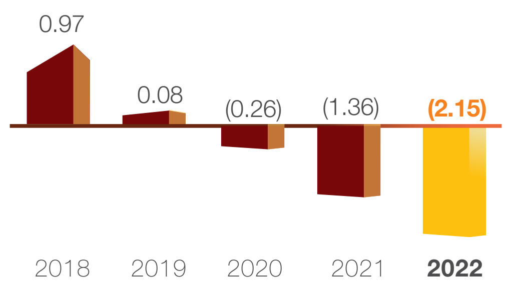
Since its inception, the project has also been actively engaging the local community through the Golden City Charity Foundation, donations, volunteer work, and other CSR activities.

FINANCIAL **SUMMARY**

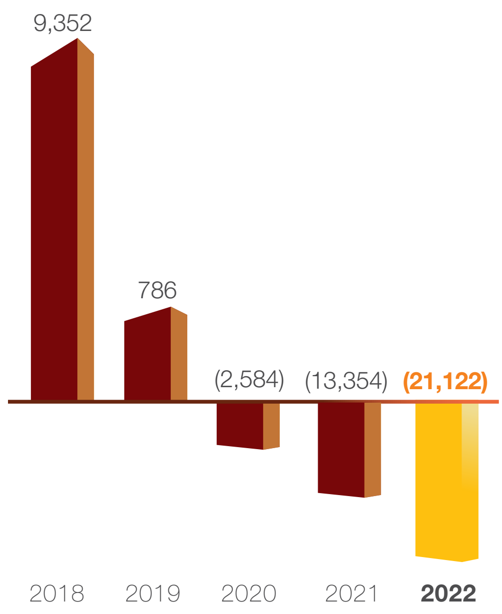
REVENUE (S$'000)



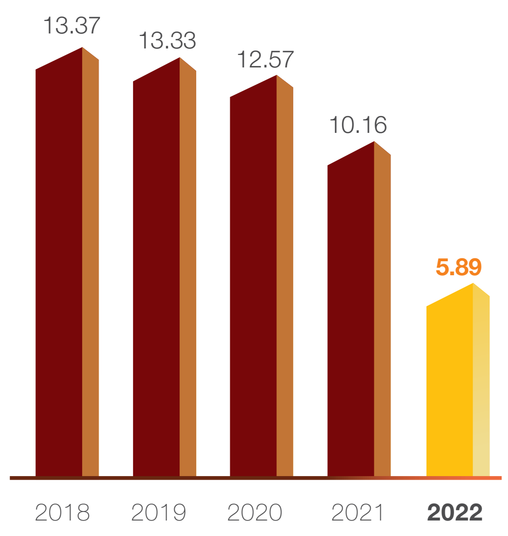
BASIC EARNINGS/(LOSS) PER SHARE (cents)



PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY (S$'000)



NET TANGIBLE ASSETS PER SHARE (cents)



FINANCIAL YEAR **REVIEW**

FINANCIAL PERFORMANCE (S$'000)

	Group	
	FY2022	FY2021
Revenue	**18,248**	9,358
Cost of sales	**(50,297)**	(11,519)
Gross loss	**(32,049)**	(2,161)
Other income	**1,233**	1,504
Selling and distribution costs	**(1,768)**	(466)
Administrative expenses	**(5,364)**	(6,326)
Impairment losses on other receivables reversed/(made)	**95**	(3,908)
Other expenses	**(4,949)**	(10,111)
Finance costs	**(9,764)**	(9,026)
Loss before taxation	**(52,566)**	(30,494)
Taxation	**10,095**	4,139
Loss for the year	**(42,471)**	(26,355)

Increase in Revenue
Increase in revenue mainly due to more Golden City property units recognized as revenue in FY2022. 37 units were recognized as revenue in FY2022 as compared to 17 units in FY2021.

Increase in Gross Loss
The Gross loss of approximately S$32.0 million in FY2022 included allowance for foreseeable losses on development properties of approximately S$35.8 million as compared to S$6.9 million in FY2021.

Decrease in Other Income
Decrease in other income in FY2022 mainly due to the lower imputed interest income in the Golden City project.

Increase in Selling and distribution costs
Increase in selling and distribution costs in FY2022 mainly due to higher sales commission and advertising expenses.

Decrease in Administrative expenses
Decrease in administration expenses in FY2022 mainly due to lower salaries and related expenses and unrealised exchange losses, partially offset by higher professional fees incurred during the year.

Decrease in Other expenses
Decrease in other expenses in FY2022 mainly due to lower fair value loss from the revaluation of investment properties in the Golden City project.

Increase in Finance costs
Increase in finance costs in FY2022 mainly due to higher interest expenses from borrowings.

Increase in Taxation
Increase in taxation in FY2022 mainly due to unwinding of deferred tax liabilities from the allowance of foreseeable losses of development properties, fair value loss for the investment properties and development property units that were progressively sold from the Golden City project.

	Group	
	FY2022	FY2021
Net cash generated from operating activities	**7,156**	3,827
Net cash generated from/(used in) investing activities	**59**	(27)
Net cash used in financing activities	**(5,905)**	(2,286)
Net increase in cash and cash equivalents	**1,310**	1,514
Cash and cash equivalents	**2,671**	1,424
Exchange differences on translation of cash and cash equivalents	**(474)**	(267)
Cash and cash equivalents at 31 December	**3,507**	2,671

Net cash generated from operating activities was approximately S$7.2 million for FY2022 mainly due to changes in working capital.

Net cash generated from investing activities was approximately S$59,000 for FY2022 mainly due to repayment of non-trade amount from shareholder of a subsidiary.

Net cash used in financing activities was approximately S$5.9 million for FY2022 mainly due to repayment of loans, land lease premium and interest paid.

FINANCIAL YEAR **REVIEW**

Mainly due to fair value loss from the revaluation of investment properties.

Mainly due to progressive recognition of income from property units sold upon handover, as well as allowance for foreseeable losses recognised during the year.

Trade receivable decreased mainly due to lower trade receivables upon payment of the outstanding amounts by customers, partially offset by the progressive recognition of income upon handover of the property units sold.

Mainly due to the unwinding of deferred tax liabilities from the allowance of foreseeable losses of development properties,fair value loss for the investment properties and development property units that were progressively sold, thereby reducing the deferred tax liabilities recognized for the development properties.

Borrowings decreased mainly due to repayment of bank loan.

Accrued land lease premium, including current and non-current, increased mainly due to the imputed interest expense arising from the land lease premium from the Golden City project, partially offset by the payment of land lease premium.

Trade and other payable decreased mainly due to payments made to suppliers.

Advance consideration received from customers, including current and non-current, increased mainly due to sales made during the year, partially offset by handover of property units in the Golden City project to buyers.

FINANCIAL POSITION (S$'000)

	Group		Company	
	FY2022	FY2021	**FY2022**	FY2021
ASSETS				
Non-Current Assets				
Property, plant and equipment	**3,832**	4,117	**1**	1
Right-of-use assets	**–**	5	**–**	5
Subsidiaries	**–**	–	**31,527**	35,393
Investment properties	**101,693**	107,350	**–**	–
Trade receivables	**2,220**	2,437	**–**	–
Total Non-Current assets	**107,745**	113,909	**31,528**	35,399
Current Assets				
Trade and other receivables	**4,786**	5,997	**2**	349
Development properties	**96,609**	142,884	**–**	–
Prepayments	**49**	59	**23**	25
Cash and bank balances	**4,011**	3,844	**29**	77
	105,455	152,784	**54**	451
Total assets	**213,200**	266,693	**31,582**	35,850
EQUITY AND LIABILITIES				
Capital and Reserves				
Share capital	**43,580**	43,580	**43,580**	43,580
Capital reduction reserve	**15,998**	15,998	**15,998**	15,998
Equity component of convertible loan	**13,818**	13,650	**13,818**	13,650
Capital reserve	**24,695**	24,695	**10,987**	10,987
Revaluation reserve	**299**	299	**–**	–
Share option reserve	**730**	730	**730**	730
Foreign currency translation reserve	**(2,834)**	(3,089)	**–**	–
Accumulated (losses)/profits	**(15,349)**	5,773	**(55,493)**	(51,185)
Equity attributable to owners of the Company	**80,937**	101,636	**29,620**	33,760
Non-controlling interests	**(23,054)**	(1,906)	**–**	–
Total equity	**57,883**	99,730	**29,620**	33,760
LIABILITIES				
Non-Current Liabilities				
Deferred tax liabilities	**13,473**	23,555	**–**	–
Accrued land lease premium	**25,174**	24,668	**–**	–
Lease liabilities	**–**	3	**–**	3
Advance consideration received from customers	**3,130**	602	**–**	–
	41,777	48,828	**–**	3
Current Liabilities				
Accrued land lease premium	**14,282**	12,897	**–**	–
Lease liabilities	**–**	2	**–**	2
Advance consideration received from customers	**7,885**	8,740	**–**	–
Borrowings	**59,301**	61,329	**–**	–
Trade and other payables	**32,072**	35,167	**1,962**	2,085
	113,540	118,135	**1,962**	2,087
Total liabilities	**155,317**	166,963	**1,962**	2,090
Total equity and liabilities	**213,200**	266,693	**31,582**	35,850

CORPORATE **MILESTONES**

- **4 NOV 2015** – Acquisition of Daya Bay project
- **24 NOV 2015** – Release of Special Audit
- **31 MAR 2016** – Resumption of Trading
- **19 SEP 2016** – Completion of Rights Issue
- **21 NOV 2016** – Closure of Special Audit
- **5 DEC 2016** – Completion of Share Consolidation
- **20 DEC 2016** – Completion of Phase I Acquisition of Golden City project
- **3 JAN 2017** – Completion of Capital Reduction
- **25 JAN 2017** – Convertible Loan from Controlling Shareholder
- **27 FEB 2017** – Change of Company Name to "Emerging Towns & Cities Singapore Ltd."
- **27 FEB 2017** – Completion of Phase II Acquisition of Golden City project
- **14 NOV 2017** – Voluntary Suspension of Trading in relation to Legal Action in respect of Unauthorised Withdrawals from Daya Bay ("the Unauthorised Withdrawals")
- **18 JAN 2018** – Settlement Deed in relation to the Unauthorised Withdrawals
- **15 MAR 2018** – Completion of the proposed disposal of Cedar Properties
- **29 JUN 2018** – Resumption of Trading
- **1 MAR 2019** – Second Addendum Deed for the Extension of the Maturity Date of the Convertible Loan Agreement
- **8 JUN 2020** – Entry into Syndicated Facility Agreement
- **15 JUN 2020** – Third Addendum Deed for the Extension of the Maturity Date of the Convertible Loan Agreement
- **3 MAR 2021** – Voluntary Suspension of Trading on matters pertaining to Group's operations in Myanmar
- **9 APR 2021** – Appointment of Nexia TS Advisory Pte Ltd as an independent reviewer
- **15 JUN 2021** – Appointment of Kelvin Chia Partnership as an independent reviewer
- **22 SEP 2021** – Completion of independent review by Nexia TS Advisory Pte Ltd
- **2 DEC 2022** – Completion of independent review by Kelvin Chia Partnership

SUSTAINABILITY **REPORT**

BOARD STATEMENT

Dear Stakeholders,
The Board of Directors ("Board" or "Directors") of Emerging Towns & Cities Singapore Ltd. ("ETC" or the "Group") is pleased to present ETC's annual sustainability report ("Report") for the financial year ended on 31 December 2022 ("FY2022"). This Report demonstrates our commitment to generating positive impacts on the environment and society, together with creating lasting shared value for our business and stakeholders.

Despite the growing threat of climate change and global warming, ETC is cognisant that driving sustainable development is imperative to achieving continued growth and success for the Group. Accordingly, our Board strives to capitalise on the opportunities to be good stewards of the environment and integrate Environmental, Social, and Governance ("ESG") considerations across our business operations. Additionally, based on the contents of the report, we have integrated several of the Task Force on Climate-related Financial Disclosures ("TCFD") recommendations. Nevertheless, we strives to progressively disclose the 11 TCFD recommendations in the subsequent sustainability report.

The Board, assisted by the ETC's Sustainability Management Committee ("SMC"), is responsible for the monitoring, and overseeing of ESG issues as part of its strategic formulation annually. Through the materiality assessment, SMC identifies the materiality topics and embeds their underlying implications into the Group's strategic direction. To ensure transparent and focused implementation of ETC's sustainability strategy, this Report was prepared based on the internationally recognised Global Reporting Initiative ("GRI") standards of reporting our performance and was also guided by the United Nations Sustainable Development Goals ("UN SDGs").

We greatly appreciate the support provided by all our stakeholders along this journey, and we look forward to working with all stakeholders to build a sustainable future together.

Yours faithfully,

For and on behalf of the Board

Joseph Lim
Executive Director and Chief Executive Officer

ABOUT THIS REPORT

Scope of Report
This Report focuses on the ESG performance, sustainability strategy and practices, as well as metrics and targets of the Group's operations for the financial year ended 31 December 2022. The date disclosed and contents within this report have been prepared in good faith and to the best of our knowledge, the Group would like to share its commitment to managing the impact of key ESG issues with its various stakeholders through this report.

Reporting Framework
This Report has been approved by the Board and prepared in accordance with the sustainability reporting requirements set out in the Singapore Exchange Securities Trading Limited ("SGX") Listing Manual (Rules 711A and 711B), GRI Standards: Core Option, and the TCFD. The GRI Standards were selected as our reporting framework because it provides guiding principles on report content and quality as well as suggests specific performance disclosures relevant to our material ESG topics. The content of this report is defined by the four reporting principles established by GRI Standards as follows:

1. Stakeholder Inclusiveness: The Report context is determined based on various stakeholder engagements and internal discussions that ETC considers to be accountable.

2. Sustainability Context: This Report covers the Group's performance in various ESG aspects.

3. Materiality: Material issues in this Report are determined through stakeholder engagements and internal discussions. All relevant factors are then weighted according to their respective importance to stakeholders, as well as their impact on ETC's business.

4. Completeness: This Report covers the impacts that ETC contributes to the material topics during the reporting period using all relevant data and information collected.

Report Content and Quality
This Report aims to provide an integrated overview of the Group's initiatives and strategies related to sustainability and responsible business development. To ensure content quality, we have applied GRI's principles of accuracy, balance, clarity, comparability, reliability, and timeliness, as well as TCFD's seven principles for effective disclosure, including disclosures should represent relevant information; be specific and complete; be clear, balanced and understandable; be consistent over time; be comparable among companies within a sector, industry or portfolio; be reliable, verifiable and objective; and be provided on a timely basis.

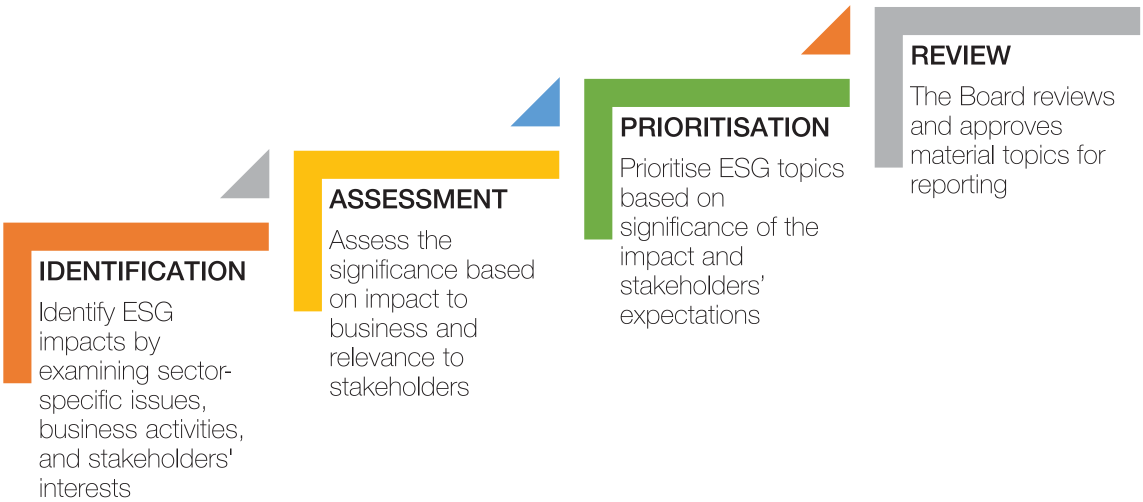
In view of SGX's enhanced listing rules for listed companies to subject ESG data for internal review for financial year beginning on or after 1 January 2022, the Group's sustainability reporting process was subjected to an internal review in accordance with the approved internal audit plan for FY2022.

Feedback
As part of our continuous efforts on improving our sustainability performances, we welcome any question, comment, or feedback on any aspect of this Report. Please write to: info@etcsingapore.com.

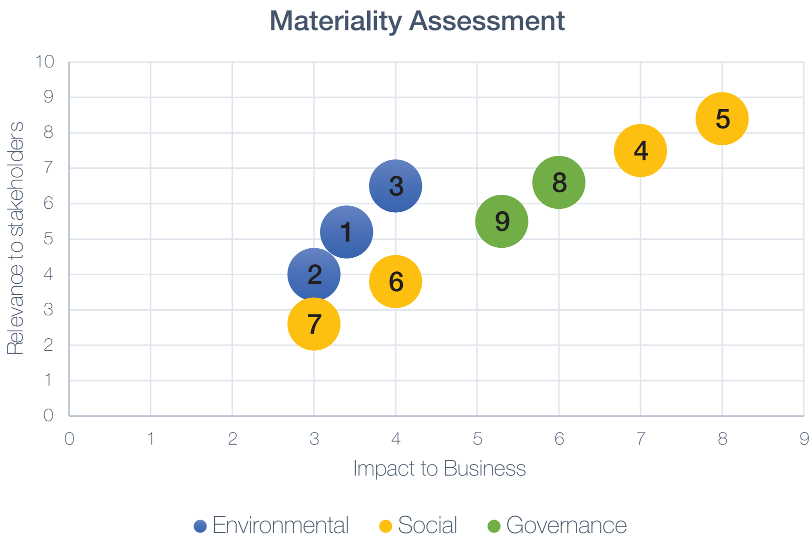
SUSTAINABILITY **REPORT**

MATERIALITY ASSESSMENT

Through various channels and feedback mechanism, we regularly assess and review the relevance of the issues material to our business. We have identified the key ESG issues that are most significant to our business and stakeholders. The materiality assessment was conducted according to the GRI guidelines and topics are prioritised based on the materiality matrix. The Group adopts the following four-step process to define the material topics:



As illustrated below, these topics were subsequently placed on a materiality matrix, and their relative position is dependent on their impact on our Group's business and their importance to stakeholders. We have identified 9 key ESG material topics of varying degrees of impact to the Group's business and importance to stakeholders as follows:



Legend

Environmental	Social	Governance
1: Greenhouse Gas Emissions	4: Employment Practices	8: Business Conduct and Ethics
2: Energy Efficiency	5: Occupational Health and Safety	9: Anti-corruption Practices
3: Environmental Regulatory Compliance	6: Training and Development	
	7: Labour Standards	

SUSTAINABILITY **REPORT**

OUR ALIGNMENT WITH THE UN SDGS

At the United Nations Sustainable Development Summit in 2015, the UN General Assembly adopted the 2030 Agenda for Sustainable Development which includes 17 Sustainable Development Goals ("UN SDGs"). The 17 UN SDGs form a shared agenda for environmental improvement, social empowerment, and greater equality. ETC is also committed to supporting the UN SDGs, of which we have adopted 5 that are most aligned with our business operations and material issues. They are Goal 3: Good Health and Well-Being; Goal 5: Gender Equality; Goal 11: Sustainable Cities and Communities; Goal 13: Climate Action; and Goal 16: Peace, Justice and Strong Institutions. These goals underpin our support for sustainable development.

Our Material Topics	Our Commitment	Our Practices	Contribution to UN SDGs
Environment: • Greenhouse Gas Emissions • Energy Efficiency • Environmental Regulatory Compliance	• Ensuring efficient use of environmental resources to reduce environmental footprint from our business activities. • Minimising our electricity consumption in our operations.	• The buildings in our Golden City Project are equipped with light emitting diode ("LED") lighting to enhance energy efficiency. • We have reduced paper usage by using both sides of scrap paper.	 

SUSTAINABILITY **REPORT**

Our Material Topics	Our Commitment	Our Practices	Contribution to UN SDGs
Social: • Employment Practices • Occupational Health and Safety • Training and Development • Labour Standards	• ETC embraces fair employment practices and selects candidates based on merit, regardless of their age, gender, nationality, religion and sexual orientation. • ETC offers attractive remuneration packages and opportunities for career growth to attract new talents and retain existing employees. • We are committed to providing development opportunities to our employees. • We are dedicated to creating a safe working environment for our employees to promote positive health and well-being effects.	• Our employees undergo orientation program, on-job trainings, and in-house training programmes. • Safety inspections are conducted periodically on our buildings and timely rectification works are performed for any faults identified. • Adopt fair employment and merit-based practices.	
Governance: • Business Conducts and Ethics • Anti-corruption Practices	• ETC's Whistle Blowing Policy encourages the reporting any non-compliance regarding possible malpractice or improprieties. • We are committed to upholding fair and ethical business conduct as well as complying with the applicable law and regulations as well as industry best practices. • We have adopted zero-tolerance for acts such as fraud, bribery, and corruption.	• Adopt corporate governance practices consistent with the Singapore's Code of Corporate Governance. • As the Group operates in Singapore and Myanmar, we are required to comply with the law and regulations in these jurisdictions.	

SUSTAINABILITY **REPORT**

STAKEHOLDER ENGAGEMENT

At ETC, we are cognisant of the importance of engaging our stakeholders by understanding their expectations and concerns, as well as constantly engaging our stakeholders through various channels to forge a trusting relationship and achieve our objectives. Both internal and external stakeholders are crucial to us as they can make a positive and meaningful impact on our business activities.

The table below summarises our stakeholder groups, current platforms, frequency of engagement as well as the stakeholders' key concerns to sustainability.

Stakeholder	Current Engagement Platforms	Frequency	Key Concerns
Employees	Performance appraisal	Annual	▪ Remuneration and benefits ▪ Employee safety and well-being ▪ Training and development opportunities ▪ Fair and competitive employment practices ▪ Work-life balance
	Training programmes and courses	Ad-hoc	
	Platform for submission of feedback	Perpetual	
	Dialogue session with senior management	Annual	
	Clients' satisfaction surveys	Ad-hoc	
	Verbal communications	Perpetual	
Customers	Quality assurance	Perpetual	▪ Quality properties sold and leased to customers ▪ Timely response to customer feedbacks and complains ▪ Customer information protection
	Project progress monitoring	Monthly	
	Customer feedback channels	Ad-hoc	
	Social Media channel	Ad-hoc	
Investors and Shareholders	Annual/Extraordinary General Meetings	Annual	▪ Financial stability and long-term growth plans ▪ Sustainability efforts ▪ Compliance with listing requirements ▪ Risk Management ▪ Sound corporate governance
	Financial result announcements	Quarterly	
	SGX announcements	Ad-hoc	
	Company website	Perpetual	
	Shareholders' dialogue sessions	Annual	
	Annual report and Sustainability Report	Annual	
Government and Regulators	Meetings, briefings and reporting	Ad-hoc	▪ Compliance updates with regulatory requirements ▪ Corporate governance ▪ Timely data reporting ▪ Participating in stakeholder consultations by government agencies • Sustainability reports
	Correspondences through emails and letters	Ad-hoc	
Community	Community outreach initiatives	Ad-hoc	▪ Corporate social responsibility ▪ Safe environment ▪ Sustainable and responsible business practices

SUSTAINABILITY **REPORT**

ENVIRONMENTAL

As the world rallies to meet the required goal of limiting global temperature rise to well below 2℃ as set out in the Paris Agreement, the Group recognises the imperative need to curtail our ecological footprint and operate sustainably. We strive to do our part to reduce greenhouse gas ("GHG") emissions in our business activities, and work towards developing strategies to build climate resilience across our business divisions. The first step is to understand potential risks and opportunities from climate change and their financial impact on our businesses.

TCFD REPORT

Governance Structure

The Board has ultimate responsibility for the Group's sustainability strategy, including setting strategic objectives that focus on climate-related risks and opportunities. The Board regularly evaluates potential climate-related risks and opportunities as part of the comprehensive risk assessment and maintains strategic risk management oversight. The Board also determines material ESG factors, including climate-related metrics and targets.

The Board is supported by the Group's SMC, which takes a proactive role in developing the Group's sustainability practices, as well as implementing climate strategies and policies. The SMC is led by the Group's Chief Sustainability Officer, with the assistance of respective Department Heads. The SMC comprises of senior business leaders from across businesses and provides regular updates to the Board.

Roles and Responsibilities

Designation	Roles	Responsibilities
Chief Sustainability Officer	Develops Group's plans and executes its strategies, metrics, as well as targets to address the climate-related risks and foster a culture of sustainability	▪ Provide strategic guidance and formulate Group's sustainability strategy ▪ Identify climate-related risks and opportunities ▪ Review climate-related metrics and targets ▪ Reviews the financial performance of climate-related risks and opportunities undertaken by the Group ▪ Coordinate reporting and disclosures
Department Heads	Assistant roles to support various sustainability practices conducted by SMC	▪ Ensure compliance with applicable laws and regulations relating to environment and climate change ▪ Works closely with the Chief Sustainability Officer to assess and manage climate-related risks and opportunities

Strategy

Our strategy is to transform ETC into a climate-resilient and future-fitted business. Our overarching climate strategy is to identify, assess and mitigate potential impacts of climate-related physical risks and transition risks in our business. We also seek to capitalise on climate-related opportunities with the global transition to a lower-carbon economy by 2030 and a net-zero standard by 2050. We expect our strategies to evolve as we progress with a deeper analysis of risks and opportunities over the coming years.

An overview of our approach

To assess the impacts of climate change on our business, the TCFD recommends undertaking scenario analysis as a way of testing the business under different climate scenarios. We selected two climate scenarios for the purpose of our assessment. Firstly, in our Paris-aligned scenario, we assessed transition risks by using a scenario where the rise in global temperatures is limited to an average of well below 2°C above pre-industrial levels. Secondly, in our no mitigation scenario we assessed physical risks by selecting a stressed physical scenario which assumes limited policy changes are implemented to curb the current volume of emissions, resulting in an increase of 4°C in average global temperatures.

SUSTAINABILITY **REPORT**

Scenario	Paris-aligned scenario (below 2°C)	No mitigation scenario (4°C)
Rationale	We selected this scenario to assess the transition impacts in an economy shifting to a low carbon world. It reflects actions required to limit global warming to under 2°C.	We selected this scenario to assess our physical risk under a high-emission scenario, consistent with a future with limited policy changes to reduce emissions.
Underlying model	International Energy Agency's Sustainable Development Scenario	Intergovernmental Panel on Climate Change ("IPCC") Representative Concentration Pathway 8.5
Used to analyse	Transition impacts	Physical impacts
Assumptions	Transition features: • Carbon price introduced • Fossil fuel subsidies phased out by 2050 in net-importers and by 2035 in net-exporters • Increased generation from renewable energy	Physical features: • Global emissions continue to rise because of high carbon intensity • Global mean sea level rise of 0.63m by 2100 • High frequency and intensity of heat waves and extreme precipitation events

Climate-Related Risks and Opportunities

Taking into account the above scenario, we have identified the following risks and opportunities, as well as their impacts on our business should the above scenario materialise.

Climate-Related Risks	
Risk Type	**Impact**
Physical Risks	
Acute Increased severity of extreme weather events such as frequent flooding	▪ Prolonged project timeline ▪ Disrupted supply chain ▪ Reduced revenue from project investment
Chronic Rising mean temperatures	▪ Longer dry spells leading to higher electricity costs ▪ Increased thermal stress will affect the indoor environmental quality and occupant health in buildings ▪ Lowered work productivity
Transition Risks	
Policy and Legal	▪ Increased compliance costs and the operation costs ▪ Increased insurance premiums
Technology	▪ Capital investments into technology development ▪ Cost of adoption ▪ Reduced demand for services
Market	▪ Shifts in energy and water costs ▪ Changing customer preferences such as demand for smart building facilities and green real estate could make our services less attractive
Reputation	▪ Reduced return on investment from negative image ▪ Reduction in capital availability

SUSTAINABILITY **REPORT**

Climate-Related Opportunities	
Resource Efficiency	▪ Enhancing energy efficiency and water conservation in our operations and business properties can reduce costs
Energy Sources	▪ Reduced exposure to fossil fuel price increase ▪ Returns on investment in low-emission technology ▪ Increased energy resilience
Products and Services	▪ Enhanced competitiveness ▪ Offerings with green projects with smart and sustainable features can attract customers

Risk Management

ETC also acknowledges that maintaining a sound system of risk management is imperative to safeguarding the interests of the company and foster trust with our shareholders. To keep abreast of any changes in existing regulatory requirements and maintain good corporate governance, ETC has formulated an Enterprise Risk Management ("ERM") Framework to guide the Group's management approach and mitigate sustainability-related risks.

With this systematic ERM framework in place, the Group's capabilities in identifying and mitigating any risks, coupled with competencies are continuously enhanced. As part of our annual ERM exercise, ESG risks are considered regular business risks and are identified, assessed, and managed to ensure that these risks remain within our risk appetite.

The table below illustrates our key mitigation strategies for material transition risks.

Climate-Related Risks	
Risk Type	**Mitigating Measures**
Transition Risks	
Policy and Legal	▪ Use of sustainable practices that are compliant with laws and regulations ▪ Adoption of renewable energy
Technology	▪ Switch to low-emission technologies
Market	▪ Prioritise the reduction of emissions and air pollutions in our value chain ▪ Leverage on opportunities to develop new markets
Reputation	▪ Work closely with stakeholders to promote environmental-friendly practices in value chain

Metrics and Targets

In addition to our existing metrics and targets, we continue to look at how best to enhance disclosures on implementing our Net Zero Roadmap by 2050. This includes improving our ability to identify and measure emissions, working with our suppliers and customers, and exploring new ways in which we can use analytics, automation, and artificial intelligence to enhance decision making and transparency.

GREENHOUSE GAS EMISSIONS

The majority of GHG emissions within our operations arise from our use of electricity and fuel (petrol). Activities from our projects are key driver of GHG emissions. We monitor our GHG emissions regularly and report Scope 1 direct emissions and Scope 2 indirect emissions in line with the GHG Protocol and the GRI Standards. Our Group contributes to air pollution mainly through 2 streams, in terms of combustion of fossil fuels from the use of motor vehicles (Scope 1 Emissions) and consumption of purchased energy (Scope 2 Emissions).

Motor vehicles (Scope 1 Emissions)

The burning of fossil fuels within motor vehicles gives rise to the emission of air pollutants. Key air pollutants include nitrogen oxides ("NO_x"), sulphur oxides ("SO_x") and particulate matter ("PM"). The introduction of these pollutants to the atmosphere has deleterious impacts, which include global warming, the formation of acid rain, lower visibility and the development of respiratory issues like lung cancer.

To further curtail our emissions, we ensured that the vehicles are fuel efficient, equipped with eco-friendly technology, and comply with the emission standards. Regular maintenance is performed to ensure optimal engine performance and fuel consumption. We are also reducing the number of private cars we owned, which in turn reduces our petrol consumption.

SUSTAINABILITY **REPORT**

Environmental performance in FY2022

Pollutant	NO_x	SO_x	PM	CO_2	CH_4	N_2O
Emission Factor	3.1332	0.0161	0.3106	2.614	0.0000145	0.000072
Global Warming Potential (GWP)[1]	5	–	–	–	21	310

	FY2022
Fuel Used	Petrol
Fuel Consumed (l)	4,655
Total Travelling Distance (km)	69,825
NO_x Emissions (g)	218,776
SO_x Emissions (g)	75
PM Emissions (g)	21,688
CO_2 Emissions (tCO_2e)	12
GHG Emissions (tCO_2e)	12
Number of employees	42
GHG Intensity (tCO_2e/employee)	0.29

Electricity Consumption (Scope 2 Emissions)

Our GHG emissions are generated from the consumption of purchased energy in the form of electricity, which is a by-product of the burning of fossil fuels. Electricity is an indispensable part of our business operations to run the various electrical appliances.

Our Group strives to minimise our electricity consumption by adopting the following sustainable measures:

- Turning off any electrical appliance when not in use;
- Performing regular maintenance of equipment to optimise energy efficiency; and
- Purchasing only energy-efficient electrical appliances, such as LED lights and refrigerators with an NEA Tick Rating System of 4 and above.

Environmental performance in FY2022

Pollutant	CO_2	CH_4
Emission Factor	0.425	0.00212
Global Warming Potential (GWP)[2]	–	21

[1] https://unfccc.int/resource/docs/natc/mmrnc1.pdf
[2] https://unfccc.int/resource/docs/natc/mmrnc1.pdf

SUSTAINABILITY **REPORT**

	FY2022
Electricity Consumed (kWh)	123,018
CO_2 Emissions (tCO_2e)	52
CH_4 Emissions (tCO_2e)	6
Total GHG Emissions (tCO_2e)	58
Number of Employees	42
GHG Intensity (tCO_2e/employee)	1.38

Business Travel (Scope 3 Emissions)

Business travel includes emissions from the transportation of employees for business-related activities operated by third parties, such as aircraft.

To continue reducing emissions in our value chain, we aim to implement a variety of actions to curtail Scope 3 emissions. For instance, by encouraging more efficient travel and lower-emitting modes of transportation, as well as providing incentives for carpooling and adopting telecommuting programs.

Environmental performance in FY2022

	FY2022
Total Number of flights	18
Total Travelling Distance (km)	31,144
CO_2 Emissions (ton)	2.88
Number of Employees	42
GHG Intensity (tCO_2e/employee)	0.07

Moving forward, we will continue to collect data for this stream of emissions to allow for comparisons between reporting periods, and strive to curtail our GHG emissions by 3% in FY2023 through more efficient use of fuels, reduce electricity usage as well as select mode of transportation with low carbon footprint for business travel.

ENERGY EFFICIENCY

We are committed to adopting energy-efficient LED lightbulbs, that are more durable as opposed to traditional incandescent bulbs, and do not compromise on lighting levels. Moreover, the ETC SMC has inculcated a spirit of environmental stewardship within fellow employees by reminding them to turn off the lights when they are no longer in use, and advocating for digital documentation wherever possible. Should printing be required, employees are encouraged to print double-sided or reuse unwanted paper if they are printing single-sided. Additionally, the eco-friendly practice of recycling paper is adopted and widely practised across the office.

Beyond promoting environmental friendliness, these initiatives also aim to enhance ETC's business and operations – increased productivity, lower consumption of natural resources, reduced wastage and pollution, creating a competitive edge and an overall improved financial performance.

ENVIRONMENTAL REGULATORY COMPLIANCE

Complying with applicable laws is a top priority for the Group, vital for maintaining our stakeholder trust and avoiding non-compliance penalties, stop-work orders, and reputation damage. As we grow our business, we are committed to reducing the environmental impacts of our business activities through business relationships with customers, stakeholders and investors. We regularly review on environmental and public health regulations to update and implement the necessary policies and practices. In FY2022, there were no reported non-compliances with Singapore's and Myanmar's environmental and public health regulations.

SUSTAINABILITY **REPORT**

Targets and Performance

Moving forward, to further demonstrate ETC's efforts of being an environmental steward, we seek to take bolder climate actions and establish the following targets.

Material Topics	Short-Term Target (1-2 years)	Medium-Term Target (5 years)	Long-Term Target (2030)
Greenhouse Gas Emissions	▪ Adopt use of renewable energy sources and vehicles with lower emissions.	▪ Reduce GHG emission levels and emission intensities by 20%. ▪ Track Scope 3 emissions	▪ Reduce GHG emission levels and emission intensities by 30%. ▪ Analyse rational scenario analysis.
Energy Efficiency	▪ Reduce electricity consumption and intensities by 8%. ▪ Adopt use of energy efficient features and fittings.	▪ Reduce electricity consumption and intensities by 20%. ▪ Adopt more usage of energy efficient features and fittings.	▪ Reduce electricity consumption and intensities by 30%. ▪ Achieve 70% of features and fitting are energy efficient and environmental friendly.
Environmental Regulatory Compliance	▪ Maintain Zero incidents of environmental related fines.	▪ Maintain zero incidents of environmental related fines.	▪ Maintain zero incidents of environmental related fines.

SUSTAINABILITY **REPORT**

SOCIAL

At ETC, we firmly believe in caring for our employees so that we can continue to grow sustainably. We are committed to providing a conducive and collaborative working culture that empowers the development of our employees to their greatest potential. Training courses and development opportunities are provided to our employees, which generate a lasting impact on our staff improvement and the resilience of the Group as a whole.

We work towards creating an inclusive workplace environment, committed to mutual respect, fairness, and equality for all our staff and workers. In FY2022, there were a total number of 42 employees, which reflects a decrease of 7% as compared to FY2021. Among all the employees, there were 20 males and 22 females, which accounts for 48% and 52% respectively. As of 31 December 2022, the were a total number of 8 new joiners, with the employee turnover rate at approximately 31%.

Employment Practices

We adopt fair and performance-based employment and recruitment practices to attract the best-suited individuals and foster a positive corporate culture for our people. ETC has formulated our employee handbook and various policies, including hiring, termination, and retirement procedures.

Moreover, we seek to embrace fair workplace practices with equal employment and promotion opportunities for all our employees. We conduct annual performance appraisal to identify development gaps and training needs of our employees. Additionally, we also obtain feedbacks from our employees concerning the working environment and their expectations during the annual performance review to ensure that the Group can meet their personal development needs and career aspirations.

Furthermore, we are committed to providing a workplace that is free of harassment or discrimination based on gender, physical or mental state, race, nationality, religion, age, family status or sexual orientation; or any other attribute recognised by the Singapore laws. We will respond promptly to any complaints, grievances and concerns raised by our employees regarding any form of discrimination and/or harassment.

Occupational Health and Safety

At ETC, implementing a safety-first culture is an integral part of our business model. We comply with national safety regulations and align our work processes with industry standards. Also, we maintain rigorous safety standards to ensure workplace health and safety for our employee in Singapore and Myanmar. Specifically, safety inspections are conducted periodically on our buildings and timely rectification works are performed for any faults identified.

Moreover, to continuously protect our employees from COVID-19 and conduct our business responsibly, we practice flexible working hours to promote work-life harmony for our employees. Employees returning to the workplace are encouraged to self-test when they feel unwell or had recent contact with an infected person. For employees who are physically onsite at the workplace, mask-wearing is required indoors except when not interacting in person with another individual present in that area. Most importantly, our workplace, common spaces and touchpoints in office space are also regularly cleaned.

In FY2022, there were no incidences of work-related injuries.

Training and Development

At ETC, we believe in training and development programmes are essential in contributing to the development of our employees, and enhance our business operations. Qualified employees create long-term value for both the Group and our stakeholders. Each year, we ensure that our employees are offered both internal and external trainings courses and programmes to keep abreast with industry trends as well as fulfil compliance-related training where relevant. Additionally, we have put in place orientation program, on-job trainings and in-house training programmes to facilitate seamless integration of new hires, and align them with our mission, vision, as well as core values, and corporate cultures.

Furthermore, ETC complies with SGX's new requirement for Directors to undergo mandatory sustainability training. Pursuant to the Rule 720(6) of the Catalist Rules, the directors of the Company had also undergone training on sustainability matters as prescribed by the SGX-ST in FY2022.

In FY2022, various training courses and workshops were conducted for our staff to enhance their employability skills and stay relevant in the workplace. In particular, all confirmed employees interested in any continual courses can discuss with department heads on the partial or full sponsorship of the course fee. On average, our Singapore employees have achieved an estimated 18 hours of training in FY2022, which nearly twice the training hours of FY2021.

Labour Standards

Our Group policy bars discrimination, child labour and forced labour in our operations and project development processes. Our policy covers the following:

a) Non-discrimination: We prohibit discrimination in employment on any grounds, including gender, age, race, ethnicity, religion, marital status, pregnancy and disability;

b) Child Labour: We prohibit child labour in our business operations. We have determined that there is no risk of child labour in our business in Singapore and Myanmar; and

c) Forced Labour: We prohibit forced labour in our business operations. We have determined that there is no risk of forced labour in our business in Singapore and Myanmar.

In particular, we have formalised the minimum age requirement of 18 years old in our recruitment policies, and the Human Resource department is responsible for collecting as well as verifying the personal data and information provided by new hires. In addition, a legal-binding employment contract is signed with each employee.

In FY2022, there were no incidences of non-compliance relating to discrimination, child labour, forced or compulsory labour involved in our business practices.

SUSTAINABILITY **REPORT**

TARGETS AND PERFORMANCE

Moving forward, to better align our target with our strategic objectives of providing fair employment opportunities and cultivating a collaborative mindset for the workforce of the future, we have established the following targets.

Material Topics	Short-Term Target (1-2 years)	Medium-Term Target (5 years)	Long-Term Target (2030)
Employment Practices	• Improve employee retention rate and achieve zero incident of non-compliance with employment regulations and performance practices.	• Maintain zero incident of non-compliance with employment regulations and performance practices. • Achieve gender equality and racial diversity.	• Maintain gender equality and racial diversity as well as maintain low employee turnover (<30%). • Maintain zero incident of non-compliance with employment regulations and performance practices.
Occupational Health and Safety	• Maintain zero incidents of non-compliance with health and safety laws, as well as regulations concerning the health and safety of our office space.	• Maintain zero incidents of non-compliance with health and safety laws, as well as regulations concerning the health and safety of our office space.	• Maintain zero incidents of non-compliance with health and safety laws, as well as regulations concerning the health and safety of our office space.
Training and Development	• Offer internal and external training courses that are beneficial to the personal development and career progression of our employees at all levels.	• Continue providing internal and external training courses and programmes that are of interest to our employees, and increase the average of training man-hours by 20%.	• Continue providing internal and external training courses and programmes that are of interest to our employees, and increase the average of training man-hours by 30%.
Labour Standards	• Maintain zero incidents of non-compliance with discrimination, child labour, forced or compulsory labour involved in our business practices.	• Maintain zero incidents of non-compliance with discrimination, child labour, forced or compulsory labour involved in our business practices.	• Maintain zero incidents of non-compliance with discrimination, child labour, forced or compulsory labour involved in our business practices.

SUSTAINABILITY **REPORT**

GOVERNANCE

The Group is committed to upholding our reputation and fostering stakeholders' trust in our business operation as we firmly believe that high corporate governance standards and complies with the Code of Corporate Governance 2018 are imperative to our sustainability and development. At ETC, we believe that good corporate governance provides the framework for an ethical and accountable corporate environment, which is fundamental to the long-term sustainability of the Group's businesses and performance, as well as the protection of shareholders' interests.

The Board has an appropriate level of independence as well as diversity of thought and background in its composition to enable it to make informed decisions in the best interests of the Group. Moreover, the composition of the Board is reviewed on an annual basis by the Nominating and Corporate Governance Committee to ensure that the Board has the appropriate mix of diversity, expertise and experience. As the industry is male-dominated, there were no female board director and only 1 female senior management reported in FY2022. Please refer to page 37 of the Annual Report for more details on the Group's Corporate Governance.

Business Conduct and Ethics

At ETC, we are committed to conducting business in an ethical and transparent manner. We strive to conduct our business dealings with the highest integrity and transparency by implementing and adhering strictly to Whistle Blowing Policies as well as applicable legal and regulatory compliance.

Whistleblowing Policy

The Group has established a whistleblowing policy and procedures as an avenue for our employees to raise concerns regarding any possible malpractice or improprieties in any matter. Under this policy, employees or any other persons may report suspected matters of wrongdoing affecting the Group to the Chairman of the Audit Committee ("AC") and/or member of the AC. All reports are confidential, and the identity of the employee or any other person that made the report will be protected. In FY2022, there were no incidents of whistle-blowing cases.

Legal & Regulatory Compliance

Compliance with relevant rules and regulations is paramount to the Group's integrity and ability to foster trust among stakeholders, which allows us to further establish our presence in the field of the real estate service industry. Some examples of the laws and regulations in Singapore that ETC needs to comply with and adhere to are as follows:

- Employment Act and Employment of Foreign Manpower Act;
- Companies Act 1967;
- Catalist Rules;
- Personal Data Protection Act; and
- COVID-19 (Temporary Measures) Act 2020.

As the Golden City project is situated in Myanmar, the Group is also required to comply with laws and regulations in Myanmar, such as the following:

- Myanmar Investment Rules 2017;
- Employment and Skill Development Law 2013;
- The Environmental Conservation Law 2012; and
- Social Security Law 2012

In FY2022, there were no incidents of non-compliance, and no violation of any applicable regulations in the jurisdiction in which the Group's business operates.

Anti-corruption Practices

ETC adopts a firm stance on bribery and maintains a zero-tolerance position against all forms of corruption, including bribery, extortion, fraud and money laundering. Our commitment and values are guided by our Code of Ethics which is accessible to all employees via the Group's website. Our Anti-Corruption Policy prohibits dishonest and fraudulent behaviour, which includes offering, promising, authorising, providing or receiving any kickback. We also require all employees to comply with all applicable local anti-bribery laws where the Group operates.

In FY2022, there were no reported cases against the Group or its employees regarding corruption or money laundering practices.

SUSTAINABILITY **REPORT**

TARGETS AND PERFORMANCE

ETC has zero cases of non-compliance with laws and regulations during FY2022. As robust corporate governance and ethical business practices are imperative to ETC's branding, reputation, and fulfilment of sustainability objectives, the Group aims to continue its compliance with all applicable regulations and the Code of Governance.

Material Topics	Short-Term Target (1-2 years)	Medium-Term Target (5 years)	Long-Term Target (2030)
Business Conduct and Ethics	• Maintain zero incidents of non-compliance with laws and regulations. • Establish Sustainability Risk Framework.	• Maintain zero incidents of non-compliance with laws and regulations.	• Maintain zero incidents of non-compliance with laws and regulations.
Anti-corruption Practices	• Maintain zero incidents of non-compliance with anti-corruption laws and regulations.	• Maintain zero incidents of non-compliance with anti-corruption laws and regulations.	• Maintain zero incidents of non-compliance with anti-corruption laws and regulations.

SUSTAINABILITY **REPORT**

GRI CONTENT INDEX

GRI Standard	Disclosure Number & Title	Section Reference
GRI 2: General Disclosures 2021	2-1 Organisational details	Annual Report: Financial Statements
	2-2 Entities included in the organisation's sustainability reporting	Annual Report: Financial Statements
	2-3 Reporting period, frequency and contact point	Sustainability Report: About this report
	2-4 Restatements of information	Not applicable
	2-5 External assurance	ETC has not sought external assurance for this reporting period, and may consider it in the future
	2-6 Activities, value chain and other business relationships	Annual Report – Report of Corporate Governance
	2-7 Employees	Sustainability Report: Social
	2-8 Workers who are not employees	Not applicable
	2-9 Governance structure and composition	Sustainability Report: Governance
	2-10 Nomination and selection of the highest governance body	Annual Report – Report of Corporate Governance
	2-11 Chair of the highest governance body	Annual Report – Report of Corporate Governance
	2-12 Role of the highest governance body in overseeing the management of impacts	Annual Report – Report of Corporate Governance
	2-13 Delegation of responsibility for managing impacts	Annual Report – Report of Corporate Governance
	2-14 Role of the highest governance body in sustainability reporting	Annual Report – Report of Corporate Governance
	2-15 Conflicts of interest	Annual Report – Report of Corporate Governance
	2-16 Communication of critical concerns	Annual Report – Report of Corporate Governance
	2-17 Collective knowledge of the highest governance body	Annual Report – Report of Corporate Governance
	2-18 Evaluation of the performance of the highest governance body	Annual Report – Report of Corporate Governance
	2-19 Remuneration policies	Annual Report – Report of Corporate Governance
	2-20 Process to determine remuneration	Annual Report – Report of Corporate Governance

SUSTAINABILITY **REPORT**

GRI Standard	Disclosure Number & Title	Section Reference
	2-21 Annual total compensation ratio	Annual Report – Report of Corporate Governance
	2-22 Statement on sustainable development strategy	Annual Report – Report of Corporate Governance
	2-23 Policy commitments	Annual Report – Report of Corporate Governance
	2-24 Embedding policy commitments	Annual Report – Report of Corporate Governance
	2-25 Processes to remediate negative impacts	Annual Report – Report of Corporate Governance
	2-26 Mechanisms for seeking advice and raising concerns	Annual Report – Report of Corporate Governance
	2-27 Compliance with laws and regulations	Annual Report – Report of Corporate Governance Sustainability Report: Social
	2-28 Membership associations	ETC has memberships and association with relevant organisations
	2-29 Approach to stakeholder engagement	Sustainability Report: Stakeholder Engagement
	2-30 Collective bargaining agreements	Not applicable, no collective bargaining agreements are in place
GRI 3: Material Topics 2021	3-1 Process to determine material topics	Sustainability Report: Materiality Assessment
	3-2 List of material topics	
	3-3 Management of material topics	
Topic-specific disclosure		
GRI201: Economic Performance	201-1 Direct economic value generated and distributed	Annual Report: Financial Statements
GRI 205: Anti-Corruption 2016	205-2 Communication and training about anti-corruption policies and procedures	Sustainability Report: Anti-corruption Practices
	205-3 Confirmed incidents of corruption and actions taken	
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	Sustainability Report: Environmental
	302-3 Energy intensity	
	302-4 Reduction of energy consumption	
	302-5 Reductions in energy requirements of products and services	

SUSTAINABILITY **REPORT**

GRI Standard	Disclosure Number & Title	Section Reference
GRI 305: Emissions 2016	305-2 Energy indirect (Scope 2) GHG emissions	Sustainability Report: Environmental
	305-4 GHG emissions intensity	
	305-5 Reduction of GHG emissions	
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	Sustainability Report: Employment Practices
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	
	401-3 Parental leave	
GRI 403: Occupational Health and Safety 2018	403-1 Occupational health and safety management system	Sustainability Report: Occupational Health and Safety
	403-6 Promotion of worker health	
	403-9 Work-related injuries	
	403-10 Work-related ill health	
GRI 404: Training and Education 2016	404-1 Average hours of training per year per employee	Sustainability Report: Training and Development
	404-2 Programmes for upgrading employee skills and transition assistance programs	
	404-3 Percentage of employees receiving regular performance and career development reviews	
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	Sustainability Report: Employment Practices
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	Sustainability Report: Employment Practices
GRI 408: Child Labour 2016	408-1 Operations and suppliers at significant risk for incidents of child labour	Sustainability Report: Labour Standards
GRI 409: Forced or Compulsory Labour 2016	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labour	Sustainability Report: Labour Standards

SUSTAINABILITY REPORT

TCFD DISCLOSURES

Code	TCFD Recommendations	Page Reference
Governance		
TCDF 1(a)	Describe the board's oversight of climate-related risks and opportunities.	17
TCFD 1(b)	Describe management's role in assessing and managing climate-related risks and opportunities.	
Strategy		
TCFD 2(a)	Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.	17 to 19
TCFD 2(b)	Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	
TCFD 2(c)	Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	
Risk Management		
TCFD 3(a)	Describe the organisation's processes for identifying and assessing climate-related risks.	19
TCFD 3(b)	Describe the organisation's processes for managing climate-related risks.	
TCFD 3(c)	Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	
Metrics and Targets		
TCFD 4(a)	Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	19 to 22
TCFD 4(b)	Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks.	
TCFD 4(c)	Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	

FINANCIAL **CONTENTS**

CORPORATE GOVERNANCE **REPORT**

The Listing Manual – Section B: Rules of Catalist ("**Catalist Rules**") issued by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") require an issuer to describe its corporate governance practices with specific reference to the principles and provisions of the Code of Corporate Governance issued on 6 August 2018 (the "**Code**") in its annual report. An issuer is also required to disclose any variation from any provisions of the Code together with an appropriate explanation for such variation and an explanation on how the practices it had adopted are consistent with the intent of the relevant principle in the annual report.

The Board of Directors ("**Board**") and the management of Emerging Towns & Cities Singapore Ltd. ("**ETC**" or the "**Company**") wish to assure its shareholders that they are committed to maintaining a high standard of corporate governance to protect the interests of shareholders, employees and customers, and to promote investors' confidence.

In accordance with Rule 710 of the Catalist Rules, this Corporate Governance Report dated 5 April 2023 (this "**Report**") sets out the Company's corporate governance practices, which have been adopted based on the Code. The Company believes that it has largely complied with the spirit and intent of the Code and in areas where the Company's practices have varied from the Code, rationale for the same is provided herein. The Company has also adopted, where appropriate, best practices set out in the Practice Guidance issued on 6 August 2018 (the "**Practice Guidance**"), which complements the Code by providing guidance on the application of the principles and provisions of the Code and setting out best practices for companies.

In addition to the Code, the Company has also adopted a code of ethics ("**Ethics**") to provide its employees with guidance on how to act in ways to prevent the Group, its employees and all those who come into contact with the Group from being exposed to harm. Copies of the Company's Ethics have been circulated to the Group's employees and may also be found at the Company's registered office.

BOARD MATTERS

The Board's Conduct of Affairs

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

The Board's principal roles include promoting long-term shareholder value, ensuring that the businesses of the Company and its subsidiaries (collectively referred herein as the "**Group**") are effectively managed and properly conducted by management and ensuring proper observance of corporate governance practices.

In addition to statutory duties and responsibilities, the Board's duties include the following:

(a) reviewing and approving the annual budget;

(b) reviewing and approving key business and financial strategies and objectives for the Group;

(c) reviewing and approving major corporate and/or financial restructuring and/or share issuance;

(d) reviewing and approving major transactions, including acquisitions, divestments, investments and capital expenditure;

(e) ensuring internal controls are in place and functional for the Group's continuing operations and which enables risks to be assessed and managed;

(f) overseeing risk management strategies;

(g) reviewing and approving periodic and annual results announcements;

(h) reviewing and approving the annual report and audited financial statements;

(i) reviewing and providing guidance to the management of the Company;

CORPORATE GOVERNANCE **REPORT**

(j) ensuring the adequacy of necessary financial and human resources to meet the Group's objectives;

(k) providing entrepreneurial leadership and setting strategic directions;

(l) establishing and maintaining the Company's values and standards and ensuring obligations to shareholders and others are understood and met;

(m) approving nominations to the Board and appointments of key personnel;

(n) ensuring the Group's compliance with all relevant and applicable laws and regulations; and

(o) assuming responsibility for the corporate governance of the Group.

The Board has set up three committees to assist in the execution of the Board's responsibilities. These committees ("**Board Committees**") include the Nominating and Corporate Governance Committee ("**NCGC**"), Remuneration Committee ("**RC**") and Audit Committee ("**AC**"). Each Committee functions within clearly defined terms of its respective charter. In particular, the NCGC reviews the effectiveness of the Board, AC, and RC, as well as each individual Director annually, while the Board reviews the effectiveness of the NCGC annually.

Directors' Attendance at Board, Board Committee Meetings and other Additional Meetings

The Board meets at least four times each year and at other times as and when required. Board Committees meet at certain time periods in accordance with their respective Charters or as needed. Meetings are held in person and by telephone conference to enable the widest possible participation by Directors, taking into account those who may be in different geographical locations. The Directors also engage in discussions via email correspondence. Where a decision has to be made before a Board meeting is convened, directors' resolutions in writing are circulated in accordance with the Constitution of the Company and the Directors are also provided with all relevant information and documents to allow them to make informed decisions.

The attendance of the Directors at meetings of the Board and Board Committees and general meetings of shareholders in the financial year ended 31 December 2022 ("**FY2022**") is tabulated below:

Directors' Attendance at Board, Board Committee Meetings and General Meetings of Shareholders Held During FY2022

	Board of Directors	Audit Committee	Nominating & Corporate Governance Committee	Remuneration Committee	General Meetings of Shareholders
Number of Meetings per Charter/Constitution	4	4	1	2	1
Number of Meetings Held	6	4	3	3	1

Name of Directors	No. of Meetings Attended	No. of Meetings Attended	No. of Meetings Attended	No. of Meetings Attended	No. of Meetings Attended
Ang Mong Seng	6	4	3	3	1
Joseph Lim[1]	6 (attended 2 by invitation)	4 (attended by invitation)	3 (attended by invitation)	3 (attended by invitation)	1

CORPORATE GOVERNANCE **REPORT**

Name of Directors	No. of Meetings Attended	No. of Meetings Attended	No. of Meetings Attended	No. of Meetings Attended	No. of Meetings Attended
Zhu Xiaolin[2]	6	4 (attended 1 by invitation)	3	3 (attended 2 by invitation)	1
Teo Cheng Kwee	6	4	3 (attended 2 by invitation)	3	1
Tan Thiam Hee[3]	1	1 (attended by invitation)	1 (attended by invitation)	1 (attended by invitation)	0

Notes:

1. Redesignated as the Chief Executive Officer and appointed as an Executive Director of the Company on 28 April 2022. The announcement in relation to the appointment was released via SGXNET on 31 March 2022.
2. Ceased as Group President and Executive Director of the Company on 28 April 2022 and was redesignated as Non-Executive Director of the Company on 28 April 2022. The announcements in relation to the cessation and redesignation were released via SGXNET on 22 April 2022.
3. Resigned as an Executive Director and Group Chief Executive Officer of the Company on 31 March 2022. The announcement in relation to Mr Tan's cessation as an Executive Director and Group Chief Executive Officer was released via SGXNET on 31 March 2022.

The announcement on the reconstitution of the Board and Board Committees, with effect from 28 April 2022, was released via SGXNET on 22 April 2022.

The Board's approval is required for all major matters such as corporate restructuring, mergers and acquisitions, investments, acquisitions and disposals of assets, major corporate policies on key areas of operations, the release of the Group's unaudited periodic results and annual results, interested person transactions of a material nature, and declaration of interim dividends and proposal of final dividends. All other matters are delegated to committees whose actions are reported to and monitored by the Board. The matters delegated are listed out in the charter of each committee.

The Board noted that formal documents have been adopted to set out the following:

(a) the approval matrix;

(b) delegation of limits of authority;

(c) the matters reserved for the Board's decision; and

(d) clear directions to management on matters that must be approved by the Board.

In the event that a Director is interested in any transactions of the Group or faces any other conflicts of interest, he shall be obliged to inform the Board accordingly and abstain from any discussions or making any recommendations or decisions in relation to that transaction or involving the issues of conflict.

The Company has a training budget for its Directors to attend courses and seminars, which is utilised as and when needed. The Company relies on and encourages its Directors to update themselves on new laws, regulations and changing commercial risks in the industry. Accordingly, information on courses or seminars in relation to the roles and responsibilities as a director of a listed company as well as revisions to laws or regulations (which are applicable to the Group) are disseminated to Directors. The NCGC has recommended that each Director should attend a minimum of 5 hours of director training and/or courses each year. To ensure that the Directors have the opportunities to develop their skills and knowledge, with effect from the financial year ended 31 December 2020, the Group Chairman has regularly reviewed and agreed with each Director on his training and professional development needs. In FY2022, pursuant to the Rule 720(6) of the Catalist Rules, the directors of the Company have undergone training on sustainability matters as prescribed by the SGX-ST.

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The Company also has in place orientation programs for newly-appointed Directors to ensure that they are familiar with the Group's structure, the Group's business, and its operations. New Directors will be expected to undergo orientation with the Company which includes meeting with the Group Chairman and the Executive Directors for an introduction to the business of the Group. Newly-appointed Directors are encouraged to attend formal courses to familiarise themselves with the regulatory environment in Singapore and the roles and responsibilities as a director of a listed company. The external auditors also brief the AC members on the developments in accounting standards (where applicable) during AC meetings whilst the Company Secretary periodically updates the Board on any changes in the regulatory environment in Singapore as well as those pertaining to the roles and responsibilities of a director of a listed company. Newly-appointed directors are provided with formal letters of appointment (setting out the directors' duties and obligations) at their appointment.

Changes to regulations and accounting standards are monitored closely by the management of the Company. To keep pace with regulatory changes, where these changes have an important bearing on the Company's or Directors' disclosure obligations (as determined by the management of the Company in consultation with professional(s)), Directors are briefed either during Board meetings or at specially-convened sessions conducted by professionals. Information relating to such regulatory changes is also circulated to the Board via email for their attention. Newly-appointed Directors will be briefed by the Group Chairman and the Executive Directors on the business activities of the Group and its strategic directions.

In order to ensure that the Board is able to contribute in a meaningful manner during Board meetings, the management provides the members of the Board with management accounts at each Board meeting, as well as relevant background information and documents relating to the items of business to be discussed at each Board meeting, such as copies of disclosure documents, budgets, forecasts and monthly internal financial statements, before the scheduled meeting. In respect of budgets, any material variance between projections and actual results are disclosed and explained to the Board. Key information relating to the Group's operations and finances are also circulated to the Board via email so that the Directors may monitor with ease the Group's performance as well as the management's fulfilment of goals and objectives set by the Board.

The Directors are also regularly briefed by the management of the Company on the business activities of the Group. The Directors are responsible for the Group's strategic directions as well as its corporate practices, and are accordingly also regularly briefed by the management of the Company on the day-to-day implementation of such strategic directions and corporate practices.

The Directors have separate and independent access to the management of the Company, including the Chief Executive Officer ("**CEO**"), former Group President and Assistant Financial Controller and Company Secretary of the Group. The Company Secretary and/or representatives from the Company Secretary's office attends all meetings of the Board and the Board Committees and prepares the minutes of such meetings. The minutes of such meetings are then circulated to the Board and the Board Committees, as the case may be. The Company Secretary also advises the Board on governance matters and ensures that the procedures for such meetings are in accordance with the Constitution and all applicable rules and regulations (including the requirements of the Singapore Companies Act 1967 and the Catalist Rules) are complied with. Further to the above, the Company Secretary helps to facilitate communications within the Board and the Board Committees and between management and the Directors. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The Company allows Directors to take independent professional advice on matters affecting the Group, and such costs will be borne by the Company. Further to the above, Directors have, at all times, unrestricted access to the Company's records and information.

The Group has also adopted the Ethics which sets out the principles and guidelines relating to, among other things, conflict of interests, transactions with suppliers and customers, transactions with related persons, confidentiality, and insider trading.

CORPORATE GOVERNANCE **REPORT**

Board Composition & Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

As at the date of this Report, the Board comprises the following members:

Ang Mong Seng BBM	Non-Executive Director and Independent Group Chairman
Joseph Lim	Executive Director and Chief Executive Officer
Teo Cheng Kwee	Non-Executive Director
Zhu Xiaolin	Non-Executive Director

Under the Constitution of the Company, the Board must comprise a minimum of two members. However, the Constitution of the Company does not impose any limit on the maximum number of Directors the Company may appoint. The composition of the Board is also reviewed on an annual basis by the NCGC to ensure that the Board has the appropriate mix of diversity, expertise and experience, and collectively possess the necessary core competencies for the effective functioning of and informed decision-making in the Company.

In view of the cessation of Mr Lim Jun Xiong Steven as an Independent Director of the Company on 5 April 2021, the Company has been unable to meet the requirements set out in Rule 704(7) of the Catalist Rules and Section 201B(4) of the Companies Act 1967 and to comply with the relevant principles and provisions of the Code in relation to the composition of the AC, RC and NCGC. The Company has been endeavouring to fill the vacancies in the said committees. As at the date of this Report, the Company was granted a final extension of time till 31 July 2023 to comply with Rule 704(7) of the Catalist Rules. The Company has since identified a potential candidate for the Independent Director position and to fill the vacancy in the Board Committees of the Company. The Company and the potential candidate have progressed to advanced discussions and it is intended that the potential candidate be appointed as Chairman of the AC, member of the NCGC and member of the RC. The Company will provide further updates once the details of the potential candidate's appointment are confirmed.

As disclosed in the Company's announcement dated 22 September 2021, the independent financial review (the "**Financial Review**") by the appointed independent reviewer, Nexia TS Advisory Pte Ltd ("**Nexia**"), has been completed. As disclosed in the Company's announcement dated 2 December 2022, the independent legal review (the "**Legal Review**") of the Group's dealings in Myanmar by the appointed independent reviewer, Kelvin Chia Partnership ("**KCP**"), has been completed. In view of the completion of the Financial Review and the Legal Review, the Company is now able to prioritise it efforts and attention on its operations as well as its existing limited resources and efforts on the divestment of its investment in Myanmar to potential investors with a goal to resume the trading of its securities. The Company will make regular updates to the SGX-ST and the Company's shareholders via SGXNET on the Company's future plans and progress towards the submission of a trading resumption proposal. As disclosed in the Company's announcement dated 31 March 2023, the Company is currently in advanced stages of discussions with a potential purchaser as well as a potential investor and will provide further updates if definitive and binding legal agreement(s) are entered into. As at the date of this Report, no definitive agreements in relation to any transactions have been entered into by the Group, and there can be no assurance or certainty that any discussions will be successfully concluded and any definitive agreements be entered into.

The Board considers an "**independent**" Director as one is independent in conduct, character and judgement, and who has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment in the best interests of the Company. Pursuant to Rule 406(3)(d) of the Catalist Rules and Practice Guidance 2, a director is deemed to be non-independent if:

(i) he (or an immediate family member) is or was a substantial shareholder or partner (with 5% or more stake) or executive officer or director of a third party providing or receiving significant payments or material services from the Company and/or subsidiaries in the current or immediate past financial year;

(ii) he is employed by the Company or its related corporations for the current year or any past three financial years;

(iii) he has an immediate family member who is employed or has been employed by the Company or its related corporations for the past three financial years and whose remuneration is determined by the RC;

CORPORATE GOVERNANCE **REPORT**

(iv) he has been a director for an aggregate period of more than 9 years (whether before or after listing). Such director may continue to be considered independent until the conclusion of the next annual general meeting of the Company;

(iv) he (or an immediate family member) is or has been directly associated with a substantial shareholder of the Company in the current or immediate past financial year; or

(v) he (or an immediate family member) provided to or received from the Company and/or its subsidiaries any significant payments or material services, other than compensation for board service, in the current or immediate past financial year.

The Board and the NCGC are of the opinion that the Independent Director satisfies the criteria of an "**independent**" Director. There are no Directors who have served on the Board beyond nine years as at the date of this Report.

As of date of this Report and for reasons disclosed in the earlier paragraphs, the Board comprises one Executive Director and three Non-Executive Directors. The Non-Executive Independent Group Chairman is an Independent Director, not the same person as the CEO and not part of the management team. The Chairman and the CEO are not immediate family members as defined in the Catalist Rules, and the Chairman does not have close family ties with the CEO as determined by the NCGC.

Although the Non-Executive Directors did not make up the majority of the Board prior to the resignation of Mr Tan Thiam Hee, the NCGC and the Board were of the view that it complied with the intent of Principle 2 of the Code, having considered that, amongst others, the Board was able to exercise independent judgment on corporate affairs and that no one individual group(s) of individuals dominated any decision-making process as the Board Committees did not comprise any Executive Directors.

Subsequent to the reconstitution of the Board and Board Committees with effect from 28 April 2022, and as at the date of this Report, Non-Executive Directors make up the majority of the Board.

With the introduction of Rule 710A of the Catalist Rules effective from 1 January 2022, the Board has formulated and implemented a board diversity policy (the "**Board Diversity Policy**") that addresses gender, skills and experience and other relevant aspects of diversity. Under the Board Diversity Policy, the Board considers whether there is an appropriate mix of members of different age, gender, length of service and with different skills, experience, background and other relevant qualities considered essential for the effective governance of the Company. In reviewing the appointments of new Directors, the Board together with the NCGC ensures that it sets relevant objectives to promote and achieve diversity on the Board, and appointments are based on merit and after due consideration of the collective skills needed to strengthen the overall board governance role. The NCGC has not set a quota as a target as it may detract from the more fundamental principle that the candidate must be of right fit and meet the relevant needs and vision of the Company. Notwithstanding, the NCGC is cognisant of the new Rule 710A. The NCGC will look into the requirement of setting diversity targets on the Board among other factors. The NCGC and the Board will continue to assess its independence, Board composition and diversity.

Save for the appointment of an additional Independent Director to the Company to ensure compliance with, *inter alia*, the Code, following the review of the Board's size for FY2022, the NCGC is of the view that the Board's size of four Directors as at the date of this Report is appropriate and that the Board and Board Committees possess the appropriate diversity – being a mix of nationality, skills, knowledge, expertise and experience to provide core competencies in areas such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and experience or knowledge that are relevant to the direction of the expansion of the Group.

There are no alternate directors appointed to the Board as at the date of this Report.

The Non-Executive Directors, led by the Non-Executive and Independent Group Chairman, meet at least once annually and as and when required without the presence of management. The chairman of such meetings provides feedback to the Board as appropriate.

Key information on each Director is set on pages 3 to 4 of the Annual Report.

The Board has no dissenting views on the Group Chairman's statement for the year under review.

CORPORATE GOVERNANCE **REPORT**

Non-Executive Group Chairman, Executive Director and CEO

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

As at the date of this Report, the Company has a Non-Executive Group Chairman and Independent Director, two Non-Executive Directors and an Executive Director and Chief Executive Officer. In addition, the Company also has an Assistant Financial Controller with specific areas of responsibility within the Company. There is a clear division of responsibilities between the Non-Executive Group Chairman and Independent Director, and the management of the Company, who are also not related to each other.

The responsibilities of the Non-Executive Group Chairman include the following:

(a) leading the Board, ensuring its effectiveness in all aspects of its role, and setting out its agenda;

(b) ensuring that the Directors receive complete, adequate, accurate, timely and clear information;

(c) critiquing key proposals by management before they are presented to the Board;

(d) ensuring effective communication with shareholders and other stakeholders;

(e) encouraging constructive relations between the Board and management;

(f) facilitating the effective contribution of the Non-Executive/Independent Directors towards the Company;

(g) encouraging constructive relations between the Executive Directors and Non-Executive/Independent Directors; and

(h) promoting high standards of corporate governance.

The CEO is engaged in the overall management of the Group. The CEO's responsibilities pertaining to the Board include the following:

(a) scheduling meetings that enable the Board to perform its duties responsibly;

(b) preparing meeting agendas in consultation with the Non-Executive Group Chairman;

(c) ensuring quality, quantity and timeliness of the flow of information between the management and the Board; and

(d) assisting to ensure compliance with the Company's guidelines on corporate governance.

The CEO manages the business of the Company, implements the Board's decisions and monitors the translation of the Board's decisions into executive action. He reviews and approves the agendas for the Board meetings. He exercises control over the quality, quantity and timeliness of information flow between the Board and management.

The Assistant Financial Controller is engaged to oversee the finance, accounting and treasury functions of the Group's businesses. In addition to overseeing the finance responsibilities in the Group, the Assistant Financial Controller also assisted the CEO in the day-to-day management of the Group.

As at 31 March 2022, the Board was of the view that the roles of the Non-Executive Group Chairman and Independent Director, Non-Executive Director, Executive Director/Group CEO, Executive Director/Group President and Group CFO were separate, thereby ensuring an appropriate balance of power between them and creating increased accountability in both the Board and management, as well as enabling greater capacity of the Board for independent decision-making. Subsequent to the reconstitution of the Board and Board Committees, as at the date of this Report, the Board is of the view that that the roles of the Non-Executive Group Chairman and Independent Director, Non-Executive Directors, Executive Director/CEO and Assistant Financial Controller are separate, thereby ensuring an appropriate balance of power between them and creating increased accountability in both the Board and management, as well as enabling greater capacity of the Board for independent decision-making.

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As the Board is led by the Non-Executive and Independent Group Chairman, the Board does not have a lead independent director. However, if a situation arises where the Non-Executive and Independent Group Chairman is conflicted, the Board will appoint a lead independent director to provide leadership. As at the date of this Report, no situation has arisen where the Non-Executive and Independent Group Chairman is conflicted.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

The NCGC comprises the following members:

Zhu Xiaolin (Chairman)	Non-Executive Director
Ang Mong Seng BBM	Non-Executive Director and Independent Group Chairman
Teo Cheng Kwee	Non-Executive Director

The NCGC currently comprises three Directors following the reconstitution of the Board and Board Committees on 28 April 2022. All the members of the NCGC and the NCGC Chairman are Non-Executive Directors. Pursuant to the Code, the NCGC should comprise at least three directors, the majority of whom including the chairman, should be independent. As stated above, the Company has since identified a potential candidate for the Independent Director position and to fill the vacancy in the NCGC. Consistent with the spirit of the Constitution, the NCGC has also determined that commencing from January 2004, members of the Board Committees shall assume the chairmanship by rotation, and the term of office as Chairman shall not exceed five consecutive years. The Board Committees shall be re-constituted at a later date when required. The Board Committees were last re-constituted on 28 April 2022.

The NCGC meets once each year in accordance with its Charter and at other times as required. The NCGC performs a dual function as set out in its Charter. It provides assistance to the Board of Directors in the selection and assessment of Directors, and it has oversight of the Group's corporate governance practices.

In line with its Charter, the responsibilities of the NCGC in the selection and assessment of Directors include the following:

(a) recommending to the Board the appropriate structure, size and composition of the Board, taking into account the size and needs of the Group, as well as the skill mix, qualities and experience required of Directors (including the recommendation of personal professional development programs for the Directors, as the case may be) to advance the business interests of the Group and to promote long-term shareholder value;

(b) recommending to the Board the size and composition of Board Committees that would enable each Committee to function competently and effectively;

(c) considering the suitability of nominees for appointment as new Directors, having regard to each nominee's background, potential contribution to the Group based on his experience and expertise, and his ability to exercise independent business judgment;

(d) considering the suitability of Directors for re-nomination, having regard to their past contributions and performance, including their attendance and degree of participation at meetings;

(e) assessing, on an annual basis, the independence of the Directors;

(f) evaluating, on an annual basis, the performance of each individual Director, the performance of each Board Committee, and the performance of the Board as a whole, as well as the development and review of the actual process for such evaluation;

CORPORATE GOVERNANCE **REPORT**

(g) recommending to the Board the termination of membership of individual Directors in accordance with corporate policy on terminations for cause or other appropriate reasons; and

(h) reviewing and recommending to the Board other policies and succession plans related to the Board from time to time.

In the event that there is a need to change the structure of the Board, the chairmanship of the Company or the membership of the Board Committees, the NCGC will review the change to be implemented and make recommendations to the Board accordingly. For the appointment of new Directors, the NCGC will, in consultation with the Board, examine the existing Board's strength, capabilities and the existing Directors' contribution of skills, knowledge and experience to the Group and the Board. The NCGC will take into account the future needs of the Group and together with the Board, it will seek candidates who are able to contribute to the Group. The NCGC seeks candidates widely and beyond persons directly known to the existing Directors. The NCGC recommends suitable candidates to the Board and if such candidates are appointed, announcements relating to their appointment shall be released via SGXNET. In the event of cessation of any individuals as Director or executive officer, the Chairman of the NCGC will conduct exit interviews with the Director or executive officer, as the case may be, and announcements, where required pursuant to the Catalist Rules, relating to such cessation will also be released via SGXNET.

The dates of initial appointment and last re-election of each Director are set out as follows:

Name of Directors	Appointment	Date of Initial Appointment	Date of last re-election/ re-appointment
Ang Mong Seng	Non-Executive Director and Independent Group Chairman	25 May 2018	22 September 2021
Joseph Lim	Executive Director and Chief Executive Officer	28 April 2022	N.A.
Zhu Xiaolin	Non-Executive Director	30 March 2017	28 April 2022
Teo Cheng Kwee	Non-Executive Director	21 July 2015	28 April 2022

The NCGC also reviews the composition of the Board and the independence of each Director annually. To determine the independence of the Independent Director, the NCGC reviews disclosures/declarations made by the Independent Director. The forms for these disclosures/declarations are drawn up based on the provisions in the Code and the Catalist Rules. Pursuant to its review, the NCGC is of the view that Mr Ang Mong Seng is independent in conduct, character and judgement, and does not have any relationships, including immediate family relationships, with the other Directors, the Company, its related corporations, its substantial shareholders or its officers and is deemed to be independent of the Group and its management.

A list of directorships of the Directors of the Board in other listed companies, as well as their principal commitments and interests in the Company and related corporations (if any) as at the date of this Report are set out below:

Name of Directors	Directorship in Listed Company (excluding the Company)		Principal Commitments (excluding the Company)	Shareholding in the Company and related corporations	
	Present	Past Preceding 5 years		Direct	Indirect
Ang Mong Seng	Nil	AnnAik Limited Gaylin Holdings Limited (now known as Amos Group Limited) Chip Eng Seng Corporation Ltd. Hoe Leong Corporation Ltd. E Lucky Star Pte. Ltd.	Director of Chinese Opera Institute Director of Pei Hwa Foundation Limited	N.A.	N.A.

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Name of Directors	Directorship in Listed Company (excluding the Company)		Principal Commitments (excluding the Company)	Shareholding in the Company and related corporations	
	Present	Past Preceding 5 years		Direct	Indirect
Joseph Lim	Nil	Nil	Director of DAS Pte. Ltd. Director of Uni Global Power Pte. Ltd. Director of Golden Land Real Estate Development Co., Ltd. Director of ETC Smart Builder Pte. Ltd. Director of Affiliates Consulting Pte. Ltd.	1,733,000 ordinary shares[1]	N.A.
Zhu Xiaolin	Nil	Nil	Director of Uni Power Investment Pte. Ltd. Director of Uni Power Funding Management Pte. Ltd. Director of Uni Power Holding Pte. Ltd. Director of Grow Brilliant Limited Director of Asiabiz Services Limited Director of Uni Global Power Pte. Ltd. Director of Uni Global Power Limited Director of DAS Pte. Ltd. Director of Golden Land Real Estate Development Co., Ltd. Executive Partner of 舞钢市合创鸿业企业管理合伙企业 (有限合伙)	151,120,969 ordinary shares	49,269,895 ordinary shares[2]

CORPORATE GOVERNANCE **REPORT**

Name of Directors	Directorship in Listed Company (excluding the Company)		Principal Commitments (excluding the Company)	Shareholding in the Company and related corporations	
	Present	Past Preceding 5 years		Direct	Indirect
Teo Cheng Kwee	Nil	Nil	Director of Uni Global Power Pte. Ltd. Director of DAS Pte. Ltd. Director of Sebuku Nusantara Pte. Ltd. Director of Sebuku Nusantara Holdings Pte. Ltd. Director of TMS Alliances Pte. Ltd.	59,281,760 ordinary shares[3]	N.A.

Notes:

1. Mr Joseph Lim has interests in 2,000,000 options granted under the CSH Employee Share Option Scheme 2009.
2. Mr Zhu Xiaolin is deemed interested in 49,269,895 ordinary shares held by Phillip Securities Pte. Ltd. as his nominee.
3. Mr Teo Cheng Kwee has interests in 2,000,000 options granted under the CSH Employee Share Option Scheme 2009.

The Board has determined that each Director may only hold a maximum of 6 board directorships in public listed companies, although the limit may vary in accordance to each Director's contribution and individual circumstances (e.g. if a Director is transitioning out of a board). The NCGC also has in place internal guidelines to address the competing time commitments of Directors serving on multiple boards. If a Director is on the board of other companies, the NCGC shall consider whether adequate time and attention have been devoted to the affairs of the Company. In the event there are sufficient grounds for complaint, the Chairman of the Board will discuss the issue with the Director, and if necessary, remind him of the consequences of failure to rectify the situation within the period required.

After conducting reviews, the NCGC is satisfied that the current Directors have been able to devote adequate time and attention to the affairs of the Company and that they are able to and have been adequately carrying out their duties as Directors of the Company.

In its selection and appointment of new Directors, the NCGC receives recommendations from existing Directors and the Company's professional advisors. At least two members of the NCGC will conduct interviews with the potential new Director before recommending their appointments to the Board for approval.

The NCGC also recommends all appointments and re-nominations of Directors to the Board. Regulation 87 of the Company's Constitution provides *inter alia* and subject to the other provisions in the Constitution, that at each AGM of the Company, one-third of the Directors for the time being, or, if their number is not three or multiples of three, then the number nearest one-third (rounded upwards where necessary) shall retire from office at least once every three years by rotation from the date of his appointment or last re-election, but he shall also be eligible for re-election. The Directors to retire in every year shall be those who have been in office for the longest period since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Regulation 94 of the Company's Constitution, any Director appointed within a financial year shall hold office only until the next AGM, but shall then be eligible for re-election and shall not be taken into account in determining the Directors who are to retire by rotation pursuant to Regulation 87 of the Company's Constitution, at that meeting.

Based on the above, Mr Ang Mong Seng is required to retire pursuant to Regulation 87 of the Company's Constitution at the forthcoming AGM and Mr Joseph Lim is required to retire pursuant to Regulation 94 of the Company's Constitution at the forthcoming AGM.

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It be noted that Mr Ang Mong Seng and Mr Joseph Lim have given their consent to stand for re-election as Directors of the Company at the forthcoming AGM. The NCGC and the Board have recommended Mr Ang Mong Seng, who shall be retiring pursuant to Regulation 87 of the Company's Constitution at the forthcoming AGM, and Mr Joseph Lim, who shall be retiring pursuant to Regulation 94 of the Company's Constitution at the forthcoming AGM, to be re-elected.

Board Performance

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

In addition to the above and in line with its Charter, the NCGC is also responsible for adopting and implementing corporate governance measures to achieve good stewardship of the Company. In this respect, its responsibilities include:

(a) proposing objective performance criteria which incorporates qualitative and quantitative factors to evaluate on an annual basis the performance of the Board as a whole, and of each Board Committee separately, and that of each Director;

(b) implementing appropriate programmes for orientation and training of new Directors, and to update the Board on relevant new laws, regulations, and changing commercial risks in the industry, from time to time;

(c) advising the Board on corporate governance issues, generally where they are not covered by other Board Committees, including but not limited to shareholders' issues; and

(d) performing other functions assigned by law, the Company's Constitution, or by the Board from time to time.

In assessing the performance and effectiveness of the Directors in fulfilling their duties, the NCGC takes into account, among other factors, the Director's qualifications in relation to general commercial knowledge, specific industry experience, political and social knowledge of the countries the Group operates in, attendance at Board or Board Committee meetings in person or via teleconference, availability at all reasonable times and the degree of participation at Board and Board Committee meetings, quality of interventions or difference of opinion expressed, and any special contributions. The NCGC also considers whether the Director has a reasonable understanding of the Company's business and the industry, the Director's working relationship with the other members of the Board, as well as feedback from other Directors.

In assessing the performance and effectiveness of the Board and its committees, the NCGC takes into account, among other factors, the Board Committees' and the Board's ability to work with the senior management of the Company, the discussions and due deliberations of the Board and the Board Committees, and whether objectives and targets set at the commencement of the relevant financial years have been met.

After evaluation, the NCGC considered the performance and effectiveness of each individual current Director, the Board Committees and the Board as a whole, to be satisfactory. The Board as a whole considered the performance of the NCGC to be satisfactory. For the avoidance of doubt, each member of the NCGC abstains from voting on any resolution in respect of the assessment of his performance or re-nomination as Director.

Reviews of each individual Board member's performance and effectiveness, as well as the performance and effectiveness of the Board Committees and the Board are undertaken on a continuous basis by the NCGC with inputs from the various Board members. Renewals or replacements of Directors do not necessarily reflect their contributions to date but may be driven by the need to position and shape the Board in line with the medium-term needs of the Company and its business.

The NCGC has not appointed any external facilitator for the assessments of the Board, the Board Committees and each Director for FY2022.

CORPORATE GOVERNANCE REPORT

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Disclosure on Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The RC comprises the following members:

Teo Cheng Kwee (Chairman)	Non-Executive Director
Ang Mong Seng BBM	Non-Executive Director and Independent Group Chairman
Zhu Xiaolin	Non-Executive Director

The RC currently comprises three Directors following the reconstitution of the Board and Board Committees on 28 April 2022. All members of the RC and the RC Chairman are Non-Executive Directors. Pursuant to the Code, the RC should comprise at least three directors, the majority of whom including the chairman, should be independent. As stated above, the Company has since identified a potential candidate for the Independent Director position and to fill the vacancy in the RC. Consistent with the spirit of the Constitution, the NCGC has also determined that commencing from January 2004, members of the Board Committees shall assume the chairmanship by rotation, and the term of office as Chairman shall not exceed five consecutive years. The Board Committees shall be re-constituted at a later date when required. The Board Committees were last re-constituted on 28 April 2022.

The RC is governed by its own Charter and its primary function is to advise the Board on compensation issues. In particular, in relation to the Directors and key management, the RC bears in mind that a meaningful portion of their compensation should be contingent upon the financial performance of the Company, in order to foster the creation of long-term shareholder value.

In line with its Charter, the RC's responsibilities include the following:

(a) advising the Board of Directors on compensation theory and practice, as well as best practices with regard to non-cash compensation and trends;

(b) reviewing management's appraisal on the current market situation (as it relates to compensation issues) and management's recommendation of the overall aggregate adjustments to be made at the next annual review of compensation for all staff, management, and Directors, including stock options and other equity incentive schemes;

(c) recommending to the Board compensation packages for the Executive Directors, Non-Executive Directors, CEO and Assistant Financial Controller;

(d) determining and recommending to the Board the allocation of share options, performance shares and other equity incentives, if any, to Directors, management, and staff;

(e) reviewing and assessing the performance of management and adopting appropriate measures to assess such performances; and

f) ensuring that appropriate structures for management succession and career development are adopted.

CORPORATE GOVERNANCE **REPORT**

The RC meets twice each year and at other times as required, in accordance with its Charter.

No remuneration consultants have been engaged for FY2022.

The management, together with the RC, recommends the compensation for Non-Executive Director(s) and Independent Director(s) to the Board, taking into account factors such as time spent and the responsibilities of the Directors, the current market circumstances, and the need to attract directors of experience and standing. The Directors' fees are compared against market standards to ensure that they are in line with market norms. As the members of the RC do not participate in any decisions concerning their own remuneration, management takes on that role and the Board accepts the management's recommendation. Payment of Directors' fees is subject to shareholders' approval at the AGM. The RC and the Board are of the view that the compensation of the current Non-Executive Directors and Independent Director are adequate and not excessive.

The RC administers the ETC Employee Share Option Scheme 2016 (previously known as the CSH Employee Share Option Scheme 2016) and the ETC Performance Share Plan 2016 (previously known as the CSH Performance Share Plan 2016), which were approved by the Company's shareholders at the Extraordinary General Meeting held on 21 November 2016. The performance-related elements of remuneration are designed to align the interests of Directors, management, and staff with those of shareholders and to link their rewards to corporate and individual performance. Details of the ETC Employee Share Option Scheme 2016 and the ETC Performance Share Plan 2016 including awards made are found on pages 62 to 64 of the Annual Report in the Directors' Statement and Note 27 of the financial statements as well as the Company's Circular to shareholders dated 28 October 2016 which may be found on SGXNET.

Non-Executive Directors receive basic Directors' fees and additional fees for serving as a Board Committee Chairman. Executive Directors do not receive Directors' fees. A long-term incentive scheme for Directors, management, and staff includes share options and share awards.

Directors' fees of up to S$210,000 for the financial year ending 31 December 2024, which are to be paid quarterly in arrears, will be recommended to the shareholders for approval at the forthcoming AGM. The actual Directors' fees paid out will be disclosed in the Company's Annual Report for the relevant financial year.

It was noted that Directors' fees of up to S$180,000 for the financial year ending 31 December 2023 have been approved by the shareholders during the last AGM held on 28 April 2022. It was also noted that Directors' fees of approximately S$130,000 for the financial year ended 31 December 2022 have been paid out or accrued.

The management, together with the RC, determines and recommends to the Board the compensation package of the Executive Directors, taking into account their experience and knowledge as well as the existing circumstances in the employment market.

With regard to the remuneration of other key management executives, the RC, together with the management, reviews proposals which are made by the Executive Directors. The remuneration policy for the key management executives is guided by the National Wage Council guidelines, and also takes into consideration the Company's performance as well as the responsibilities and performance of individual key management executives. The latter is measured by goals and objectives set for each key management executive in congruence with the Company's overall goals and objectives.

The NC and the RC have reviewed the terms of the service contract for the Executive Director and they are of the view that the Executive Director has a service contract which includes fair and reasonable terms for termination under appropriate notice and this service contract is in line with market practices and is not overly generous.

The Board is of the view that it is not necessary to present its remuneration policy before shareholders for approval at the AGM as the remuneration policy for executives is a management decision that the Board is generally entitled to make. Whilst a summary of the remuneration policy has been set out in this Report, the Company has not disclosed all the specific relationships between remuneration, performance and value creation, as set out in Practice Guidance 8, for confidentiality reasons.

In addition, the Board is of the view that there is no need to institute contractual provisions to allow the Company to reclaim incentive components of Executive Directors' remuneration paid in prior years in exceptional circumstances of misstatement of financial results or of misconduct resulting in financial loss, as they owe a fiduciary duty to the Company and the Company should be able to avail itself of remedies against the Executive Directors in the event of such a breach of fiduciary duties.

CORPORATE GOVERNANCE **REPORT**

Details of the Directors and key management executives' remuneration for FY2022 are set out below. Disclosure of the Directors' remuneration is also made in Note 22 of the financial statements.

Directors' Remuneration

	Fees %	Salary and Bonus %	Other Benefits* %	Total %
Directors				
Between S$250,000 – S$349,999				
Joseph Lim[1]	–	91.30	8.70	100
Between S$100,000 – S$199,999				
Zhu Xiaolin[2] (Redesignated on 28 April 2022)	44.65	52.24	3.11	100
Tan Thiam Hee[3] (Resigned on 31 March 2022)	–	83.33	16.67	100
Between S$0 – S$99,999				
Ang Mong Seng[4]	100	–	–	100
Teo Cheng Kwee[5]	100	–	–	100

Notes:

* Other benefits, where applicable, include granting of share options under the ETC Employee Share Option Scheme 2016, granting of awards under the ETC Performance Share Plan 2016 and/or employer's contribution to the Central Provident Fund.

1. Director's and CEO's remuneration (after redesignation as CEO and appointment as Executive Director on 28 April 2022) and Group CFO's remuneration (prior to redesignation as CEO and appointment as Executive Director on 28 April 2022) for FY2022 was in aggregate S$339,906.
2. Director's remuneration for FY2022 was S$128,524.
3. Director's remuneration for FY2022 was S$170,106.
4. Director's fees for FY2022 was S$56,038.
5. Director's fees for FY2022 was S$43,077.

Key Management Personnel's Remuneration

	Fees %	Salary and Bonus %	Other Benefits* %	Total %
Key Management Personnel				
Between S$200,000 – S$299,999				
Lai Xuejun (SVP & Regional GM – Myanmar)	–	100	–	100
Between S$100,000 – S$199,999				
Li Bo (VP (Sales & Marketing) & Regional Sales & Marketing Director – Myanmar)	–	100	–	100
Zhang Xiaoping (Administrative Director)	–	91.49	8.51	100
Between S$0 – S$99,999				
Chua Yong Sheng (Assistant Financial Controller) (Appointed 15 November 2022)	–	85.89	14.11	100
Irwin Ang Chee Liong (VP (Quality Assurance)) (Resigned on 30 April 2022)	–	87.40	12.60	100

Notes:

* Other benefits, where applicable, include granting of share options under the ETC Employee Share Option Scheme 2016, granting of awards under the ETC Performance Share Plan 2016, benefits in kind and/or employer's contribution to the Central Provident Fund.

CORPORATE GOVERNANCE **REPORT**

The total remuneration paid to the top key management personnel (who are not Directors or the CEO) in FY2022 is S$644,803. No termination, retirement and post-employment benefits were granted to directors, the CEO and the top key management personnel (who are not Directors or the CEO) in FY2022.

The Company discloses the remuneration of key management personnel in bands of S$100,000 for confidentiality reasons so as to prevent competitors from knowing salaries offered by the Company to its key management personnel of similar status in the Group.

Other than Mr Zhu Xiaolin, who ceased to be an Executive Director and the Group President and was redesignated as a Non-Executive Director with effect from 28 April 2022, and Mr Joseph Lim, who ceased to be the Group CFO and was redesignated as CEO and appointed as an Executive Director with effect from 28 April 2022, there are no employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S$100,000 during FY2022.

The Board confirms that the remuneration paid to the Executive Directors and key management personnel of the Group is based, *inter alia*, on the prevailing market forces, their qualification and expertise and their contribution to the Group.

For the purpose of Rule 704(10) of the Catalist Rules, the Company hereby confirms that there are no persons occupying managerial positions in the Company or any of its principal subsidiaries who are relatives of any Director, former Group CEO or substantial shareholders of the Group.

ACCOUNTABILITY AND AUDIT

Audit Committee

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

To ensure that corporate governance is effectively practiced, the current Directors have established self-regulatory and monitoring mechanisms, including the establishment of the AC, which comprises the following members:

Ang Mong Seng BBM (Chairman)	Non-Executive Director and Independent Group Chairman
Teo Cheng Kwee	Non-Executive Director
Zhu Xiaolin	Non-Executive Director

The AC currently comprises three directors following the reconstitution of the Board and the Board Committees on 28 April 2022. All the members of the AC are Non-Executive Directors and the AC Chairman is an Independent Director. Pursuant to the Code, the AC should comprise at least three directors, all of whom are non-executive and the majority of whom including the chairman, should be independent. As stated above, the Company has since identified a potential candidate for the Independent Director position and to fill the vacancy in the AC. The members of the AC have recent and relevant accounting or related financial management expertise or experience. The AC does not comprise any former partners or directors of the Company's existing auditing firm or auditing corporation.

The roles and responsibilities of the AC are established in accordance with the Code. The Charter provides for a minimum of four meetings a year, and at such other times as required.

The AC's primary function is to provide assistance to the Board of Directors by fulfilling its responsibilities relating to corporate accounting and auditing reporting practices of the Company, the quality and integrity of the financial reports of the Company, and the Company's system of internal controls regarding finance, accounting, legal compliance and ethics as established by the management and the Board. The AC reports to the Board how it has discharged its responsibilities and whether it was able to discharge its duties independently.

CORPORATE GOVERNANCE **REPORT**

In line with its Charter, the responsibilities of the AC include the following:

(a) recommending the appointment or dismissal of external auditors (subject to shareholders' approval) and in relation to this, the AC considers the independence and objectivity of the external auditors, reviews and recommends to the Board the compensation and terms of engagement of the external auditors, and reviews the scope and results of the audit and its cost effectiveness. Where the auditors also supply a substantial volume of non-audit services to the Company, the AC reviews the nature and extent of such services with the objective of balancing between maintaining auditors' objectivity against cost-effectiveness;

(b) considering, in consultation with the external auditors, the audit scope and the plans of external auditors on the coverage and effective use of audit resources;

(c) reviewing, with the external auditors, their audit reports;

(d) reviewing the assistance given by the Company's officers to the external auditors;

(e) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and any announcements relating to the Company's financial performance;

(f) reviewing and assessing management processes, including but not limited to strategic planning, operations, performance measurement, and reporting, in order to resist over-ambitious and unethical behaviour;

(g) inquiring from management and external auditors about significant risks or exposures, and assessing steps taken by management to minimise or control the Company's exposure to such risks;

(h) considering and reviewing with the external auditors and internal auditors (as the case may be) at least annually the adequacy, effectiveness, and efficiency of management processes, financial controls, operational controls, compliance controls, information technology controls, security, and risk management systems, and all other material controls, and any related significant findings and recommendations of the auditors, together with management's responses thereto;

(i) maintaining free and open communications between Directors, external auditors, and management;

(j) meeting with the external auditors, management, and any others considered appropriate in separate executive sessions to discuss any matters that the AC believes should be discussed privately at least annually;

(k) reviewing all non-audit services provided by the Group's external auditors, Foo Kon Tan LLP, if any;

(l) recommending and approving the appointment or dismissal of the internal auditors and in relation to this, the AC considers the independence and objectivity of the internal auditors, reviews and recommends to the Board the compensation of the internal auditors; and

(m) reviewing the adequacy, effectiveness, scope and results of the internal audit function.

The AC has in place "Whistle Blowing" arrangements by which staff may, in confidence, raise concerns either verbally or in writing (via email) about possible improprieties in matters of financial reporting or other matters within the Company to the members of the AC directly. The objective is to ensure that arrangements are in place for independent investigations of such matters and for appropriate follow-up action to be taken. Copies of the "Whistle Blowing" policy have been circulated to the employees and are also available at the Company's registered office.

Foo Kon Tan LLP is an audit firm registered with the Singapore Accounting & Corporate Regulatory Authority and its appointment as the Company's external auditors was approved by the Company's shareholders at the Extraordinary General Meeting held on 21 August 2009. The AC noted that there were no non-audit services rendered by Foo Kon Tan LLP in FY2022. In accordance with Rule 1204(6) of the Catalist Rules, the audit fees paid to Foo Kon Tan LLP for their audit services in FY2022 are approximately S$98,000 (excluding disbursements and GST).

CORPORATE GOVERNANCE **REPORT**

Foo Kon Tan LLP was reappointed in FY2022 to audit the financial statements of the Company and its Singapore incorporated subsidiaries. The Company has therefore acted in compliance with Rule 712 and Rule 715 of the Catalist Rules.

The AC reviewed the independence and objectivity of the external auditors as required under Section 206(1A) of the Companies Act 1967 and determined that the external auditors were independent in carrying out their audit of the Group's financial statements. The AC had also reviewed the scope and quality of the external auditors' work, taking into consideration the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority before recommending the external auditors to the Board for re-appointment. After taking into account the resources and experience of Foo Kon Tan LLP and the audit engagement partner assigned to the audit, Foo Kon Tan LLP's other audit engagements, the size and complexity of the audit for the Group as well as the number and experience of the staff assigned by Foo Kon Tan LLP for the audit, the AC is of the view that Foo Kon Tan LLP is able to meet its audit obligations. Together with the Board, the AC recommends the re-appointment of Foo Kon Tan LLP at the forthcoming AGM.

The external auditors also brief the AC members on the developments in accounting standards (where applicable) during AC meetings to keep the AC members abreast of changes to the accounting standards and issues which have a direct impact on financial statements. The AC has full access to the external auditors and internal auditors without the presence of management and is authorised to have full and unrestricted access to management and all personnel, records, operations, properties, and other informational sources of the Company as required or desirable to properly discharge its responsibilities. The AC has met with the external auditors without the presence of management in FY2022. The AC has full discretion to invite any Director or executive officer to its meetings, has the authority to conduct or authorise investigations into any matters within its scope of responsibilities, and reasonable resources to enable it to discharge its functions.

The AC noted that the external auditors have issued a "Disclaimer of Opinion" and did not express an opinion on the accompanying consolidated financial statements of the Group for FY2022 and the statement of financial position of the Company as at 31 December 2022. The AC noted the following basis for Disclaimer of Opinion raised by the external auditors in its audit report for FY2022. Below is the AC's commentary on the auditor's report:

Basis for Disclaimer of Opinion	**Comments by the AC**
Use of going concern assumption	The Group and the Company had net current liabilities of S$8,085,000 and S$1,908,000, respectively, as at 31 December 2022 and for FY2022, the Group incurred a net loss of S$42,471,000. In addition, the Group did not meet a financial covenant and did not make full payment for a facility fee that was due in respect of its bank loan during FY2022, resulting in the loan being repayable on demand. Consequently, the bank loan of S$53,556,000 had been wholly classified as current as at 31 December 2022. The Group had borrowings amounting to S$59,301,000 due for repayment within the next 12 months or on demand, with cash and bank balances of S$4,011,000 as at 31 December 2022. Notwithstanding this, the directors are of the view that the going concern assumption is appropriate for the preparation of the financial statements, due to the following: (i) The Group generated net operating cash inflows of $7,156,000 for the financial year ended 31 December 2022. (ii) The Group and the Company had net assets of S$57,883,000 and S$29,620,000 respectively as at 31 December 2022.

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Basis for Disclaimer of Opinion	Comments by the AC
	(iii) In respect of the bank loan of S$53,556,000, the Group had negotiated the repayment terms with the bank and obtained a further revision of the repayment schedule. The next principal repayment of US$1,006,500 (approximately S$1,349,000) is scheduled on 13 June 2023, with subsequent repayments to be made every six months over five years at an annually increasing amount, with the final repayment of US$7,480,000 (approximately S$10,025,000) scheduled on 13 December 2027. The Group does not expect the bank to call for full repayment of the bank loan for the breach in financial covenant or default in facility fee payment. Based on the above, the directors are satisfied that the Group and Company will have sufficient working capital and financial resources to enable them to meet their obligations as and when they fall due and continue as going concern for 12 months from the end of the reporting period.
Net realisable value of development properties	The AC considered the approach and methodology in determining the estimated net realisable value of the development properties, which is dependent upon the Group's expectations of future selling prices. In making its estimates of future selling prices, the Group takes into account the available recently transacted prices, prices of comparable properties located in the same vicinity as the development project, macroeconomic and real estate price trend. Senior management has applied its knowledge of the business in its regular review of the estimates. The AC also reviewed the development properties to ensure that they are correctly classified as development properties, various transfers from development properties to investment properties for appropriateness and the adequateness of the disclosures made in the financial statements and as set out under Note 8 to the financial statements.

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board acknowledges that it is responsible for the overall internal control framework but also recognises that all internal control systems contain inherent limitations and that no cost-effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against misstatements or losses. The Board and AC review regularly the adequacy and effectiveness of the Group's risk management and internal control systems, including but not limited to financial, operational, and compliance controls. In particular, the Group has adopted the Ethics as well as a "Whistle Blowing" policy to ensure that there are no irregularities in the Company's business dealings and that there is a system of integrity and reliability.

Whilst the Company recognises the importance of having a system of internal controls designed to provide reasonable assurance that assets are safeguarded and financial reporting is reliable, the Board recognises that no internal control system could provide absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud and other irregularities. The system is designed to manage rather than eliminate all risks of failure in the Company's pursuit to achieve its business objectives.

The AC and the management also review the Group's operational activities on an on-going basis to identify areas of material risks. The AC together with the management and the internal and external auditors will table all control issues and review the appropriate measures being recommended to mitigate areas of weaknesses highlighted to the Board during its meetings.

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The Board has reviewed and evaluated the adequacy and effectiveness of the Company's system of internal controls and work procedures and processes. Internal controls have been put in place to safeguard the shareholders' investment and the Company's assets, and to ensure that the Company's financial statements give a true and fair view of the Company's operations and finances.

The Company has engaged Baker Tilly Consultancy (Singapore) Pte Ltd ("**Baker Tilly**"), a suitably appointed qualified firm of accountants which meets the standards set by internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors, to conduct an internal audit of the Company as well as to implement enterprise risk management ("**ERM**") initiatives within the Group to assist in determining whether the Group's checks and balances and control systems are adequate. In addition, Baker Tilly assists on the implementation of sustainability practices throughout the Group to assess and disclose the environmental and social aspects of the Group's performance. Baker Tilly has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC, and has appropriate standing within the Company. Baker Tilly reports directly to the AC and provides reports to the AC on a timely basis. The AC reviewed the independence, adequacy and effectiveness of the internal auditors as required under Rule 1204(10C) of the Catalist Rules and determined that the internal auditors are independent, effective and adequately resourced. The AC decides on the appointment, termination and compensation of the internal auditors.

At present, the Board relies on external audit reports and management letters prepared by the external auditors, Baker Tilly's internal audit findings and ERM report on any material non-compliance or internal control weaknesses. In addition to the aforesaid, the Board relies on Baker Tilly's sustainability reporting to better determine whether the Group conducts its business responsibly, particularly the environmental and social aspects.

The Group's external auditors, Foo Kon Tan LLP, contribute by providing an independent perspective on the relevant internal controls arising from their audit, the findings of which are reported to the AC. The AC is satisfied that the independence of the external auditors is not compromised by any other material relationship with the Company.

The AC has also set in place certain internal controls (for example, setting limits on transactions amounts and having different bank signatories), risk management practices and sustainability practices, taking into consideration the risks which the Group is exposed to, the likelihood of occurrence of such risks, the costs of implementing the corresponding controls and the environmental and social interactions within the communities in which the issuers operate. Furthermore, as mentioned above, the Company is assisted by Foo Kon Tan LLP (in the course of their audit), and has engaged Baker Tilly to conduct an internal audit on the Group, to introduce ERM initiatives for the Group and to advise on the Group's corporate transparency on responsible business practices, particularly the environmental and social aspects.

In April 2021, after consultation with Singapore Exchange Regulation Pte. Ltd. and the Sponsor, the Company appointed (a) Nexia as the independent reviewer to conduct the Financial Review in order to provide assurance to all stakeholders regarding the Group's dealings; and (b) KCP as an independent reviewer to conduct the Legal Review, an independent review of the Company's investment and business activities in Myanmar and Singapore for compliance with applicable laws and on the applicability and effect on the Group's business operations due to the unilateral sanctions imposed on Myanmar.

As disclosed in the announcement dated 22 September 2021, the Financial Review has since been completed. The findings report dated 15 September 2021 was provided to the Company (the "**Financial Review Report**") and an extract of the Financial Review Report was released on SGXNET in the same announcement. Nexia has found that, based on the agreed upon scope of work and summary of findings, the payment transactions extracted and reviewed were conducted in the ordinary course of business. The funds raised over the periods under review were used to finance the acquisition of Huizhou Daya Bay Mei Tai Cheng Property Development Co., Limited, the acquisition of DAS Pte. Ltd. for the Golden City project and for working capital requirements. Besides the three land lease payments to Office of the Commander-in-Chief (Army) Quarter Master General Office as highlighted in the Financial Review Report, which is also represented in the annual reports, Nexia has not identified any other contractual payment or fund expenditure towards the Myanmar Government ministries and departments that have not yet been reported in the annual reports and financial results announcements. All the payment transactions verified are in line with what was disclosed in the annual reports and financial results announcements.

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As disclosed in the announcement dated 2 December 2022, the Legal Review has been completed. The findings report dated 1 December 2022 was provided to the Company (the "**Legal Review Report**") and the executive summary of the Legal Review Report was released on SGXNET in the same announcement. KCP has found that, based on the agreed scope of work, summary of findings and applicable assumptions, qualifications and limitations set forth therein:

(a) the Company's investment and business activities in Myanmar and Singapore satisfy the requirements of applicable Singapore and Myanmar laws involving foreign investment and licensing, nationality restrictions, financing, anti-money laundering (AML) and countering the financing of terrorism (CFT);

(b) the Company's continued investment and/or continued business operations of its operating company in Myanmar, Golden Land Real Estate Development Co., Ltd. ("**GL**"), will not result in a breach of any Singapore or Myanmar laws;

(c) on the covered unilateral sanctions regimes:

  (i) as confirmed by separate advice received by KCP from qualified sanctions counsel, and provided that specific circumstances and practices adopted by the Company are observed and maintained (including with respect to completing lease payments in Myanmar Kyats only), the existence of the Built-Operate-Transfer arrangement (the "**BOT Lease**") between GL and the Quarter Master General Office, a sanctioned person under sanctions programs implemented by the United States, the United Kingdom and the European Union, for the use of land underlying the Company's Golden Land Project in Myanmar will not likely result in any direct enforcement action against the Company or GL by relevant sanctions authorities from these jurisdictions;

  (ii) notwithstanding the foregoing, however, the continued existence of the BOT Lease may subject the Company and GL to so-called "**secondary sanctions**" by United States sanctions authorities; and

  (iii) at the same time, because of the broad discretion exercised by sanctioning authorities from these jurisdictions, there is no guarantee that even with the observance and maintenance of such circumstances and practices that would generally exclude the Company and GL from any direct enforcement action by these sanctioning authorities, such sanctioning authorities may nonetheless interpret corresponding sanctions regulations as applying to the Company and GL, particularly considering the continued existence of the BOT Lease and corresponding payments made by GL to the Quarter Master General Office, a sanctioned person. KCP has underscored that its findings and conclusions from the Legal Review should not be considered as a comment or opinion by KCP on the current political situation or the status of any regime in Myanmar.

The Board has received assurance from the Executive Director and Assistant Financial Controller that the financial records of the Group for FY2022 have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances.

The Board has also received assurance from the Executive Director and Assistant Financial Controller that the Group's risk management and internal control systems are adequate and effective for FY2022.

Based on the Company's corporate structure and scope of operations and based on the internal controls established and maintained by the Group, work performed by the external and internal auditors, and reviews performed by management, the AC and the Board, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls, addressing financial, operational (including without limitation, political, economic and social risks in the jurisdiction(s) in which the Group operates), compliance and information technology risks, and risk management systems were adequate and effective as at 31 December 2022.

CORPORATE GOVERNANCE **REPORT**

KEY OPERATIONAL RISKS

The Board is aware of the risk profiles which may adversely affect the Company's financial performance, financial position and cash flows in the event that any of these risk factors develop into actual events. The Board notes that the following risks could affect the Company (please note that this is a non-exhaustive list):

General Country and Political Risks associated with the Company's business in Myanmar

Political, economic and social instability in Myanmar

The Group's Golden City project is based in Myanmar, which has the potential to be politically and economically unstable. The previous civilian government implemented a number of political, economic and social reforms. However, there is no certainty that the reforms will continue or be successful, and there is no certainty that the business and investment environment in Myanmar will continue to improve or be sustainable. Various parts of the country are also experiencing a rise in ethnic and sectarian tensions, which, if escalated further, could hamper investor confidence, economic potential, and growth and stability of the construction industry. Any unfavourable changes in the political, economic and social conditions of Myanmar, and the existence of conditions impacting upon safety and security, may also adversely affect the Group's business and operations in Myanmar.

The political situation of Myanmar is even more complicated and unstable after the military seized power in February 2021 from the civilian government. It is widely expected that the military authorities will remain in power until the next general election, which is scheduled in 2023, but at enormous costs to the economy and polity. The backlash to military rule, coupled with the outbreak of COVID-19, which has caused major disruptions across global supply chains and dampened economic growth prospects across the globe, has pushed the economy into a recession.

Further, any changes in the political, economic and social policies of the Myanmar government may lead to changes in the laws and regulations or the interpretation and application of the same, as well as changes in the foreign exchange regulations, taxation and land ownership and development restrictions, which may adversely affect the Group's financial performance.

The Myanmar legal system is still maturing and the interpretation and application of Myanmar laws and regulations involve uncertainty

The Group's operations in Myanmar is subject to the laws and regulations promulgated by the Myanmar legislature, and notifications and guidelines from various government authorities and bodies. These include the laws and regulations relating to labour (such as those dealing with subjects such as work hours, wages and overtime, minimum wage and workmen's compensation) and foreign ownership of land. The laws and regulations of Myanmar may be supplemented or otherwise modified by unofficial or internal guidelines and practices which exist but which are not documented or which are not generally available to the public or uniformly applied. Such guidelines and practices may not have been ruled upon by the courts or enacted by legislative bodies and may be subject to change without notice or adequate notice. There are also limited precedents on the interpretation, implementation or enforcement of Myanmar laws and regulations, and there is limited judicial review over administrative actions and decisions. Therefore, a high degree of uncertainty exists in connection with the application of existing laws and regulations to events, circumstances and conditions.

Myanmar laws and regulations are also undergoing extensive changes. Changes in the laws and regulations may however not adequately address shortcomings in the legal and regulatory regimes and even if they do, may not be successfully implemented or could be subjected to uncertainty and differences in application and interpretation. Further, changes in the laws may be unpredictable and may in some instances introduce conditions that will increase the costs of doing business in Myanmar and adversely affect the Group's financial performance.

While Myanmar adopts a mixed legal system of common law, civil law and customary law, governmental policies play an overriding role in the implementation of the laws. Furthermore, the application and administration of Myanmar laws and regulations may be subject to a certain degree of discretionary determination by the authorities and may differ in implementation across various regional governments and government authorities and bodies.

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In any event, the resolution of commercial and investment disputes by domestic tribunals, either through the courts or arbitration proceedings, is, at present, limited. Myanmar enacted the Arbitration Law 2016 (Law 5/2016 – the Arbitration Law) to replace the Arbitration Act 1944, thus implementing the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards of 1958. Amongst other provisions, the Arbitration Law 2016 provides for enforcement of foreign arbitration awards in Myanmar, which may be refused by a court in the following circumstances:

(1) a party to the arbitration agreement was under some incapacity;

(2) the said agreement is not valid under the law to which the parties have subjected to it or, failing any indication thereon, under the law of the country where the award was made;

(3) the party against whom the award is invoked was not given proper notice of the appointment of an arbitrator or of the arbitral proceedings or was otherwise unable to present his case;

(4) the award deals with a dispute not contemplated by or not falling within the terms of the submission to arbitration, or it contains decisions on matters beyond the scope of the submission to arbitration;

(5) the composition of the arbitral tribunal or the arbitral procedure was not in accordance with the agreement of the parties or, failing such agreement, was not in accordance with the law of the country where the arbitration took place; or

(6) the award has not yet become binding on the parties or has been set aside or suspended by a competent authority of the country in which, or under the law of which, that award was made.

Whilst Myanmar is also a party to the ASEAN Comprehensive Investment Agreement (2009), it is likewise unclear as yet how disputes covered by and the protections afforded under this agreement will be treated and resolved under Myanmar law or by the Myanmar courts.

Limited accessibility of publicly available information and statistics in Myanmar

Under the current business environment in Myanmar, it may be very difficult to obtain up-to-date information and statistics on other businesses in Myanmar that may be relevant to the Group in terms of, *inter alia*, business activities, geographical spread, track record, operating and financial leverage, liquidity, quality of earnings and accounting, economic outlook, growth statistics and other relevant data. As such it may be difficult for the Group to access the prospects and potential of any business opportunities available to the Group from time to time. Consequently, the investment and business decisions of the Group may not be in the future be based on accurate, complete and timely information. Inaccurate information may adversely affect the Group's business decisions, which could materially and adversely affect the business and financial condition of the Group.

Foreign exchange control risks in Myanmar

In 2012, the Central Bank of Myanmar ("**CBM**") adopted a managed float for the Myanmar Kyat ("**MMK**") after a 35-year fixed exchange rate regime. Although this policy shift is widely considered to be a positive development in the liberalisation of Myanmar's economy, the actual impact of such change is yet to be ascertained. Significant fluctuations of the MMK against the United States dollar or the Singapore dollar could have a material adverse effect on the Group's operations and financial conditions and prospects.

The remittance of funds in and out of Myanmar is governed by the Foreign Exchange Management Law, 2012 and the implementing regulations being Notification No. 7/2014 and *Criteria for Offshore Loan*, published on the CBM website (collectively, "**FEML**"). Under FEML as it is applied in practice, the remittance of funds into Myanmar in the form of equity, working capital, or payments for trade or services are generally considered to be current account transfers and do not require approval of the CBM until early 2022.

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However, capital account transfers into Myanmar require CBM approval, which includes offshore loans disbursed to Myanmar residents/companies. In order to apply for CBM approval for an offshore loan, the borrower must submit an application to CBM, which must include, amongst other things:

(1) cover page, addressed to CBM including a summary of the main points (lender, borrower, amount, interest rate – interest rate for intercompany loans generally cannot exceed 6-7% p.a., and third-party loans generally cannot exceed 13% p.a. as a matter of practice);

(2) repayment schedule;

(3) draft loan agreement;

(4) proof that the borrower has paid at least US$500,000 in equity into the company and that after the loan is disbursed, it will maintain a prescribed debt-to-equity ratio (in the Criteria for Offshore Loan, published on the CBM website, this is stated to be between 3:1 – 4:1, and we are aware that in practice, CBM will sometimes allow 5:1);

(5) if the borrower has a Myanmar Investment Commission ("**MIC**") permit, then it must establish that, of the equity proposed in the MIC proposal, that 80% of that equity has been paid-in; and

(6) other miscellaneous documents, such as corporate documents and audited accounts.

Before early 2022, in remitting funds outside of Myanmar, if the payment is current account, including payments for trade and services, CBM approval is not required, although the local bank has discretion to refer the matter to the CBM, and in practice, local banks often require a number of documents and information, sometimes making these transfers difficult.

If an offshore loan into Myanmar has been approved by CBM, then the repayment of that loan offshore should not require further CBM approval before early 2022. However, if the actual repayment deviates from the repayment schedule approved by CBM in the first instance, then the local bank may refer to the matter to CBM, although this can usually be managed with the local bank.

Before early 2022, repatriation of dividends should not require CBM approval provided that the equity brought into Myanmar in the first instance was reported to CBM. In practice, local banks may require CBM approval before repatriating dividends, and will in any case require proof that dividends come from profits and that the company has paid all income tax on profits in that year, which would usually come in the form of the audited accounts of the company (for the year in which that profit is made) and tax clearance. If the company has a MIC permit or endorsement order, MIC approval will be required before the bank will repatriate dividends.

The above situation has undergone significant changes in 2022. Throughout 2022, CBM has implemented a series of rules surrounding the compulsory conversion of foreign currency balances in the country. This began on April 3, when the CBM issued Notification No. 12/2022 and Directive No. 4/2022 requiring nearly all individuals, companies, and other organisations in Myanmar to convert foreign-currency income received from abroad to MMK within one working day of receipt. These requirements took immediate effect for all transfers and applied retroactively to foreign currency balances already in the country. All authorised dealer ("**AD**") banks (i.e., those licensed to exchange foreign currency) were instructed to convert foreign currency held in the foreign currency accounts of "internal residents" which included locally registered companies, organisations, and offices; Myanmar branches of foreign companies; and individuals residing or established in Myanmar for at least 183 days (excluding foreign diplomatic staff and foreign civil servants).

Additionally, foreign-currency transfers out of Myanmar must now be performed through AD banks with the permission of the government's Foreign Exchange Supervisory Committee ("**FESC**"). The FESC supervises not only the flow of foreign currencies for domestic and foreign investment, manufacturing, exports and imports, and service businesses (including education and health-related initiatives), but also other duties relating to foreign exchange management as assigned by Myanmar's State Administration Council ("**SAC**"). While the FESC was established on 4 April 2022 to approve foreign currency conversion under the country's new policy, the formation of the FESC was made official with the 13 May 2022 publication of the SAC's order (No. 28/2022) appointing six ministers and other government officials to the new committee.

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Under these rules, the conversions are to be made at the official exchange rates set by the CBM. When the notification and directive were issued, the official rate for US dollars was USD1 to MMK 1,850. However, on August 5, 2022, the CBM increased this official exchange rate to USD1 to MMK 2,100.

As the extent of the foreign currency conversion requirements became clear, foreign business groups and embassies in Myanmar issued letters to the Myanmar government noting the challenges these measures posed to foreign investors and urging exemption for foreign investments. In acknowledgement of the importance of international investment in the country, the CBM issued the requested exemption for certain foreign direct investment ("**FDI**") projects.

The changes came on 20 April 2022, with Letter No. FE 1/69, which specified that the foreign currency conversion requirements in CBM Notification No. 12/2022 do not apply to:

- FDI businesses holding a permit from the Myanmar Investment Commission;
- direct investment businesses located in Special Economic Zones;
- diplomats, family members of foreign embassy personnel, those with diplomatic relations with Myanmar, and members of the diplomatic missions of foreign embassies in Myanmar;
- employees of the United Nations and Myanmar citizens holding laissez-passer who are employed at missions of the United Nations and its specialised agencies in Myanmar;
- foreign employees of development agencies carrying out aid activities in Myanmar;
- foreign employees with diplomatic status from international organisations, international NGOs, and development agencies; and
- Myanmar state-owned airlines or airlines owned by Myanmar citizens.

Following the positive response to these exemptions, the CBM issued a further relaxation on 26 April 2022, for exporters and importers conducting trade at the China-Myanmar or Thailand-Myanmar border. This CBM directive (No. 7/2022) extends the currency conversion (THB-MMK or CNY-MMK) deadline to one month, meaning that foreign currency obtained from border trade with Thailand or China no longer has to be converted into MMK within one day. After export earnings flow into an exporter's account at an AD bank, the exporter can use the foreign currency as desired or sell it to the bank at the official exchange rate within one month. After one month, any unused balance remaining will be sold to the bank.

In addition, the CBM issued Notification No. 36/2022 to clarify its foreign currency conversion requirement for exporters. The notification specifies that only 65 percent of income received from exportation needs to be converted into MMK within one day. An analysis of the regulations laying out the currency conversion requirements mentioned above suggests that the remaining 35 percent of export earnings balance will be converted into MMK if exporters do not use it within 30 days.

Mitigation of the Risks

The key management of the Golden City project have the relevant expertise and experience in managing the Golden City project in Myanmar and since the military seized power in February 2021 from the civilian government, there have not been any changes to the individuals comprising such key management, which has mitigated the abovementioned risks associated with the Group's operations in the Myanmar region as having the same key management has ensured some semblance of stability within the Group's operations despite the current uncertain climate in Myanmar.

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SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Engagement with Shareholders

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

MANAGING STAKEHOLDERS RELATIONSHIPS

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

Information is communicated to shareholders on a timely basis. Where disclosure is inadvertently made to a selected group, the Company will make the same disclosure publicly as soon as practicable for it to do so. Communication is made through:

- annual reports that are prepared and issued to all shareholders. The Board makes every effort to ensure that the annual reports include all relevant information about the Group, including future developments and other disclosures required under the Catalist Rules and the relevant accounting standards;
- financial statements containing a summary of the financial information and affairs of the Group for the period;
- notices of annual general meetings and extraordinary general meetings ("**Notices**");
- replies to email queries from shareholders;
- disclosures to the SGX-ST and the shareholders by releasing announcements via SGXNET; and
- circulars or letters to shareholders to provide the shareholders with more information on its major transactions.

One of the Board's principal duties is to protect and enhance the long-term value and returns to the Company's shareholders. This accountability to shareholders is demonstrated through the provision of announcements on the financial results of the Group as well as timely announcements on news releases of significant corporate developments and activities of the Group such that shareholders will have information to evaluate and assess the Group's financial position and prospects.

The financial statements were signed by two Directors, thereby confirming that, to the best of the Board's knowledge, nothing had come to the attention of the Board which may render the unaudited interim financial results contained in that announcement to be false or misleading in any material aspect.

Further to the above, the Company also completes and submits compliance checklists to its Sponsor (if applicable and when required) to ensure that all announcements, circulars or letters to our shareholders comply with the requirements set out in the Catalist Rules.

The Company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. The investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.

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The Group values dialogue with investors and believes in regular, effective and fair communication with its shareholders and is committed to hearing shareholders' views and addressing their concerns where possible. The Group adopts the practice of regularly communicating major developments in its business and operations through SGXNET and news releases and where appropriate also directly to shareholders, other investors, analysts, the media, the public and its employees.

The Group monitors the dissemination of material information to ensure that it is made publicly available on a timely and non-selective basis. Quarterly and full year results as well as the annual reports are announced or issued within the mandatory period. However, any information that may be regarded as undisclosed material information about the Group will not be given. The Group issues announcements and news releases on an immediate basis where required under the SGX-ST Catalist Rules. Where an immediate announcement is not possible, the announcement is made as soon as possible to ensure that the stakeholders and the public have fair access to the information.

Presentations are made, as appropriate, at general meetings to explain the Group's strategies, performance and major developments. Presentation materials are made available on SGXNET and the Company's website for the benefit of shareholders.

Notices of general meetings are published via SGXNET. The results of all general meetings are also published via SGXNET. To facilitate participation by the shareholders, the Constitution of the Company allows the shareholders to attend and vote at all general meetings of the Company by proxies. Proxy forms can be sent to the Company's Share Registrar by mail. At all general meetings, each distinct issue is voted via a separate resolution unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled" or made inter-conditional on each other, the Company explains the reasons and material implications in the Notice of meeting. The Company provides the necessary information on each resolution to enable shareholders to exercise their vote on an informed basis. For resolutions on the election or re-election of Directors, the Company provides sufficient information on the background of Directors and their contributions to the Company.

The Board also regards the general meetings as opportunities to communicate directly with the shareholders and encourages greater shareholder participation. As such, the shareholders are encouraged to attend general meetings of the Company to grasp a better understanding of the Group's businesses and be informed of the Group's strategic goals and objectives, as well as to interact with the Directors before and after the general meetings. Notices of general meetings are dispatched to the shareholders at least 14 days before the meeting if ordinary businesses are to be transacted at the meeting or at least 21 days before the meeting if special businesses are to be transacted at the meeting.

General meetings of the Company will be chaired by the Group Chairman and are also attended by other Directors, the management, the Company Secretary and if necessary, the external and internal auditors. At all general meetings, the Company informs shareholders of the rules governing general meetings and shareholders are given the opportunity to air their views and to ask the Group Chairman, the individual Directors and the Chairmen of Board Committees questions regarding the Company. The external auditors are also present to assist the Board in answering the shareholders' queries, where they are able to do so, and in particular, about the conduct of audit and the preparation and content of the auditors' report. In compliance with Rule 730A(2) of the Catalist Rules, resolutions tabled at general meetings of shareholders are put to vote by poll, the procedures of which will be explained by the appointed scrutineer(s) at the general meetings of shareholders.

The Company Secretary and/or representatives from the Company Secretary's office prepares the minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting, and responses from the Board and management. The minutes of such meetings are then circulated to the Board for approval. Thereafter, the minutes are published on the Company's corporate website as soon as practicable and are also available to shareholders upon request.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividends will depend on the Company's earnings, general financial condition, results of operations, capital requirements, cash flow, general business conditions, development plans and other factors as the Directors may deem appropriate. In compliance with Rule 704(23) of the Catalist Rules, in the event that the Board decides not to declare or recommend a dividend, the Company expressly discloses the reason(s) for the decision together with the announcement of the relevant financial statements.

CORPORATE GOVERNANCE **REPORT**

The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups. The Company's strategy and key areas of focus in relation to the management of stakeholder relationships during FY2022 can be found on page 16 of the Annual Report in the Sustainability Report. Stakeholders can access information on the Group via its corporate website at: www.etcsingapore.com

INTERNAL COMPLIANCE CODE ON DEALINGS IN COMPANY'S SECURITIES

(Catalist Rule 1204(19))

The Company has its own internal compliance code to provide guidance for both itself, and its Directors and employees (including employees with access to price-sensitive information on the Company's shares) on dealings in the Company's securities, the implications of insider trading and general guidance on the prohibition against such dealings.

In line with Rule 1204(19) of the Catalist Rules, the Company issues a directive informing the Directors and employees that they are not allowed to deal in the Company's shares during the period commencing one month before the date of announcement of the quarterly and annual results. These trading restrictions end on the date of the results announcement. Additionally, both Directors and employees are prohibited from dealing in securities of the Company while in possession of price-sensitive information. They are required to report to the Company Secretary whenever they deal in the Company's shares. The Company Secretary assists the AC and the Board to monitor such share transactions and to make the necessary announcements.

An officer of the Company should not deal in the Company's securities on short-term considerations.

The Board confirms that as at the date of this Report, the Company has complied with Rule 1204(19) of the Catalist Rules.

INTERESTED PERSON TRANSACTIONS

(Catalist Rule 907)

The Group has established procedures to ensure that all transactions with interested persons are properly documented and reported in a timely manner to the AC, and that the transactions are conducted on an arm's length basis and are not prejudicial to the interests of the shareholders, in accordance with the internal controls set up by the Company on interested person transactions. In the event that a member of the AC is involved in any interested person transaction, he will abstain from reviewing that particular transaction.

There were no transactions entered into by the Group with interested persons and their associates for FY2022 of S$100,000 or more.

The Group does not have a general mandate from shareholders for interested person transactions pursuant to Rule 920 of the Catalist Rules.

MATERIAL CONTRACTS

(Catalist Rule 1204(8))

There were no material contracts of the Company or its subsidiaries involving the interests of the CEO, any Director or controlling shareholders subsisting at the end of FY2022 or if not then subsisting, entered into since the end of the previous financial year.

RISK MANAGEMENT

(Catalist Rule 1204(4)(b)(iv))

The management regularly reviews the Company's business and operational activities to identify areas of significant business risks as well as appropriate measures to manage and mitigate these risks. The management reviews all the significant control policies and procedures and highlights all significant findings to the Directors and the AC.

CORPORATE GOVERNANCE **REPORT**

NON-SPONSOR FEES

(Catalist Rule 1204(21))

The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The current Continuing Sponsor of the Company is RHT Capital Pte. Ltd. ("**RHT Capital**"). No non-sponsor fees were paid to RHT Capital by the Company for FY2022.

EMPLOYEE SHARE OPTION SCHEME

(Catalist Rule 1204(16))

On 21 November 2016, shareholders terminated the CSH Employee Share Option Scheme 2009 (previously known as CTL Employee Share Option Scheme and which was approved by the Company's shareholders at the Extraordinary General Meeting held on 21 August 2009) and approved the ETC Employee Share Option Scheme 2016 (previously known as the CSH Employee Share Option Scheme 2016) and the ETC Performance Share Plan 2016 (previously known as the CSH Performance Share Plan 2016). Information on the ETC Employee Share Option Scheme 2016 and the ETC Performance Share Plan 2016 can be found on pages 62 to 64 of the Annual Report in the Directors' Statement and Note 27 of the financial statements.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

We submit this annual report to the members together with the consolidated financial statements of Emerging Towns & Cities Singapore Ltd. (the "Company") and its subsidiaries (the "Group") and statement of financial position of the Company for the financial year ended 31 December 2022.

In our opinion,

(a) the accompanying statements of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows, together with the notes thereon, are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and of the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International); and

(b) at the date of this statement, as disclosed in Note 2(a) to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

Names of directors

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

Ang Mong Seng (Non-Executive Group Chairman and Independent Director)
Zhu Xiaolin (Non-Executive Director)
Teo Cheng Kwee (Non-Executive Director)
Lim Eng Beng (Executive Director and Chief Executive Officer) (Appointed on 28 April 2022)

Arrangements to enable directors to acquire benefits by means of the acquisition of shares, debentures or options

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

Directors' interest in shares, debentures or options

According to the Register of Directors' Shareholdings kept by the Company under Section 164 of the Companies Act 1967, none of the directors who held office at the end of the financial year had any interest in the shares, debentures or options of the Company or its related corporations, except as follows:

	Holdings registered in the name of director		**Holdings in which director is deemed to have an interest**	
	As at 1.1.2022	**As at 31.12.2022 and 21.1.2023#**	**As at 1.1.2022**	**As at 31.12.2022 and 21.1.2023#**
The Company – Emerging Towns & Cities Singapore Ltd.		**Number of ordinary shares**		
Ordinary shares				
Zhu Xiaolin	151,120,969	**151,120,969**	49,269,895	**49,269,895**
Teo Cheng Kwee	59,281,760	**59,281,760**	–	**–**
Lim Eng Beng	1,733,000	**1,733,000**	–	**–**
Share options				
Teo Cheng Kwee	2,000,000	**2,000,000**	–	**–**
Lim Eng Beng	2,000,000	**2,000,000**	–	**–**

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2023.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Equity compensation benefits

At the date of this statement, the Company has the following employee share option scheme and performance share plan for granting share options and share awards to employees and directors of the Company and its subsidiaries:

(a) the Emerging Towns & Cities Singapore Ltd. Employee Share Option Scheme 2016 (the "2016 Scheme") which was approved at an Extraordinary General Meeting of the Company held on 21 November 2016; and

(b) the Emerging Towns & Cities Singapore Ltd. Performance Share Plan 2016 (the "Plan") which was approved at an Extraordinary General Meeting of the Company held on 21 November 2016.

The 2016 Scheme and the Plan are administered by the Company's Remuneration Committee which at the date of this statement comprises the following members:

Teo Cheng Kwee (Chairman)
Ang Mong Seng
Zhu Xiaolin

Under the 2016 Scheme, the Company may grant options to employees and directors of the Company and its subsidiaries in recognition of their services and contributions to the growth and performance of the Group. Under the Plan, the Company may grant share awards to employees and directors of the Company and its subsidiaries to incentivise participants to excel in their performance and encourage greater dedication and loyalty to the Company. The 2016 Scheme and the Plan align the interest of the participants with those of shareholders so as to motivate them to contribute towards future growth and profitability of the Group and maximisation of shareholder value in the longer term.

The total number of new shares over which options or awards may be granted pursuant to the 2016 Scheme and the Plan respectively, when added to the number of shares issued and issuable under such other share-based incentive plans of the Company, shall not exceed 15% of the issued share capital of the Company on the day preceding the relevant date of grant.

Under the 2016 Scheme, options granted with exercise prices equal to the market price may be exercised after the first anniversary of the date of grant and will expire after ten years from the date of grant. Options with exercise prices which represent a discount to the market price may be exercised after the second anniversary of the date of grant and will expire after ten years from the date of grant.

Under the 2016 Scheme, a variation in the issued share capital of the Company (whether by way of a capitalisation of profits, reserves, rights issue, reduction (including any reduction arising by reason of the Company purchasing or acquiring its issued shares), subdivision, consolidation or distribution, or issues for cash or for shares or otherwise howsoever) shall take place, then (a) the exercise price in respect of the shares comprised in any option(s) to the extent unexercised; (b) the class and/or number of shares comprised in any option(s) to the extent unexercised and the rights attached thereto; and/or (c) the class and/or number of shares in respect of which additional options may be granted to participants of the 2016 Scheme may, at the option of the Remuneration Committee, be adjusted in such manner as the Remuneration Committee may determine to be appropriate, including retrospective adjustments where such variation occurs after the date of the exercise of an option provided that the record date relating to such variation precedes such date of exercise.

Under the Plan, if a variation in the issued share capital of the Company (whether by way of a capitalisation of profits, reserves, rights issue, reduction (including any reduction arising by reason of the Company purchasing or acquiring its issued shares), subdivision, consolidation or distribution, or issues for cash or for shares or otherwise howsoever) shall take place, then (a) the class and/or number of shares which are the subject of an award to the extent not yet vested; and/or (b) the class and/or number of shares over which future awards may be granted under the Plan may, at the option of the Remuneration Committee, be adjusted in such manner as the Remuneration Committee may determine to be appropriate, including retrospective adjustments where such variation occurs after the vesting date of an award provided that the record date relating to such variation precedes such date of vesting.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Equity compensation benefits (cont'd)

There were no options granted under the 2016 Scheme during the financial year under review. The Employee Share Option Scheme (the "2009 Scheme") approved in 2009 was terminated by the shareholders at an Extraordinary General Meeting of the Company held on 21 November 2016. Options already granted under the 2009 Scheme remain valid and exercisable until the end of the relevant exercise period.

Details of outstanding options granted under the 2009 Scheme as at the end of the financial year are as follows:

Date of grant	Balance as at 1.1.2022	Options cancelled or lapsed	Options exercised	Balance as at 31.12.2022	Exercise price per share option	Exercisable period
17.5.2016	15,000,000	–	–	15,000,000	S$0.075	17.5.2018 to 16.5.2026

There were no options granted to the directors, controlling shareholders of the Company or their associates (as defined in the Listing Manual – Section B: Rules of Catalist ("Catalist Rules") of Singapore Exchange Securities Trading Limited) as at the end of the financial year under the employee share option schemes, except as follows:

Name of participant	Options granted during financial year under review (including terms)	Aggregate options granted since commencement of scheme to end of financial year under review	Aggregate options exercised since commencement of scheme to end of financial year under review	Aggregate options outstanding as at end of financial year under review
2009 Scheme				
Teo Cheng Kwee	–	2,000,000	–	2,000,000
Lim Eng Beng	–	2,000,000	–	2,000,000

There were no material conditions to which the options granted under the 2009 Scheme were subject.

No director or employee the Company or any of its subsidiaries has received 5% or more of the total number of options available under the employee share option schemes. No options have been granted to the directors and employees of the Company's subsidiaries since the commencement of the employee share option schemes to the end of the financial year under review.

There were no unissued shares of subsidiaries under option as at the end of the financial year. No shares have been issued during the financial year by virtue of the exercise of the options to take up unissued shares of the Company.

There were no awards granted to the directors, controlling shareholders of the Company or their associates (as defined in the Catalist Rules) as at the end of the financial year under the Plan, except as follows:

Name of participant	Total number of shares comprised in awards granted during the financial year under review (including terms)	Aggregate number of shares comprised in awards granted since the commencement of the Plan to the end of the financial year under review	Aggregate number of shares comprised in awards released since the commencement of the Plan to the end of the financial year under review	Aggregate number of shares comprised in awards which have not been released as at the end of the financial year under review
Lim Eng Beng	–	1,733,000	1,733,000	–

No director or employee of the Company or any of its subsidiaries has received 5% or more of the total number of shares available under the Plan.

DIRECTORS' STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Equity compensation benefits (cont'd)

There were no new ordinary shares granted to the eligible group employees for the financial year under review, and the aggregate number of shares comprised in awards granted to the directors and employees of the Company's subsidiaries since the commencement of the Plan to the end of the financial year under review is 22,167,000.

Audit Committee

The Audit Committee at the date of this statement comprises the following members:

Ang Mong Seng (Chairman)
Teo Cheng Kwee
Zhu Xiaolin

The Audit Committee performs the functions set out in Section 201B(5) of the Companies Act 1967, the Catalist Rules and the Code of Corporate Governance. The functions performed are detailed in the Report on Corporate Governance set out in the Annual Report of the Company for the financial year ended 31 December 2022.

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

The Audit Committee is satisfied with the independence and objectivity of the external auditor and has recommended to the Board of Directors that the auditor, Foo Kon Tan LLP, be nominated for re-appointment as auditor at the forthcoming Annual General Meeting of the Company.

Full details regarding the Audit Committee are provided in the Report on Corporate Governance.

In appointing our auditor for the Company and subsidiaries, we have complied with Catalist Rule 712 and Catalist Rule 715.

To meet the requirements set out in Catalist Rule 704(7) and comply with the relevant principles and provisions of the Code of Corporate Governance 2018 with regard to, inter alia, the composition of the respective Board Committees, the Board of Directors and the Nominating & Corporate Governance Committee endeavour to fill the vacancies to the Board Committees, including the Audit Committee, by 31 July 2023 so to meet the minimum number of not less than three members for each of the Audit Committee, Nominating & Corporate Governance Committee and Remuneration Committee.

Independent auditor

The independent auditor, Foo Kon Tan LLP, Public Accountants and Chartered Accountants, has expressed its willingness to accept re-appointment.

On behalf of the Directors

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ANG MONG SENG

....

LIM ENG BENG

5 April 2023

INDEPENDENT **AUDITOR'S REPORT**

TO THE MEMBERS OF EMERGING TOWNS & CITIES SINGAPORE LTD.

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Emerging Towns & Cities Singapore 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 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

We do not express an opinion on the accompanying consolidated financial statements of the Group and the statement of financial position of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

<u>Use of going concern assumption</u>

The Group and the Company had net current liabilities of S$8,085,000 and S$1,908,000, respectively, as at 31 December 2022. In addition, for the financial year ended 31 December 2022, the Group incurred a net loss of S$42,471,000. As disclosed in Note 16(i) to the financial statements, the Group did not meet a financial covenant and did not make full payment for a facility fee that was due in respect of its bank loan during the financial year ended 31 December 2022, resulting in the loan being repayable on demand. Consequently, the bank loan of S$53,556,000 had been wholly classified as current as at 31 December 2022. The Group had borrowings amounting to S$59,301,000 due for repayment within the next 12 months or on demand, with cash and bank balances of S$4,011,000 as at 31 December 2022.

The Group's working capital primarily comprises development properties in Myanmar. The challenging conditions and events which have an adverse impact on the property market in Myanmar continue to affect the realisation of the Group's development properties, resulting in a significant strain on its cash flows. The conditions and events above give rise to material uncertainties on the ability of the Group and the Company to continue as going concern.

Management has prepared the financial statements on a going concern basis based on the assumptions disclosed in Note 2(a) to the financial statements. However, based on the information available to us, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves whether the use of the going concern assumption in preparing these financial statements is appropriate in view of the factors described above.

If the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements.

INDEPENDENT **AUDITOR'S REPORT**

TO THE MEMBERS OF EMERGING TOWNS & CITIES SINGAPORE LTD.

Basis for Disclaimer of Opinion (cont'd)

Net realisable value of development properties

Stated on the consolidated statement of financial position as at 31 December 2022 are development properties of S$96,609,000 (Note 8), which are required to be measured at the lower of cost and net realisable value in accordance with SFRS(I) 1-2 *Inventories*. We are unable to obtain sufficient appropriate audit evidence to assess the realisability of the development properties, and ascertain their net realisable values as at 31 December 2022 and write-down recognised in profit or loss for the financial year ended 31 December 2022. Consequently, we are unable to satisfy ourselves as to the appropriateness of the carrying amount of the Group's development properties as at 31 December 2022 and the allowance for foreseeable losses on development properties and relevant disclosures in the financial statements for the year ended 31 December 2022.

Independent legal review

The Company had appointed an independent reviewer to conduct a review of the Group's investment and business activities in Myanmar and Singapore for compliance with applicable laws and on the applicability and effect on the Group's business operations due to the unilateral sanctions imposed on Myanmar. Details of the findings of the independent legal review are disclosed in Note 33 to the financial statements. Based on the information available to us, we are unable to determine whether any adjustments or the extent of which might have been necessary in respect of the financial statements of the Group and the Company.

Opening balances and comparative information

We had issued a disclaimer of opinion on the financial statements for the year ended 31 December 2021 on 5 April 2022 in respect of the matters above described in this *Basis for Disclaimer of Opinion* section of our report.

The conditions of the matters above on which we had issued a disclaimer of opinion on the financial statements for the year ended 31 December 2021 remain unchanged. Accordingly, we are unable to determine whether the opening balances of the assets and liabilities of the Group and the Company as at 1 January 2022 are fairly stated. Consequently, any adjustments found to be necessary may significantly affect the Group's financial performance and cash flows for the year ended 31 December 2022, the closing balances of assets and liabilities of the Group and the Company as at 31 December 2022, and the related disclosures in the notes to the financial statements for the year ended 31 December 2022. In addition, there is a possible effect of these matters on the comparability of the current year's figures and the corresponding figures.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

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

INDEPENDENT **AUDITOR'S REPORT**

TO THE MEMBERS OF EMERGING TOWNS & CITIES SINGAPORE LTD.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the financial statements in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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

Report on Other Legal and Regulatory Requirements

In our opinion, except for the effect of the matters described in the *Basis for Disclaimer of Opinion* section of our report, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Cheong Wenjie.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants
Singapore

5 April 2023

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

		The Group		The Company	
		2022	2021	2022	2021
	Note	S$'000	S$'000	S$'000	S$'000
ASSETS					
Non-Current Assets					
Property, plant and equipment	3	**3,832**	4,117	**1**	1
Right-of-use assets	4	**–**	5	**–**	5
Subsidiaries	5	**–**	–	**31,527**	35,393
Investment properties	6	**101,693**	107,350	**–**	–
Trade receivables	7	**2,220**	2,437	**–**	–
		107,745	113,909	**31,528**	35,399
Current Assets					
Trade and other receivables	7	**4,786**	5,997	**2**	349
Development properties	8	**96,609**	142,884	**–**	–
Prepayments		**49**	59	**23**	25
Cash and bank balances	9	**4,011**	3,844	**29**	77
		105,455	152,784	**54**	451
Total assets		**213,200**	266,693	**31,582**	35,850
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	10	**43,580**	43,580	**43,580**	43,580
Reserves	11	**37,357**	58,056	**(13,960)**	(9,820)
Equity attributable to owners of the Company		**80,937**	101,636	**29,620**	33,760
Non-controlling interests		**(23,054)**	(1,906)	**–**	–
Total equity		**57,883**	99,730	**29,620**	33,760
Non-Current Liabilities					
Deferred tax liabilities	12	**13,473**	23,555	**–**	–
Accrued land lease premium	13	**25,174**	24,668	**–**	–
Lease liabilities	14	**–**	3	**–**	3
Advance consideration received from customers	15	**3,130**	602	**–**	–
		41,777	48,828	**–**	3
Current Liabilities					
Accrued land lease premium	13	**14,282**	12,897	**–**	–
Lease liabilities	14	**–**	2	**–**	2
Advance consideration received from customers	15	**7,885**	8,740	**–**	–
Borrowings	16	**59,301**	61,329	**–**	–
Trade and other payables	17	**32,072**	35,167	**1,962**	2,085
		113,540	118,135	**1,962**	2,087
Total liabilities		**155,317**	166,963	**1,962**	2,090
Total equity and liabilities		**213,200**	266,693	**31,582**	35,850

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF **PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 S$'000	2021 S$'000
Revenue	18	**18,248**	9,358
Cost of sales		**(50,297)**	(11,519)
Gross loss		**(32,049)**	(2,161)
Other income	19	**1,233**	1,504
Selling and distribution expenses		**(1,768)**	(466)
Administrative expenses		**(5,364)**	(6,326)
Impairment losses on other receivables reversed/(made)	7	**95**	(3,908)
Other expenses	20	**(4,949)**	(10,111)
Finance costs	21	**(9,764)**	(9,026)
Loss before taxation	22	**(52,566)**	(30,494)
Taxation	23	**10,095**	4,139
Loss for the year		**(42,471)**	(26,355)
Other comprehensive income:			
Items that may be reclassified subsequently to profit or loss			
Currency translation differences arising from consolidation of foreign operations		**456**	2,506
Other comprehensive income for the year, net of tax of nil		**456**	2,506
Total comprehensive loss for the year		**(42,015)**	(23,849)
Loss attributable to:			
Owners of the Company		**(21,122)**	(13,354)
Non-controlling interests		**(21,349)**	(13,001)
		(42,471)	(26,355)
Total comprehensive loss attributable to:			
Owners of the Company		**(20,867)**	(10,804)
Non-controlling interests		**(21,148)**	(13,045)
		(42,015)	(23,849)
Loss per share attributable to owners of the Company (Singapore cents)			
– basic and diluted	24	**(2.15)**	(1.36)

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Share capital S$'000	Capital reduction reserve S$'000	Capital reserve S$'000	Revaluation reserve S$'000	Share option reserve S$'000	Equity component of convertible loan S$'000	Foreign currency translation reserve S$'000	Accumulated profits/ (losses) S$'000	Equity attributable to owners of the Company S$'000	Non-controlling interests S$'000	Total equity S$'000
Balance at 1 January 2021	43,580	15,998	24,695	299	730	13,483	(5,639)	19,127	112,273	11,139	123,412
Loss for the year	–	–	–	–	–	–	–	(13,354)	(13,354)	(13,001)	(26,355)
Other comprehensive income/(loss) for the year	–	–	–	–	–	–	2,550	–	2,550	(44)	2,506
Total comprehensive income/ (loss) for the year	–	–	–	–	–	–	2,550	(13,354)	(10,804)	(13,045)	(23,849)
Contributions by and distributions to owners											
Interest incurred on convertible loan	–	–	–	–	–	167	–	–	167	–	167
Transactions with owners in their capacity as owners	–	–	–	–	–	167	–	–	167	–	167
Balance at 31 December 2021	43,580	15,998	24,695	299	730	13,650	(3,089)	5,773	101,636	(1,906)	99,730
Balance at 1 January 2022	43,580	15,998	24,695	299	730	13,650	(3,089)	5,773	101,636	(1,906)	99,730
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(21,122)**	**(21,122)**	**(21,349)**	**(42,471)**
Other comprehensive income for the year	**–**	**–**	**–**	**–**	**–**	**–**	**255**	**–**	**255**	**201**	**456**
Total comprehensive income/ (loss) for the year	**–**	**–**	**–**	**–**	**–**	**–**	**255**	**(21,122)**	**(20,867)**	**(21,148)**	**(42,015)**
Contributions by and distributions to owners											
Interest incurred on convertible loan	**–**	**–**	**–**	**–**	**–**	**168**	**–**	**–**	**168**	**–**	**168**
Transactions with owners in their capacity as owners	**–**	**–**	**–**	**–**	**–**	**168**	**–**	**–**	**168**	**–**	**168**
Balance at 31 December 2022	**43,580**	**15,998**	**24,695**	**299**	**730**	**13,818**	**(2,834)**	**(15,349)**	**80,937**	**(23,054)**	**57,883**

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	2022 S$'000	2021 S$'000
Cash Flows from Operating Activities			
Loss before taxation		**(52,566)**	(30,494)
Adjustments for:			
Allowance for foreseeable losses on development properties	8	**35,773**	6,852
Depreciation of property, plant and equipment	3	**259**	360
Depreciation of right-of-use assets	4	**5**	63
Fair value loss on investment properties	6	**4,088**	8,784
Financing expense on payment from customers	21	**1,599**	1,108
Financing income on payments from customers	19	**(507)**	(1,053)
Forfeiture of advance consideration received from customers	19	**(535)**	(421)
Gain on disposal of property, plant and equipment	19	**(7)**	–
Impairment losses on other receivables (reversed)/made	7	**(95)**	3,908
Interest expense	21	**8,165**	7,918
Interest income	19	**(19)**	(7)
Operating loss before working capital changes		**(3,840)**	(2,982)
Development properties		**11,893**	4,180
Trade and other receivables		**1,938**	3,713
Advance consideration received from customers		**598**	(1,176)
Trade and other payables		**(3,322)**	92
Cash generated from operations		**7,267**	3,827
Income tax paid		**(111)**	–
Net cash generated from operating activities		**7,156**	3,827
Cash Flows from Investing Activities			
Additions to investment properties	6	**(72)**	(9)
Interest received		**19**	7
Proceeds from disposal of property, plant and equipment		**31**	–
Purchase of property, plant and equipment	3	**(14)**	(25)
Repayment of non-trade amount from shareholder of a subsidiary		**95**	–
Net cash generated from/(used in) investing activities		**59**	(27)
Cash Flows from Financing Activities			
Bank balances pledged		**669**	(460)
Interest paid		**(2,638)**	(691)
Payment of accrued land lease premium		**(1,680)**	–
Payment of lease liabilities		**(5)**	(58)
Proceeds from loans from shareholders of a subsidiary		**–**	272
Repayment of bank loan		**(1,871)**	(1,349)
Repayment of loans from shareholders of a subsidiary		**(380)**	–
Net cash used in financing activities		**(5,905)**	(2,286)
Net increase in cash and cash equivalents		**1,310**	1,514
Cash and cash equivalents at beginning of year		**2,671**	1,424
Exchange differences on translation of cash and cash equivalents		**(474)**	(267)
Cash and cash equivalents at end of year	9	**3,507**	2,671

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Reconciliation of liabilities arising from financing activities

The following are disclosures of the reconciliation of liabilities arising from financing activities, excluding equity items:

	As at 1 January 2022 S$'000	Cash inflows S$'000	Cash outflows: Principal paid S$'000	Cash outflows: Interest paid S$'000	Other non-cash flows S$'000	Exchange difference on translation S$'000	As at 31 December 2022 S$'000
Accrued land lease premium (Note 13)	37,565	**–**	**(1,680)**	**–**	**3,885**	**(314)**	**39,456**
Lease liabilities (Note 14)	5	**–**	**(5)**	**(1)**	**1**	**–**	**–**
Accrued interest (Note 17)	1,110	**–**	**–**	**(2,637)**	**2,391**	**(71)**	**793**
Borrowings (Note 16)							
– Bank loan	55,173	**–**	**(1,871)**	**–**	**1,280**	**(1,026)**	**53,556**
– Loans from shareholders of a subsidiary	1,845	**–**	**(380)**	**–**	**–**	**(2)**	**1,463**
– Amount due to a third party (non-trade)	4,311	**–**	**–**	**–**	**–**	**(29)**	**4,282**
	61,329	**–**	**(2,251)**	**–**	**1,280**	**(1,057)**	**59,301**
	100,009	**–**	**(3,936)**	**(2,638)**	**7,557**	**(1,442)**	**99,550**

	As at 1 January 2021 S$'000	Cash inflows S$'000	Cash outflows: Principal paid S$'000	Cash outflows: Interest paid S$'000	Other non-cash flows S$'000	Exchange difference on translation S$'000	As at 31 December 2021 S$'000
Accrued land lease premium (Note 13)	33,071	–	–	–	3,786	708	37,565
Lease liabilities (Note 14)	63	–	(58)	(6)	6	–	5
Accrued interest (Note 17)	504	–	–	(685)	1,268	23	1,110
Borrowings (Note 16)							
– Bank loan	54,138	–	(1,349)	–	1,365	1,019	55,173
– Loans from shareholders of a subsidiary	1,534	272	–	–	–	39	1,845
– Amount due to a third party (non-trade)	4,113	–	–	–	111	87	4,311
	59,785	272	(1,349)	–	1,476	1,145	61,329
	93,423	272	(1,407)	(691)	6,536	1,876	100,009

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

1 GENERAL INFORMATION

The financial statements of Emerging Towns & Cities Singapore Ltd. (the "Company") and its subsidiaries (the "Group") for the year ended 31 December 2022 were authorised for issue in accordance with a resolution of the directors on the date of the Directors' Statement.

The Company is incorporated as a limited liability company and domiciled in Singapore.

The Company is listed on the Catalist of the Singapore Exchange Securities Trading Limited.

The registered office of the Company is located at 80 Robinson Road, #17-02, Singapore 068898. The principal place of business of the Company is located at 160 Robinson Road, #23-02 SBF Center, Singapore 068914.

The principal activities of the Company are those relating to investment holding. The principal activities of the subsidiaries are as stated in Note 5.

2(A) BASIS OF PREPARATION

The financial statements are drawn up in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International) ("SFRS(I)s") promulgated by the Accounting Standards Council. The financial statements have been prepared under the historical cost convention except as otherwise described in the notes below.

The financial statements are presented in Singapore dollar which is the Company's functional currency. All financial information is presented in Singapore dollar and rounded to the nearest thousand, unless otherwise stated.

Significant accounting estimates and judgements

The preparation of the financial statements in conformity with SFRS(I)s requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The significant accounting estimates and assumptions used and areas involving a high degree of judgement are described below.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(A) BASIS OF PREPARATION (CONT'D)

Significant judgements in applying accounting policies

Going concern

The Group and the Company had net current liabilities of S$8,085,000 (2021: net current assets of S$34,649,000) and S$1,908,000 (2021: S$1,636,000), respectively, as at 31 December 2022. In addition, for the financial year ended 31 December 2022, the Group incurred a net loss of S$42,471,000 (2021: S$26,355,000). Furthermore, as disclosed in Note 16(i) to the financial statements, the Group did not meet a financial covenant and did not make full payment for a facility fee that was due in respect of its bank loan during the financial years ended 31 December 2022 and 31 December 2021, resulting in the loan being repayable on demand. Consequently, the bank loan of S$53,556,000 (2021: S$55,173,000) had been wholly classified as current as at 31 December 2022. The Group had borrowings amounting to S$59,301,000 (2021: S$61,329,000) due for repayment within the next 12 months or on demand, with cash and bank balances of S$4,011,000 (2021: S$3,844,000) as at 31 December 2022.

Notwithstanding this, the directors and management are of the view that the going concern assumption is appropriate for the preparation of the financial statements, due to the following:

(i) The Group generated net operating cash inflows of S$7,156,000 (2021: S$3,827,000) for the financial year ended 31 December 2022.

(ii) The Group and the Company had net assets of S$57,883,000 (2021: S$99,730,000) and S$29,620,000 (2021: S$33,760,000), respectively, as at 31 December 2022.

(iii) In respect of the bank loan of S$53,556,000 (2021: S$55,173,000) for which principal repayment of US$2,350,000 (approximately S$3,150,000) was required to be made every three months for five years from 8 June 2020, during the financial year ended 31 December 2021, the Group had negotiated the repayment terms with the bank and obtained a temporary relief through the revision of the repayment schedule. The next principal repayment of US$4,130,000 (approximately S$5,535,000) was scheduled on 8 March 2023, to be made every three months until 8 June 2025. The Group did not make the principal repayment on 8 March 2023 as it was then in negotiation with the bank to revise the repayment terms. On 13 March 2023, the Group obtained a further revision of the repayment schedule. The next principal repayment of US$1,006,500 (approximately S$1,349,000) is scheduled on 13 June 2023, with subsequent repayments to be made every six months over five years at an annually increasing amount, with the final repayment of US$7,480,000 (approximately S$10,025,000) scheduled on 13 December 2027. The Group does not expect the bank to call for full repayment of the bank loan for the breach in financial covenant or default in facility fee payment.

Based on the above, the directors and management are satisfied that the Group and the Company will have sufficient working capital and financial resources to enable them to meet their obligations as and when they fall due and continue as going concern for 12 months from the reporting period.

Determination of functional currencies

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the respective entities in the Group, judgement is required to determine the currency that mainly influences sales prices of goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on the local management's assessment of the economic environment in which the entities operate and the respective entities' process of determining sales prices.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(A) BASIS OF PREPARATION (CONT'D)

Significant judgements in applying accounting policies (cont'd)

Control over a subsidiary (Note 5)

The Group determines if it has control, or not, over an investee based on whether the Group has power over the investee, exposure or rights to variable returns from its involvement with the investee, and ability to use its power over the investee to affect its returns. The Company holds 100% equity interest in DAS Pte. Ltd., which holds 70% equity interest in Uni Global Power Pte. Ltd. ("UGP"). UGP in turn holds 70% equity interest in Golden Land Real Estate Development Co. Ltd. ("GLRE"). Although the Group owns 49% of the effective ownership interest in GLRE, management has determined that the Group has control over GLRE, on the basis that it holds the majority voting rights in each of UGP and GLRE, and is able to determine the board composition in each of UGP and GLRE to direct the relevant activities of GLRE to significantly affect its returns.

Deferred taxation on investment properties (Note 12)

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, management has reviewed the Group's investment properties portfolio and concluded that the Group's investment properties are held under the business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred taxation on investment properties, management has determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. The Group recognises deferred taxes on changes in fair value of investment properties.

Income taxes (Note 23)

Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax exposures based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the current tax and deferred tax provisions in the period in which such determination is made.

Significant accounting estimates and assumptions used in applying accounting policies

Depreciation of property, plant and equipment (Note 3)

The costs of property, plant and equipment are depreciated on a straight-line basis over the estimated economic useful lives of the assets. The estimation of useful lives is based on assumptions about wear and tear, ageing, changes in demand and the Group's historical experience with similar assets. The Group performs annual reviews on whether the assumptions made on useful lives continue to be valid. As changes in the expected level of usage, maintenance programmes and technological developments could affect the economic useful lives and the residual values of these assets, future depreciation charges could be revised. If depreciation on the Group's property, plant and equipment increases/decreases by 10% from management's estimates, the Group's results for the year will decrease/increase by S$26,000 (2021: S$36,000).

Impairment of investments in subsidiaries (Note 5)

The Company assesses at the end of each reporting period whether there is any indication that the investments in subsidiaries may be impaired. If any indication exists, the investment in subsidiary is tested for impairment. The recoverable amount is the higher of fair value less costs of disposal and value in use. Estimating the fair value less costs of disposal requires the Company to make an estimate of the expected selling prices of the underlying assets and the estimated cash outflows to settle the obligations in respect of the underlying liabilities. Estimating the value in use requires the Company to make an estimate of the expected future cash flows from the cash-generating units, a suitable growth rate to extrapolate the future cash flows, and an appropriate discount rate in order to calculate the present value of the future cash flows. At the end of the reporting period, if the recoverable amount of the investments in subsidiaries decrease/increase by 10% from management's estimates, the Company's allowance for impairment of investment in subsidiaries will increase/decrease by S$3,153,000 (2021: S$nil).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(A) BASIS OF PREPARATION (CONT'D)

Significant accounting estimates and assumptions used in applying accounting policies (cont'd)

Valuation of investment properties (Note 6)
The Group's investment properties are stated at their estimated fair values based on the valuation performed by independent professional valuers using various valuation methods, including market approach based on the direct comparison method and income approach based on the income capitalisation method. The estimated fair values may differ from the price at which the Group's assets could be sold at a particular time, since actual selling prices are negotiated between willing buyers and sellers. If the fair value of investment properties increases/decreases by 5%, the Group's results for the year will increase/decrease by S$5,085,000 (2021: S$5,368,000).

Impairment of trade and other receivables (Note 7)
The impairment for trade and other receivables is based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on past payment history, existing market conditions as well as forward-looking estimates at the end of each reporting period. In respect of trade receivables due from buyers for sale of properties, the Group has considered the right to repossess the property from the buyer in the event of payment default, resulting in the expected credit losses on the Group's trade receivables being not significant. There is no impact on the Group's allowance for impairment of trade receivables arising from a 10% decrease in the expected selling prices of the properties held as collateral from management's estimates.

Net realisable value of development properties (Note 8)
The assessment of net realisable value of development properties is a judgemental process, taking into account the Group's expectations of future selling prices (net of all estimated selling expenses) of the properties, which are affected by macroenvironment and microenvironment factors, including demand and supply, interest rates, government policies and economic conditions. Net realisable value is the net amount specific to the Group that it expects to realise from the sale of the properties in the ordinary course of business. Any shortfall in the net realisable value over the cost of the properties is accounted for as an allowance for foreseeable losses on development properties recognised in the Group's profit or loss. If the net realisable value of development properties decreases by 5%, the Group's results for the year will decrease by S$4,830,000 (2021: S$7,144,000).

2(B) ADOPTION OF NEW OR AMENDED SFRS(I)s EFFECTIVE IN 2022

On 1 January 2022, the Group adopted the following new or amended SFRS(I)s that are mandatory for application from that date. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I)s.

Reference	Description
Amendment to SFRS(I) 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to SFRS(I) 1-16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to SFRS(I) 1-37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to SFRS(I) 3	Reference to the Conceptual Framework
Annual Improvements to SFRS(I)s 2018 – 2020	
– Amendment to SFRS(I) 1-41	Taxation in Fair Value Measurements
– Amendment to SFRS(I) 1	Subsidiary as a First-time Adopter
– Amendment to SFRS(I) 9	Fees in the '10 per cent' Test for Derecognition of Financial Liabilities
– Amendment to Illustrative Examples accompanying SFRS(I) 16	Lease Incentives

The adoption of these new or amended SFRS(I)s did not result in substantial changes to the Group's accounting policies nor any significant impact on these financial statements.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(C) NEW OR AMENDED SFRS(I)s NOT YET ADOPTED

The following are the new or amended SFRS(I)s issued that are not yet effective but may be early adopted for the current financial year. However, the Group has not early adopted the new or amended SFRS(I)s in preparing these financial statements:

Reference	Description	Effective date (Annual periods beginning on or after)
SFRS(I) 17	Insurance Contracts	1 January 2023
Amendments to SFRS(I) 1-1	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to SFRS(I) 10 and SFRS(I) 1-28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Yet to be determined
Amendments to SFRS(I) 17	Insurance Contracts	1 January 2023
Amendments to SFRS(I) 4	Extension of the Temporary Exemption from Applying SFRS(I) 9	1 January 2023
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2	Disclosure of Accounting Policies	1 January 2023
Amendments to SFRS(I) 1-8	Definition of Accounting Estimates	1 January 2023
Amendments to SFRS(I) 1-12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to SFRS(I) 17	Initial Application of SFRS(I) 17 and SFRS(I) 9 – Comparative Information	1 January 2023
Amendments to SFRS(I) 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to SFRS(I) 1-1	Non-current Liabilities with Covenants	1 January 2024

Management does not anticipate that the adoption of the above new or amended SFRS(I)s in future periods will have a material impact on the financial statements of the Group and the Company in the period of their initial adoption.

Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*

The amendments affect only the presentation of liabilities as current or non-current in the statement of financial position and not the amount or timing of recognition of any asset, liability, income or expenses, or the information disclosed about those items.

The amendments clarify that the classification of liabilities as current or non-current is based on the rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise the right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer of cash, equity instruments, other assets or services to the counterparty.

The amendments are applied retrospectively for annual periods beginning on or after 1 January 2024, with early application permitted.

Amendments to SFRS(I) 1-1 *Non-current Liabilities with Covenants*

The amendments aim to improve the information an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. The amendments clarify that covenants of loan arrangements which an entity must comply with only after the reporting date would not affect classification of a liability as current or non-current at the reporting date. However, those covenants that an entity is required to comply with on or before the reporting date would affect classification as current or non-current, even if the covenant is only assessed after the entity's reporting date.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(C) NEW OR AMENDED SFRS(I)s NOT YET ADOPTED (CONT'D)

Amendments to SFRS(I) 1-1 *Non-current Liabilities with Covenants (cont'd)*

The amendments introduce additional disclosure requirements. When an entity classifies a liability arising from a loan arrangement as non-current and that liability is subject to the covenants which an entity is required to comply with within 12 months of the reporting date, the entity shall disclose information in the notes that enables users of financial statements to understand the risk that the liability could become repayable within 12 months of the reporting period, including:

(a) the carrying amount of the liability;

(b) information about the covenants; and

(c) facts and circumstances, if any, that indicate the entity may have difficulty complying with the covenants. Such facts and circumstances could also include the fact that the entity would not have complied with the covenants based on its circumstances at the end of the reporting period.

The amendments are effective for annual periods beginning on or after 1 January 2024. The amendments are applied retrospectively. Early application is permitted.

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Losses and other comprehensive losses are attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, the Group controls an investee if, and only if, the Group has all of the following:

– power over the investee;

– exposure, or rights, to variable returns from its involvement with the investee; and

– the ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Consolidation (cont'd)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any non-controlling interest. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)s).

Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost less accumulated depreciation and any accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of qualifying property, plant and equipment. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, 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. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. Other expenditure is recognised as an expense during the period in which it is incurred.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

If a property was previously held for own use, it is accounted for as property, plant and equipment up to the date of change in use before its transfer to investment properties. Any difference at the date of the change in use between the carrying amount of the property and its fair value is recognised as a revaluation reserve, even if the property was previously measured using the cost model. On subsequent disposal of the investment property, any existing revaluation surplus that was previously recognised is transferred to retained earnings.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amount over their estimated useful lives, as follows:

Leasehold land	70 years from 15 October 2013
Building	70 years from 15 October 2013
Office equipment	5 to 10 years
Furniture and fittings	5 years
Renovations	5 years
Motor vehicles	5 to 10 years

For acquisitions and disposals during the period, depreciation is recognised in profit or loss from the month that the property, plant and equipment are installed and are available for use, and to the month of disposal, respectively. Fully depreciated property, plant and equipment are retained in the accounts until they are no longer in use.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Property, plant and equipment (cont'd)

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

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at the end of each reporting period as a change in estimates.

Subsidiaries

In the Company's separate statement of financial position, subsidiaries are stated at cost less allowance for any impairment losses on an individual subsidiary basis.

Investment properties

Investment properties include those portions of commercial properties and residential apartments that are held for long-term rental yields and/or capital appreciation and land under operating leases that is held for long-term capital appreciation or for a currently indeterminate use, and where an insignificant portion is held for the Group's own occupation. Investment properties comprise completed investment properties.

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

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised as additions and the carrying amounts of the replaced components are written off to profit or loss. The cost of maintenance, repairs and minor improvement is charged to profit or loss 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. On disposal or retirement of an investment property, any gain or loss on disposal or retirement of an investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss. When an investment property that was previously classified as property, plant and equipment is sold, any related amount included in the revaluation reserve is transferred to retained earnings.

Transfers

Transfers to, or from, investment properties are made when there is a change in use, evidenced by:

- commencement of owner-occupation, for a transfer from investment properties to property, plant and equipment;
- commencement of development with a view to sell, for a transfer from investment properties to development properties; or
- inception of an operating lease to another party, for a transfer from development properties to investment properties.

When the use of an investment property changes such that it is transferred to owner-occupied property or inventory, its fair value at the date of transfer becomes its deemed cost for subsequent accounting in accordance with SFRS(I) 1-16 or SFRS(I) 1-2, respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Development properties

Development properties are those properties which are held with the intention of development and sale in the ordinary course of business. They are stated at the lower of cost and net realisable value. Cost includes acquisition costs, development expenditure, capitalised borrowing costs and other costs directly attributable to the development activities. Cost includes an appropriate share of development overheads allocated based on normal capacity. Net realisable value represents the estimated selling price less costs to be incurred in selling the property.

Land held for future development where no significant development has been undertaken is stated at the lower of cost and net realisable value.

Borrowing costs that are directly attributable to the acquisition and development of a development property are capitalised as part of the development property during the period of development until the completion of development.

For a transfer from development properties to investment properties that are carried at fair value, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

Initial recognition and measurement
Financial assets are recognised when, and only when, the Group becomes party to the contractual provisions of the instruments. Financial assets are classified at initial recognition as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of financial asset not at FVTPL, transaction costs. 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. Refer to the accounting policy on "Revenue from contracts with customers".

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial assets (cont'd)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

– Financial assets at amortised cost (debt instruments)

– Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)

– Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

– Financial assets at FVTPL

The Group does not hold any financial assets at FVOCI or financial assets at FVTPL.

Financial assets at amortised cost (debt instruments)

Subsequent measurement of debt instruments depends on the Group's business model with the objective to hold financial assets in order to collect contractual cash flows and the contractual cash terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Financial assets that are held for the collection of contractual cash flows where those cash flows represent SPPI are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through amortisation process.

The Group's financial assets at amortised cost comprise trade and other receivables and cash and bank balances.

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Derecognition

A financial asset is derecognised where the contractual rights to receive cash flows from the asset expire. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses ("ECLs") associated with its debt instrument financial assets carried at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, the Group measures the loss allowance at an amount equal to lifetime ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at the end of each reporting period. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial assets (cont'd)

Impairment of financial assets (cont'd)
For other receivables, loss allowance is measured at an amount equal to 12-month ECLs. The 12-month ECLs are estimated by reference to the track record of the counterparties and their business and financial conditions. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (12-month ECLs). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (lifetime ECLs).

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

At the end of each reporting period, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

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

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement
Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

Financial liabilities are recognised initially at fair value minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

The Group's financial liabilities comprise accrued land lease premium, lease liabilities, borrowings and trade and other payables (excluding business and other taxes payable).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Financial liabilities (cont'd)

Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVTPL, such as interest-bearing borrowings, are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

Borrowings

Borrowings which are due to be settled more than 12 months after the reporting period are included in current borrowings in the statement of financial position if the loan facility agreements include an overriding repayment on demand clause which gives the lender the right to demand repayment at any time at its sole discretion and irrespective of whether a default event has occurred, or when the Group has defaulted or breached a provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the borrowings become payable on demand, even if the lender agreed after the reporting period and before the authorisation of the financial statements for issue not to demand payment as a consequence of the breach. These borrowings are classified as current because, at the end of the reporting period, the Group does not have an unconditional right to defer its settlement for at least 12 months after that date.

However, those borrowings with breaches or defaults of loan agreement terms are classified as non-current if the lender agreed by the end of the reporting period to provide a period of grace ending at least 12 months after the reporting period, within which the Group can rectify the breach and during which the lender cannot demand immediate repayment. Other borrowings due to be settled more than 12 months after the reporting period are included in non-current borrowings in the statement of financial position.

Borrowing costs are recognised in profit or loss using the effective interest method.

Financial guarantees

The Company has issued corporate guarantees to financial institutions for the borrowings of a subsidiary. A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantees.

Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of the loss allowance determined in accordance with the impairment model under SFRS(I) 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition

A financial liability is derecognised when the obligation under the contract is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from a customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liability is recognised as revenue when the Group performs under the contract.

Contract liabilities relate to advance consideration received from customers (excluding those from lease of investment properties).

Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents exclude bank balances pledged or restricted in use.

Share capital

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

Dividends

Final dividends proposed by the directors are not accounted for in shareholders' equity as an appropriation of retained earnings, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

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

Convertible loan

When a convertible loan is issued at fair value, the fair value of the liability portion is determined using a market interest rate for an equivalent non-convertible loan; this amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the bonds. The remainder of the proceeds is allocated to the conversion option, which is recognised net of income tax effects and included in shareholders' equity. The carrying amount of the conversion option is not changed in subsequent periods. Any directly attributable transaction costs are allocated to the liability portion and conversion option in proportion to their initial carrying amounts.

When the conversion option is exercised, the carrying amount of the conversion option will be reclassified to share capital. When the conversion option is allowed to lapse, the carrying amount of the conversion option will be reclassified to retained earnings.

Interest and gains or loss relating to the liability portion are recognised in profit or loss. On conversion, the liability portion is reclassified to equity; no gain or loss is recognised on conversion.

A gain or loss is recognised on the extinguishment of convertible loan. The consideration paid is allocated to the debt and equity components of the existing convertible loan at the date of the transaction using the same allocation method as on initial recognition. The amount of gain or loss relating to the liability component is recognised in profit or loss, while the amount of consideration relating to the equity component is recognised in equity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Convertible loan (cont'd)

When determining whether to classify a financial instrument as an equity instrument or a financial liability, the Group assesses the substance of the contractual arrangement rather than its legal form. A financial instrument is an equity instrument rather than a financial liability, if it includes no contractual obligation to deliver cash or another financial asset to another entity; or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group; and if the instrument will or may be settled in the issuer's own equity instruments, it is a non-derivative that includes no contractual obligation for the issuer to deliver a variable number of its own equity instruments; or a derivative that will be settled only by the Company exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instrument.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. Present obligations arising from onerous contracts are recognised as provisions.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, provisions are reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of the time is recognised as finance costs.

Leases

The Group as a lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low-value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease (including extension option) unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The incremental borrowing rate is defined as the rate of interest that the lessee would have to pay to borrow over a similar term and with a similar security the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Leases (cont'd)

The Group as a lessee (cont'd)
Lease liability (cont'd)
Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liabilities are presented as a separate line item in the statements of financial position.

The lease liability is subsequently measured at amortised cost, by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (with a corresponding adjustment to the related right-of-use asset or to profit or loss if the carrying amount of the right-of-use asset has already been reduced to nil) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use asset
The right-of-use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. It is subsequently measured at cost less accumulated depreciation and any impairment loss.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Leases (cont'd)

The Group as a lessee (cont'd)
Right-of-use asset (cont'd)
Depreciation on right-of-use assets is calculated using the straight-line method to allocate their depreciable amounts over the shorter period of lease term and useful life of the underlying asset, as follows:

Office premise	Over the lease term of 3 years
Office equipment	Over the lease term of 5 years

If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line item in the statements of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

The Group as a lessor
When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, the lease is a finance lease; if not, it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for a major part of the economic life of the asset.

The Group recognises lease payments received from lease of investment properties under operating leases as income on a straight-line basis over the lease term within revenue in profit or loss.

Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting or taxable profit or loss at the time of the transaction.

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

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

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Income taxes (cont'd)

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

Deferred income tax is measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised either in other comprehensive income or directly in equity.

Employee benefits

Pension obligations

The Group participates in the defined contribution national pension schemes as provided by the laws of the countries in which it has operations. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay further amounts. In particular, the Company contributes to the Central Provident Fund, a defined contribution plan regulated and managed by the Government of Singapore, while the subsidiary in Myanmar contributes to the Social Security Board in Myanmar. The contributions to national pension schemes are charged to profit or loss in the period to which the contributions relate.

Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. Accrual is made for the unconsumed leave as a result of services rendered by employees up to the end of the reporting period.

Employee share option scheme

The Company has an employee share option scheme for the granting of non-transferable options.

The Group issues equity-settled share options to certain employees. The fair value of the employee services received in exchange for the grant of options is recognised as an expense in profit or loss with a corresponding increase in the share option reserve over the vesting period. The total amount to be recognised over the vesting period is determined by reference to the fair value of the options granted on the date of the grant.

Non-market vesting conditions are included in the estimation of the number of shares under option that are expected to become exercisable on the vesting date. At the end of each reporting period, the Group revises its estimates of the number of shares under option that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share option reserve over the remaining vesting period.

When the options are exercised, the proceeds received (net of transaction costs) and the related balance previously recognised in the share option reserve is credited to the share capital account when new ordinary shares are issued.

In the Company's separate financial statements, the fair value of options granted to employees of its subsidiaries is recognised as an increase in the cost of the Company's investments in subsidiaries, with a corresponding increase in equity over the vesting period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Employee benefits (cont'd)

Performance share plan

Equity-settled share-based payments are measured at fair value at the date of grant. The share-based payment expense is amortised and recognised in profit or loss on a straight-line basis over the vesting period. At the end of each reporting period, the Company revises its estimates of the number of shares that the participating employees and directors are expected to receive based on non-market vesting conditions. The difference is charged or credited to profit or loss, with a corresponding adjustment to equity over the remaining vesting period.

In the Company's separate financial statements, the fair value of shares granted to employees of its subsidiaries is recognised as an increase in the cost of the Company's investments in subsidiaries, with a corresponding increase in equity over the vesting period.

Related parties

A related party is defined as follows:

a) A person or a close member of that person's family is related to the Group and the Company if that person:

   (i) has control or joint control over the Company;

   (ii) has significant influence over the Company; or

   (iii) is a member of the key management personnel of the Group or the Company or of a parent of the Company.

b) An entity is related to the Group and the Company if any of the following conditions applies:

   (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

   (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

   (iii) both entities are joint ventures of the same third party.

   (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.

   (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.

   (vi) the entity is controlled or jointly controlled by a person identified in (a).

   (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

   (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Related parties (cont'd)

Key management personnel
Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group. Directors and certain management executives are considered key management personnel.

Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than development properties and investment properties, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the assets belong will be identified.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

Individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which an asset's or a cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use, based on an internal discounted cash flow evaluation. Impairment loss recognised for a cash-generating unit is charged pro rata to the assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist or may have decreased.

Any impairment loss is charged to profit or loss.

An impairment loss is reversed if there is an indication that the impairment loss previously recognised for an asset may no longer exist or may have decreased, and there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that an asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised.

A reversal of an impairment loss is recognised as income in profit or loss.

Revenue from contracts with customers

Sale of development properties
The Group develops and sells residential and commercial properties before completion of construction of the properties. As the Group does not have an enforceable right to payment for performance completed to date, the Group accounts for revenue on the sale of development properties using the completion of contract method.

Revenue from the sale of development properties is recognised when the control of the properties has been transferred to the buyers, i.e. when the legal possessory right of the property passes to the buyer upon signing of the property handover notice by the buyer. Payments received from buyers prior to this stage are recorded as advance consideration received from customers.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Revenue from contracts with customers (cont'd)

Sale of development properties (cont'd)
The Group receives payments from buyers for the sale of development properties. Under the payment schemes, the time when payments are made by the buyer and the transfer of control of the property to the buyer does not coincide and where the difference between the timing of receipt of the payments and the transfer of control of the property is 12 months or more, there exists a significant financing component arising from payments from buyers. A finance income or finance expense will be recognised depending on the arrangement, whether payments are received from buyers after or before the properties are handed over and revenue is recognised, respectively.

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

Incremental costs of fulfilling a contract are capitalised if these costs are recoverable. Costs to fulfil a contract are capitalised if the costs relate directly to the contract, generate or enhance resources used in satisfying the contract and are expected to be recovered. Other contract costs are expensed as incurred.

The Group pays commissions to its employees for each contract that they obtain for the sale of development property. The Group has elected to apply the optional practical expedient for costs to obtain a contract which allows the Group to recognise sales commissions as an expense when incurred (included within cost of sales and employee benefits expense) because the amortisation period of the asset that the Group otherwise would have recognised is one year or less.

Rental income

Rental income (net of any incentives given to the lessees) under operating leases is accounted for on a straight-line basis over the lease terms.

Interest income

Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Government grants

Government grants are recognised as a receivable at their fair value where there is reasonable assurance that the grants will be received and all attaching conditions will be complied with.

Government grants received are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are deducted against the related expenses.

Functional and presentation currency

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2(D) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Conversion of foreign currencies

Transactions and balances
Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency translation differences from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the end of the reporting period are recognised in profit or loss.

Foreign currency gains and losses are reported on a net basis as either other income or other expenses depending on whether foreign currency movements are in a net gain or net loss position.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transactions. Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

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

(i) Assets and liabilities are translated at the closing exchange rates at the end of each reporting period;

(ii) Income and expenses for each statement presenting profit or loss and other comprehensive income (i.e. including comparatives) are translated at exchange rates at the dates of the transactions; and

(iii) All resulting currency translation differences are recognised as other comprehensive income in the foreign currency translation reserve in equity.

Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's Chief Executive Officer ("CEO") to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available. Additional disclosures on each of these segments are shown in Note 28 to the financial statements, including the factors used to identify the reportable segments and the measurement basis of segment information.

Segment results that are reported to the CEO include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment.

Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares which comprise share options granted to employees and convertible loan.

3 PROPERTY, PLANT AND EQUIPMENT

The Group	Leasehold land S$'000	Building S$'000	Office equipment S$'000	Furniture and fittings S$'000	Renovations S$'000	Motor vehicles S$'000	Total S$'000
Cost							
At 1 January 2021	799	2,660	939	805	130	517	5,850
Additions	–	24	1	–	–	–	25
Write-offs	–	–	(18)	–	(130)	–	(148)
Exchange difference on translation	17	70	20	20	–	11	138
At 31 December 2021	816	2,754	942	825	–	528	5,865
Additions	**–**	**10**	**4**	**–**	**–**	**–**	**14**
Disposal	**–**	**–**	**–**	**–**	**–**	**(62)**	**(62)**
Write-offs	**–**	**–**	**(10)**	**–**	**–**	**–**	**(10)**
Exchange difference on translation	**(5)**	**(23)**	**(7)**	**(6)**	**–**	**(2)**	**(43)**
At 31 December 2022	**811**	**2,741**	**929**	**819**	**–**	**464**	**5,764**
Accumulated depreciation							
At 1 January 2021	22	110	548	485	103	222	1,490
Depreciation (Note 22)	8	55	104	139	27	27	360
Write-offs	–	–	(18)	–	(130)	–	(148)
Exchange difference on translation	1	14	9	14	–	8	46
At 31 December 2021	31	179	643	638	–	257	1,748
Depreciation (Note 22)	**8**	**55**	**91**	**83**	**–**	**22**	**259**
Disposal	**–**	**–**	**–**	**–**	**–**	**(38)**	**(38)**
Write-offs	**–**	**–**	**(10)**	**–**	**–**	**–**	**(10)**
Exchange difference on translation	**(1)**	**(6)**	**(7)**	**(7)**	**–**	**(6)**	**(27)**
At 31 December 2022	**38**	**228**	**717**	**714**	**–**	**235**	**1,932**
Carrying amount							
At 31 December 2022	**773**	**2,513**	**212**	**105**	**–**	**229**	**3,832**
At 31 December 2021	785	2,575	299	187	–	271	4,117

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

The Company	**Office equipment S$'000**	**Renovations S$'000**	**Total S$'000**
Cost			
At 1 January 2021	35	130	165
Addition	1	–	1
Write-offs	(18)	(130)	(148)
At 31 December 2021	18	–	18
Addition	**1**	**–**	**1**
Write-offs	**(10)**	**–**	**(10)**
At 31 December 2022	**9**	**–**	**9**
Accumulated depreciation			
At 1 January 2021	34	103	137
Depreciation (Note 22)	1	27	28
Write-offs	(18)	(130)	(148)
At 31 December 2021	17	–	17
Depreciation (Note 22)	**1**	**–**	**1**
Write-offs	**(10)**	**–**	**(10)**
At 31 December 2022	**8**	**–**	**8**
Carrying amount			
At 31 December 2022	**1**	**–**	**1**
At 31 December 2021	1	–	1

Building relates to owner-occupied office units.

The Group's property, plant and equipment include right-of-use asset with carrying amount of S$773,000 (2021: S$785,000) as at 31 December 2022 relating to leasehold land.

As at 31 December 2022, the carrying amount of the Group's property, plant and equipment pledged to secure bank loan comprises building of S$1,480,000 (2021: S$1,517,000) (Note 16(i)).

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4 RIGHT-OF-USE ASSETS

The Group and the Company	Office premise S$'000	Office equipment S$'000	Total S$'000
Cost			
At 1 January 2021	269	9	278
Derecognition	(269)	–	(269)
At 31 December 2021	–	9	9
Derecognition	**–**	**(9)**	**(9)**
At 31 December 2022	**–**	**–**	**–**
Accumulated depreciation			
At 1 January 2021	208	2	210
Depreciation (Note 22)	61	2	63
Derecognition	(269)	–	(269)
At 31 December 2021	–	4	4
Depreciation (Note 22)	**–**	**5**	**5**
Derecognition	**–**	**(9)**	**(9)**
At 31 December 2022	**–**	**–**	**–**
Carrying amount			
At 31 December 2022	**–**	**–**	**–**
At 31 December 2021	–	5	5

5 SUBSIDIARIES

The Company	2022 S$'000	2021 S$'000
Unquoted equity investments, at cost		
At 1 January	**39,993**	39,993
Write-off	**(100)**	–
At 31 December	**39,893**	39,993
Allowance for impairment losses		
At 1 January	**4,600**	4,600
Allowance made	**3,866**	–
Allowance utilised	**(100)**	–
At 31 December	**8,366**	4,600
Carrying amount		
At 1 January	**35,393**	35,393
At 31 December	**31,527**	35,393

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

5 SUBSIDIARIES (CONT'D)

On 3 December 2021, the Company had applied to deregister its wholly-owned subsidiary in Hong Kong, Trechance Holdings Limited. The deregistration was completed on 20 January 2023.

On 4 October 2022, the Company's wholly-owned subsidiary, Futura Asset Holdings Pte. Ltd., was struck off from the register and accordingly, the cost of investment of S$100,000 was written off.

Impairment testing of investment in subsidiary

The Company holds 100% equity interest in DAS Pte. Ltd. ("DAS"), which holds 70% equity interest in Uni Global Power Pte. Ltd. ("UGP"). DAS and UGP are investment holding companies. UGP in turn holds 70% equity interest in Golden Land Real Estate Development Co. Ltd. ("GLRE") which is the sole operating subsidiary in the Group.

In view of the significant losses incurred by GLRE for the financial years ended 31 December 2022 and 31 December 2021, management has assessed that there are indications of impairment of the Company's investment in DAS. Accordingly, the investment is tested for impairment.

The recoverable amount is determined based on fair value less costs of disposal, having regard to the revalued net assets of DAS and its subsidiaries ("DAS Group"). In deriving the revalued net assets of DAS Group, the fair values of the underlying assets are estimated based on their expected selling prices, and the fair values of the underlying liabilities are based on the estimated cash outflows to settle the obligations. Based on the assessment, the Company recognised impairment losses amounting to S$3,866,000 (2021: S$nil).

Details of the subsidiaries are:

Name	Principal activities	Country of incorporation/ Principal place of business	Percentage of effective equity interest held by the Group	
			2022	2021
			%	%
Held by the Company				
DAS Pte. Ltd. ("DAS")(1)	Investment holding	Singapore	**100**	100
Trechance Holdings Limited(3)	Dormant	Hong Kong	**100**	100
Futura Asset Holdings Pte. Ltd.(5)	Dormant	Singapore	**–**	100
Held by DAS				
Uni Global Power Pte. Ltd. ("UGP")(1)	Investment holding	Singapore	**70**	70
Held by UGP				
Golden Land Real Estate Development Co. Ltd. ("GLRE")(2),(4)	Property development and investment	Myanmar	**49**	49

(1) Audit performed by Foo Kon Tan LLP for statutory purpose.

(2) Audit performed by Foo Kon Tan LLP for consolidation purpose.

(3) Not required to be audited and deregistered on 20 January 2023.

(4) The Company holds 100% equity interest in DAS, which holds 70% equity interest in UGP. UGP in turn holds 70% equity interest in GLRE.

(5) Struck off from the register on 4 October 2022.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

5 SUBSIDIARIES (CONT'D)

Details of subsidiaries that have material non-controlling interests

The table below shows details of subsidiaries in the Group that have material non-controlling interests:

Name of subsidiaries	Place of incorporation and principal place of business	Proportion of effective interests and voting rights held by non-controlling interests	Loss allocated to non-controlling interests S$'000	Other comprehensive income/(loss) allocated to non-controlling interests S$'000	Accumulated non-controlling interests S$'000
2022					
DAS Group	Singapore and Myanmar	**51%**	**(21,349)**	**201**	**(23,054)**
2021					
DAS Group	Singapore and Myanmar	51%	(13,001)	(44)	(1,906)

Summarised financial information in respect of the subsidiaries that have material non-controlling interests are set out below. No dividend was declared during the financial year. The summarised financial information below represents amounts before intra-group eliminations.

Summarised consolidated statement of financial position

DAS Group	2022 S$'000	2021 S$'000
Non-current assets	**107,745**	113,903
Current assets	**106,323**	153,541
Non-current liabilities	**(41,777)**	(48,825)
Current liabilities	**(144,136)**	(149,153)
	28,155	69,466
Equity attributable to owners of the Company	**51,209**	71,372
Equity attributable to non-controlling interests	**(23,054)**	(1,906)
	28,155	69,466

Summarised consolidated statement of profit or loss and other comprehensive income

DAS Group	2022 S$'000	2021 S$'000
Revenue and other income	**19,575**	10,860
Expenses	**(61,342)**	(36,387)
Loss for the year	**(41,767)**	(25,527)
Loss attributable to owners of the Company	**(20,418)**	(12,526)
Loss attributable to non-controlling interests	**(21,349)**	(13,001)
Loss for the year	**(41,767)**	(25,527)
Total comprehensive loss attributable to owners of the Company	**(20,163)**	(10,648)
Total comprehensive loss attributable to non-controlling interests	**(21,148)**	(13,045)
Total comprehensive loss for the year	**(41,311)**	(23,693)

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

5 SUBSIDIARIES (CONT'D)

Other summarised information

DAS Group	2022 S$'000	2021 S$'000
Net cash inflow from operating activities	**7,199**	3,983
Net cash inflow/(outflow) from investing activities	**59**	(26)
Net cash outflow from financing activities	**(5,900)**	(2,440)
Net cash inflow for the year	**1,358**	1,517

6 INVESTMENT PROPERTIES

The Group	2022 S$'000	2021 S$'000
Investment properties	**101,693**	107,350

Movement in investment properties during the financial year is as follows:

The Group	2022 S$'000	2021 S$'000
At 1 January	**107,350**	113,780
Additions	**72**	9
Transfer from development properties (Note 8)	**3,468**	188
Transfer to development properties (Note 8)	**(4,530)**	(223)
Fair value loss recognised in profit or loss (Note 20)	**(4,088)**	(8,784)
Exchange difference on translation	**(579)**	2,380
At 31 December	**101,693**	107,350

The investment properties are as follows:

Location	Description	Net floor area (square metres)	Tenure
2022			
Golden City Project No. 3, Land Survey Block, Kanbe, Yankin Road, Yankin Township, Yangon, Myanmar	223 residential units, 6 retail units and 16 office units	32,287	70 years
2021			
Golden City Project No. 3, Land Survey Block, Kanbe, Yankin Road, Yankin Township, Yangon, Myanmar	229 residential units, 5 retail units and 14 office units	31,734	70 years

Investment properties with carrying amount of S$69,096,000 (2021: S$74,741,000) (Note 16(i)) and S$6,660,000 (2021: S$6,140,000) (Note 16(iii)) are pledged to secure bank loan and non-trade amount due to a third party, respectively. The aggregate carrying amount of investment properties pledged to secure borrowings is S$75,756,000 (2021: S$80,881,000) as at 31 December 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

6 INVESTMENT PROPERTIES (CONT'D)

At the end of the reporting period, the fair values of investment properties for the Golden City Project are determined by independent professional valuers, C.I.M. Property Consultants Co., Ltd. and Colliers International ("CIM"), which have appropriate recognised professional qualifications and recent experience in the location and category of properties being valued. The valuation of the investment properties is based on the properties' highest and best use. For all the Group's investment properties, the current use is considered the highest and best use. Fair value measurements are disclosed in Note 32.

Golden City Project

A land lease agreement under a Build, Operate and Transfer arrangement ("BOT Lease") was entered into between the Office of the Commander-in-Chief (Army) Quarter Master General Office ("QM Office") as lessor, and GLRE and one of its non-controlling shareholders as lessees, on 15 October 2013. GLRE received the Myanmar Investment Commission permit on 23 October 2013 and it grants GLRE the right to carry out the construction and operation of shopping mall, hotel, residences, services apartments and office tower. The project has an initial tenure of 50 years and is extendable for further two terms of 10 years each. At the expiry of the BOT Lease agreement, GLRE is required to transfer the shopping mall, hotel, residences, service apartments and office tower along with all fixed assets back to the QM Office.

As at 31 December 2022, the investment properties within the Golden City Project comprised (i) 223 residential units with an average size of 115 square metres per unit, with an aggregated total area of 25,749 square metres, located in Block 1-6 of the project, and they are currently leased to local and foreign corporations for a lease term of 1-2 years; (ii) 6 retail units on the ground floor retail space located in Block 1, 2, 3, 4 and 7 of the project, with an aggregated total area of 1,081 square metres, which are currently leased to 4 lessees for a lease term of 1-2 years; and (iii) 16 office units within the Golden City Business Centre, with an aggregated total area of 5,457 square metres, which are currently leased to 12 lessees for a lease term of 1-4 years.

As at 31 December 2021, the investment properties within the Golden City Project comprised (i) 229 residential units with an average size of 115 square metres per unit, with an aggregated total area of 26,445 square metres, located in Block 1-6 of the project, and they are currently leased to local and foreign corporations for a lease term of 1-2 years; (ii) 5 retail units on the ground floor retail space located in Block 1, 3, 4 and 7 of the project, with an aggregated total area of 552 square metres, which are currently leased to 5 lessees for a lease term of 1-3 years; and (iii) 14 office units within the Golden City Business Centre, with an aggregated total area of 4,737 square metres, which are currently leased to 5 lessees for a lease term of 1-4 years.

CIM used the market approach to determine the market values of the 223 residential units (2021: 229 residential units) based on the sale of similar comparable properties, while the market values of the 6 retail units (2021: 5 retail units) and 16 office units (2021: 14 office units) were determined using the income approach by taking into account the rental rate achievable in the current market, with a capitalisation rate of 10% (2021: 10%).

The following amounts are recognised in profit or loss:

The Group	2022 S$'000	2021 S$'000
Rental income from investment properties (Note 18)	**3,545**	3,757
Direct operating expenses arising from investment properties that generated rental income	**(895)**	(857)

Direct operating expenses comprised mainly commercial tax of 5% applied by the local tax authority on the rental income earned by the subsidiary in Myanmar and finance costs incurred on investment properties pledged to secure borrowings.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

7 TRADE AND OTHER RECEIVABLES

	The Group		The Company	
	2022 S$'000	2021 S$'000	2022 S$'000	2021 S$'000
Trade receivables				
– Non-current	**2,220**	2,437	**–**	–
– Current	**4,784**	5,991	**–**	–
	7,004	8,428	**–**	–
Amounts due from shareholders of a subsidiary (non-trade)	**3,806**	3,923	**–**	–
Allowance for impairment losses	**(3,806)**	(3,923)	**–**	–
	–	–	**–**	–
Amounts due from subsidiaries (non-trade)	**–**	–	**34,487**	34,830
Allowance for impairment losses	**–**	–	**(34,487)**	(34,487)
	–	–	**–**	343
Other receivables	**2**	6	**2**	6
	2	6	**2**	349
	7,006	8,434	**2**	349
Comprising				
– Non-current	**2,220**	2,437	**–**	–
– Current	**4,786**	5,997	**2**	349
	7,006	8,434	**2**	349

Trade receivables mainly comprise outstanding receivables from buyers of property units under instalment plans. Trade receivables which are not past due are those which are within the instalment payment schedules.

Trade receivables of S$815,000 (2021: S$192,000) (Note 16(i)) are pledged to secure bank loan.

The movement in allowance for impairment of other receivables, comprising non-trade amounts due from shareholders of a subsidiary, is as follows:

The Group	2022 S$'000	2021 S$'000
At 1 January	**3,923**	–
Allowance (reversed)/made	**(95)**	3,908
Exchange difference on translation	**(22)**	15
At 31 December	**3,806**	3,923

The non-trade amounts due from shareholders of a subsidiary, which relate to advances extended by the subsidiary to its non-controlling interests in prior years, are unsecured, interest-free and repayable on demand. In view of the financial conditions of the subsidiary and shareholders, the amounts have been fully impaired.

The non-trade amounts due from subsidiaries, comprising advances to and payments on behalf of the subsidiaries, are unsecured, interest-free and repayable on demand. In view of the financial conditions of the subsidiaries, the amounts have been fully impaired as at 31 December 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

7 TRADE AND OTHER RECEIVABLES (CONT'D)

The ageing analysis of trade and other receivables at the end of the reporting period is as follows:

	The Group		The Company	
	2022 S$'000	2021 S$'000	2022 S$'000	2021 S$'000
No credit terms (repayable on demand)	**2**	6	**2**	349
Not past due	**2,461**	3,605	**–**	–
Past due but not impaired				
– Less than 12 months	**2,802**	2,386	**–**	–
– More than 12 months	**1,741**	2,437	**–**	–
	7,006	8,434	**2**	349

8 DEVELOPMENT PROPERTIES

The Group	2022 S$'000	2021 S$'000
Land held for development, at cost	**31,665**	31,879
Completed properties held for sale, at net realisable value	**64,944**	111,005
	96,609	142,884

Movement in development properties during the financial year is as follows:

The Group	2022 S$'000	2021 S$'000
At 1 January	**142,884**	150,797
Additions	**1,703**	150
Transfer to investment properties (Note 6)	**(3,468)**	(188)
Transfer from investment properties (Note 6)	**4,530**	223
Allowance for foreseeable losses on development properties	**(35,773)**	(6,852)
Units sold and recognised in profit or loss (Note 22)	**(13,596)**	(4,330)
Exchange difference on translation	**329**	3,084
At 31 December	**96,609**	142,884

The movement in allowance for foreseeable losses on development properties is as follows:

The Group	2022 S$'000	2021 S$'000
At 1 January	**6,882**	–
Allowance made (Note 22)	**35,773**	6,852
Exchange difference on translation	**(1,038)**	30
At 31 December	**41,617**	6,882

Development properties are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of selling expenses. The write-down to net realisable value is presented as allowance for foreseeable losses on development properties.

The allowance for foreseeable losses is determined by management after taking into consideration of the estimated selling prices. The estimated selling prices are based on recent selling prices for the development project and prevailing market conditions, whilst taking into account the prices of comparable properties located in the same vicinity as the development project and real estate price trend. The allowance for foreseeable losses is included within cost of sales.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

8 DEVELOPMENT PROPERTIES (CONT'D)

The completed properties held for sale are as follows:

Location	Description	Net floor area (square metres)	The Group's effective interest
2022			
Golden City Project No. 3, Land Survey Block, Kanbe, Yankin Road, Yankin Township, Yangon, Myanmar	218 residential units, 10 retail units and 2 office units	36,409	49%
2021			
Golden City Project No. 3, Land Survey Block, Kanbe, Yankin Road, Yankin Township, Yangon, Myanmar	254 residential units, 9 retail units and 4 office units	41,692	49%

Development properties with carrying amount of S$28,590,000 (2021: S$50,937,000) (Note 16(i)) and S$1,546,000 (2021: S$2,971,000) (Note 16(iii)) are pledged to secure bank loan and non-trade amount due to a third party, respectively. The aggregate carrying amount of development properties pledged to secure borrowings is S$30,136,000 (2021: S$53,908,000).

Land held for development relates to Phase 3 and Phase 4 of the Golden City Project, with an aggregate gross land area of 3,408 square metres.

As at 31 December 2022, 52 out of 218 residential units, 7 out of 10 retail units and 2 out of 2 office units have been contracted for sale, with advances amounting to US$6,801,000 (S$9,116,000) received from buyers.

As at 31 December 2021, 57 out of 254 residential units, 6 out of 9 retail units and 3 out of 4 office units have been contracted for sale, with advances amounting to US$5,753,000 (S$7,762,000) received from buyers.

9 CASH AND BANK BALANCES

	The Group		The Company	
	2022 S$'000	2021 S$'000	2022 S$'000	2021 S$'000
Cash on hand	**1,316**	349	**–**	–
Cash at banks	**2,695**	3,495	**29**	77
	4,011	3,844	**29**	77

At the end of the reporting period, the weighted-average interest rate of bank balances is 0.59% (2021: 0.24%) per annum.

The carrying amount of bank balances pledged to secure bank loan is S$504,000 (2021: S$1,173,000) (Note 16(i)).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

9 CASH AND BANK BALANCES (CONT'D)

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

The Group	2022 S$'000	2021 S$'000
Cash and bank balances	**4,011**	3,844
Less: Bank balances pledged	**(504)**	(1,173)
	3,507	2,671

10 SHARE CAPITAL

The Group and the Company	2022 Number of ordinary shares	2021 Number of ordinary shares	2022 S$'000	2021 S$'000
Issued and fully paid, with no par value				
At 1 January and 31 December	**982,072,934**	982,072,934	**43,580**	43,580

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. All shares rank equally with regard to the Company's residual assets.

11 RESERVES

	The Group		The Company	
	2022 S$'000	2021 S$'000	2022 S$'000	2021 S$'000
Capital reduction reserve	**15,998**	15,998	**15,998**	15,998
Capital reserve	**24,695**	24,695	**10,987**	10,987
Revaluation reserve	**299**	299	**–**	–
Share option reserve	**730**	730	**730**	730
Equity component of convertible loan	**13,818**	13,650	**13,818**	13,650
Foreign currency translation reserve	**(2,834)**	(3,089)	**–**	–
Accumulated (losses)/profits	**(15,349)**	5,773	**(55,493)**	(51,185)
	37,357	58,056	**(13,960)**	(9,820)

Capital reduction reserve

Capital reduction reserve relates to the reduction in the par value of each ordinary share in the share capital of the Company which was approved by the Court of Singapore and became effective on 9 February 2004.

Capital reserve

Capital reserve represents (i) the difference between the fair value at inception and the carrying amount of the convertible loan, recorded in capital reserve as a common control transaction, (ii) the difference between the price purchase consideration paid and the carrying amount of the non-controlling interest at the date of additional acquisition of 25.025% interest in DAS Group, and (iii) the gain on disposal of subsidiaries to a former controlling shareholder of the Company.

Revaluation reserve

Revaluation reserve relates to the gain arising from the re-measurement of owner-occupied properties transferred to investment properties at fair value upon the change in use of the properties.

Share option reserve

Share option reserve represents equity-settled share options granted to directors and employees of the Group. The reserve is made up of the cumulative value of services received from the directors and employees recorded on the grant of the equity-settled share options.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

11 RESERVES (CONT'D)

Equity component of convertible loan

Equity component of convertible loan relates to the equity conversion feature of the convertible loan extended by a former controlling shareholder of the Company on 25 January 2017, net of the amount that has already been converted, which can be repaid in cash or settled through the issuance of ordinary shares in the Company, at the Company's discretion.

A second addendum deed was entered into on 1 March 2019 between the Company and the former controlling shareholder, pursuant to which the Company and the former controlling shareholder agreed to extend the maturity date of the convertible loan by an additional 12 months, from 25 April 2019 to 25 April 2020.

A third addendum deed was entered into on 15 June 2020 between the Company and the former controlling shareholder, pursuant to which the Company and the former controlling shareholder agreed to extend the maturity date of the convertible loan by an additional 36 months, from 25 April 2020 to 25 April 2023.

Foreign currency translation reserve

Foreign currency translation reserve arises from the translation of financial statements of foreign entities whose functional currencies are different from the Group's presentation currency.

12 DEFERRED TAX LIABILITIES

The Group	2022 S$'000	2021 S$'000
At 1 January	**23,555**	27,145
Recognised in profit or loss (Note 23)	**(10,206)**	(4,139)
Exchange difference on translation	**124**	549
At 31 December	**13,473**	23,555
To be settled after one year	**13,473**	23,555

The balance comprises tax on the following temporary differences:

The Group	Property, plant and equipment S$'000	Investment properties S$'000	Development properties S$'000	Total S$'000
At 1 January 2021	446	13,145	13,554	27,145
Recognised in profit or loss (Note 23)	–	(3,214)	(925)	(4,139)
Exchange difference on translation	11	237	301	549
At 31 December 2021	457	10,168	12,930	23,555
Recognised in profit or loss (Note 23)	**–**	**(1,242)**	**(8,964)**	**(10,206)**
Exchange difference on translation	**4**	**83**	**37**	**124**
At 31 December 2022	**461**	**9,009**	**4,003**	**13,473**

Temporary differences on development properties arise from fair value adjustments on development properties acquired in a business combination in previous years.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

13 ACCRUED LAND LEASE PREMIUM

The Group	2022 S$'000	2021 S$'000
At 1 January	**37,565**	33,071
Accreted interest (Note 21)	**3,885**	3,786
Payment of land lease premium	**(1,680)**	–
Exchange difference on translation	**(314)**	708
At 31 December	**39,456**	37,565
Represented by:		
– Non-current	**25,174**	24,668
– Current	**14,282**	12,897
	39,456	37,565

Accrued land lease premium relates to the leasehold land which is a right-of-use asset included in the cost of property, plant and equipment, investment properties and development properties.

Under the BOT Lease agreement, the Group is required to make annual payments of US$2,818,085 in United States dollar or Myanmar kyat in respect of the land lease premium. The Group has made partial payments amounting to MMK2,339,018,000 (S$1,680,000) during the financial year ended 31 December 2022. No payment was made during the financial year ended 31 December 2021.

14 LEASE LIABILITIES

The Group and the Company	2022 S$'000	2021 S$'000
Undiscounted lease payments due:		
– Year 1	**–**	2
– Year 2	**–**	2
– Year 3	**–**	2
	–	6
Less: Unearned interest cost	**–**	(1)
	–	5
Represented by:		
– Non-current	**–**	3
– Current	**–**	2
	–	5

Interest expense on lease liabilities of S$1,000 (2021: S$6,000) (Note 21) is recognised within finance costs in profit or loss.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

14 LEASE LIABILITIES (CONT'D)

Lease payments not included in the measurement of lease liabilities but recognised within administrative expenses in profit or loss are set out below:

The Group and the Company	2022 S$'000	2021 S$'000
Short-term leases	**18**	9

Total cash outflow for leases for the year amounts to S$6,000 (2021: S$64,000).

The lease liabilities relate to the corporate office premise and equipment which are leased by the Company.

The Group's and the Company's lease liabilities are secured by the lessors' title to the leased assets.

15 ADVANCE CONSIDERATION RECEIVED FROM CUSTOMERS

The Group	2022 S$'000	2021 S$'000
Advance consideration for:		
– Sale of development properties	**9,112**	7,900
– Lease of investment properties	**1,903**	1,442
	11,015	9,342
Represented by:		
– Non-current	**3,130**	602
– Current	**7,885**	8,740
	11,015	9,342

Advance consideration for sale of development properties represents amounts billed to customers prior to completion of the performance obligation.

Revenue recognised during the financial year ended 31 December 2022 arising from the physical handover and transfer of control of development properties to customers, that was included in advance consideration received from customers at the beginning of the year, was S$937,000 (2021: S$3,501,000).

The Group	2022 S$'000	2021 S$'000
Aggregate amount of transaction price allocated to contracts for sale of development properties that are partially or fully unsatisfied at end of year:	**31,381**	35,445
Transaction price allocated to unsatisfied performance obligations at end of year that are expected to be recognised as revenue in subsequent years:		
– Year 2022	**–**	32,223
– Year 2023	**29,302**	3,222
– Year 2024	**2,079**	–

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16 BORROWINGS

The Group	2022 S$'000	2021 S$'000
Bank loan (Note (i))	**53,556**	55,173
Loans from shareholders of a subsidiary (Note (ii))	**1,463**	1,845
Amount due to a third party (non-trade) (Note (iii))	**4,282**	4,311
	59,301	61,329

Borrowings comprise the following:

(i) Bank loan – ICBC, Esun and KBZ

On 8 June 2020, GLRE entered into a syndicated facility agreement comprising US$45,000,000, US$2,000,000 and MMK4,500,000,000 with Industrial and Commercial Bank of China Limited (Yangon Branch) ("ICBC"), E.SUN Commercial Bank, Ltd (Yangon Branch) ("Esun") and Kanbawza Bank (Yangon) ("KBZ"), respectively ("Syndicated Facility"). As at 31 December 2022 and 31 December 2021, GLRE had utilised a total of US$47,000,000 from the Syndicated Facility. The proceeds of the Syndicated Facility were used to finance GLRE's operational needs and to refinance its loans. The interest rate is based on the six-month USD LIBOR (London interbank offered rate) plus a margin equal to 100 basis points and the CBM (Central Bank of Myanmar) Reference Rate plus a margin equal to 100 basis points for its USD and MMK loan, respectively. In respect of the USD loan utilised, GLRE will make equal principal repayment of US$2,350,000 every three months for five years from the First Utilisation Date, being 8 June 2020.

The Syndicated Facility is secured by the following:

(a) charges over certain of the Group's property, plant and equipment with a total carrying amount of S$1,480,000 (2021: S$1,517,000) (Note 3) as at 31 December 2022;

(b) charges over shares held by UGP in GLRE;

(c) charges over certain of the Group's investment properties and development properties with carrying amount of S$69,096,000 (2021: S$74,741,000) (Note 6) and S$28,590,000 (2021: S$50,937,000) (Note 8), respectively, as at 31 December 2022;

(d) charges over certain of the Group's cash and bank balances of S$504,000 (2021: S$1,173,000) (Note 9);

(e) charges over certain of the Group's trade receivables of S$815,000 (2021: S$192,000) (Note 7); and

(f) corporate guarantees by the Company.

GLRE had made a partial principal repayment of US$1,000,000 during the financial year ended 31 December 2021 and had negotiated the repayment terms with the bank and obtained a temporary relief through the revision of the repayment schedule. The next principal repayment of US$4,130,000 was scheduled on 8 March 2023, to be made every three months until 8 June 2025. During the financial year ended 31 December 2022, GLRE made a partial principal repayment of US$1,357,000. GLRE did not make the principal repayment on 8 March 2023 as it was then in negotiation with the bank to revise the repayment terms. On 13 March 2023, GLRE obtained a further revision of the repayment schedule. The next principal repayment of US$1,006,500 is scheduled on 13 June 2023, with subsequent repayments to be made every six months over five years at an annually increasing amount, with the final repayment of US$7,480,000 scheduled on 13 December 2027.

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16 BORROWINGS (CONT'D)

(i) Bank loan – ICBC, Esun and KBZ (cont'd)

Under the terms of the Syndicated Facility, GLRE is required to comply with certain financial covenants for the duration of the loan. During the financial years ended 31 December 2022 and 31 December 2021, GLRE did not meet a financial covenant, being that the total borrowings of GLRE shall not exceed five times of its earnings before interest, tax, depreciation and amortisation at any time. In addition, GLRE did not make full payment for a facility fee that was due, where US$1,000,00 each was due in June 2021 and June 2022, and only a partial payment of US$300,000 was made during the financial year ended 31 December 2022. Consequently, the loan amounting to S$53,556,000 (2021: S$55,173,000) became repayable on demand and was classified as current as at 31 December 2022 and 31 December 2021.

(ii) Loans from shareholders of a subsidiary

On 19 October 2016, GLRE entered into a loan agreement with the non-controlling interests of UGP, pursuant to which the non-controlling interests agreed to grant GLRE unsecured loans at a fixed interest rate of 6% per annum for the development of the Golden City Project. The loans are repayable on demand.

(iii) Amount due to a third party (non-trade)

On 20 November 2018, GLRE entered into a financing arrangement with a third party. Pursuant to the terms of the agreement, the third party agreed to grant GLRE an amount of US$15,000,000 at a financing rate of 13% per annum for the development of the Golden City Project. The amount is repayable on 20 November 2021. The amount is collateralised against certain of the Group's investment properties and development properties with carrying amount of S$6,660,000 (2021: S$6,140,000) (Note 6) and S$1,546,000 (2021: S$2,971,000) (Note 8), respectively, as at 31 December 2022.

During the financial year ended 31 December 2021, GLRE entered into an amendment agreement with the third party, to extend the maturity date to 20 November 2022. During the financial year ended 31 December 2022, GLRE entered into an amendment agreement with the third party, to further extend the maturity date to 31 December 2023.

The carrying amounts of borrowings, which are short-term or repayable on demand, approximate their fair values.

17 TRADE AND OTHER PAYABLES

	The Group		The Company	
	2022	**2021**	**2022**	**2021**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Trade payables	**12,513**	15,248	**–**	–
Accrued operating expenses	**8,111**	7,466	**1,347**	1,594
Accrued interest	**793**	1,110	**–**	–
Amount due to a subsidiary (non-trade)	**–**	–	**62**	78
Rental deposits received	**164**	233	**–**	–
Other payables	**726**	593	**553**	413
Financial liabilities at amortised cost	**22,307**	24,650	**1,962**	2,085
Business and other taxes payable	**9,765**	10,517	**–**	–
	32,072	35,167	**1,962**	2,085

The non-trade amount due to a subsidiary, comprising advances from and payments on behalf by the subsidiary, is unsecured, interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

18 REVENUE

The Group	2022 S$'000	2021 S$'000
Revenue from contracts with customers		
– Sale of development properties	**14,703**	5,601
Rental income from investment properties (Note 6)	**3,545**	3,757
	18,248	9,358
Timing of transfer of goods and services in respect of revenue from contracts with customers		
– At a point in time	**14,703**	5,601

19 OTHER INCOME

The Group	2022 S$'000	2021 S$'000
Financing income on payments from customers	**507**	1,053
Forfeiture of advance consideration received from customers	**535**	421
Gain on disposal of property, plant and equipment	**7**	–
Interest income on bank balances	**19**	7
Others	**165**	23
	1,233	1,504

20 OTHER EXPENSES

The Group	2022 S$'000	2021 S$'000
Fair value loss on investment properties (Note 6)	**4,088**	8,784
Property management fee expense (Note 25)	**861**	1,327
	4,949	10,111

21 FINANCE COSTS

The Group	2022 S$'000	2021 S$'000
Accreted interest on accrued land lease premium (Note 13)	**3,885**	3,786
Accreted interest on lease liabilities (Note 14)	**1**	6
Interest expense on borrowings	**3,671**	2,744
Interest expense on convertible loan	**168**	167
Late payment interest on accrued land lease premium	**440**	430
Late payment interest on trade payables	**–**	785
	8,165	7,918
Financing expense on payments from customers	**1,599**	1,108
	9,764	9,026

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22 LOSS BEFORE TAXATION

The Group	Note	2022 S$'000	2021 S$'000
Loss before taxation has been arrived at after charging:			
Cost of development properties included within cost of sales	8	**13,596**	4,330
Depreciation of property, plant and equipment	3	**259**	360
Depreciation of right-of-use assets	4	**5**	63
Allowance for foreseeable losses on development properties	8	**35,773**	6,852
Staff costs			
Directors of the Company:			
Directors' fees		**130**	160
Directors' remuneration other than fees			
– salaries and other related costs		**216**	522
– contributions to defined contribution plan		**28**	15
		244	537
Directors of a subsidiary:			
– directors' fees		**81**	26
– salaries and other related costs		**376**	251
		457	277
Key management personnel (other than directors):			
– salaries and other related costs		**516**	497
– contributions to defined contribution plan		**35**	42
		551	539
Other than directors and key management personnel:			
– salaries and other related costs		**1,249**	1,457
– contributions to defined contribution plan		**11**	25
		1,260	1,482
		2,642	2,995

Included within staff costs for the financial year ended 31 December 2021 are Job Support Scheme ("JSS") grants of S$6,000 from the Singapore Government to help employers to retain their local employees during the period of economic uncertainty as a result of the Covid-19 pandemic. JSS grant income is allocated over the period to match the related staff costs for which the grants are intended to compensate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

23 TAXATION

The Group	2022 S$'000	2021 S$'000
Current taxation	**111**	–
Deferred taxation (Note 12)	**(10,206)**	(4,139)
	(10,095)	(4,139)

The Company and Futura Asset Holdings Pte. Ltd., which are incorporated and established in Singapore, are subject to Singapore income tax at 17% (2021: 17%). Trechance Holdings Limited, which is incorporated and established in Hong Kong, is subject to Hong Kong income tax at 16.5% (2021: 16.5%).

GLRE, which is incorporated and established in Myanmar, had obtained a five-year corporate tax exemption from the Myanmar Investment Commission and Inland Revenue of Myanmar, up to 30 November 2021. Accordingly, GLRE is subject to Myanmar income tax at 25% commencing from 1 December 2021.

The taxation on the results of the financial year varies from the amount of income tax determined by applying the applicable tax rates on loss before taxation as a result of the following:

The Group	2022 S$'000	2021 S$'000
Loss before taxation	**(52,566)**	(30,494)
Tax at statutory rates applicable to different jurisdictions	**(13,102)**	(7,557)
Tax exemption	**–**	2,943
Tax effect on non-deductible expenses	**2,619**	521
Deferred tax assets on temporary differences not recognised	**444**	–
Utilisation of previously unrecognised tax losses	**(56)**	(46)
	(10,095)	(4,139)

Non-deductible expenses mainly relate to the disallowable expenses incurred by the Company as an investment holding company and the interest expenses of GLRE.

At the end of the reporting period, the Group has unused tax losses of S$3,110,000 (2021: S$1,659,000) which are allowed to be carried forward and used to offset against future taxable profits of the Company and its subsidiaries in which the items arose, subject to agreement by the relevant tax authorities and compliance with the applicable tax regulations in the respective countries in which the Company and its subsidiaries operate. Deferred tax assets have not been recognised in respect of these items due to the uncertainty whether future taxable profits will be available against which the Company and its subsidiaries can utilise the benefits. The unused tax losses have no expiry date except for S$1,776,000 (2021: S$nil) which expire in three years.

24 LOSS PER SHARE

Basic and diluted loss per share

The calculation of basic loss per share was based on the loss attributable to ordinary shareholders of S$21,122,000 (2021: S$13,354,000), and a weighted average number of ordinary shares outstanding of 982,073,000 (2021: 982,073,000).

At the end of the reporting period, the outstanding convertible loan was excluded from the calculations of the diluted weighted average number of ordinary shares in issue as its effect would have been anti-dilutive.

At the end of the reporting period, the 15,000,000 share options outstanding do not have a dilutive effect because the average market price of the Company's ordinary shares for the financial years ended 31 December 2022 and 31 December 2021 does not exceed the exercise price.

NOTES TO THE **FINANCIAL STATEMENTS**

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25 SIGNIFICANT RELATED PARTY TRANSACTIONS

During the financial year, in addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following transactions with related parties:

The Group	2022 S$'000	2021 S$'000
Property management fee expense	**(861)**	(1,327)
Short-term lease expense	**(18)**	(9)

The related parties are companies which are owned by certain director of the Company or key management personnel of the Group.

26 LEASES

Operating lease

Where the Group is the lessor,

Operating leases, of which the Group is the lessor, relate to investment properties owned by the Group, with lease terms of 1 to 4 years (2021: 1 to 4 years) (Note 6). The lessees do not have option to purchase the properties at the expiry of the lease terms.

The leases are classified as operating leases because the risk and rewards incidental to ownership of the assets are not substantially transferred. The Group is exposed to changes in residual values at the end of the lease terms. The Group typically enters into new operating leases and therefore will not immediately realise any reduction in residual values at the end of these leases. Expectations about the future residual values are reflected in the fair values of the investment properties.

The Group's revenue from rental income on the investment properties is disclosed in Note 18 to the financial statements.

The following table sets out a maturity analysis of lease payments in respect of the Group's investment properties, showing the undiscounted lease payments to be received after the reporting period.

The Group	2022 S$'000	2021 S$'000
Undiscounted lease payments to be received		
– Year 1	**2,165**	1,699
– Year 2	**525**	137
– Year 3	**411**	133
– Year 4	**68**	128
	3,169	2,097

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

27 SHARE-BASED PAYMENT TRANSACTIONS

The Company has the following employee share option scheme and performance share plan for granting share options and share awards to employees and directors of the Company and its subsidiaries:

(a) the Emerging Towns & Cities Singapore Ltd. Employee Share Option Scheme 2016 (the "2016 Scheme") which was approved at an Extraordinary General Meeting of the Company held on 21 November 2016; and

(b) the Emerging Towns & Cities Singapore Ltd. Performance Share Plan 2016 (the "Plan") which was approved at an Extraordinary General Meeting of the Company held on 21 November 2016.

The 2016 Scheme and the Plan are administered by the Company's Remuneration Committee whose members are all independent or non-executive directors of the Company.

Under the 2016 Scheme, the Company may grant options to employees and directors of the Company and its subsidiaries in recognition of their services and contributions to the growth and performance of the Group. Under the Plan, the Company may grant share awards to employees and directors of the Company and its subsidiaries to incentivise participants to excel in their performance and encourage greater dedication and loyalty to the Company. The 2016 Scheme and the Plan align the interest of the participants with those of shareholders so as to motivate them to contribute towards future growth and profitability of the Group and maximisation of shareholder value in the longer term.

The total number of new shares over which options or awards may be granted pursuant to the 2016 Scheme and the Plan respectively, when added to the number of shares issued and issuable under such other share-based incentive plans of the Company, shall not exceed 15% of the issued share capital of the Company on the day preceding the relevant date of grant.

Under the 2016 Scheme, options granted with exercise prices equal to the market price may be exercised after the first anniversary of the date of grant and will expire after ten years from the date of grant. Options with exercise prices which represent a discount to the market price may be exercised after the second anniversary of the date of grant and will expire after ten years from the date of grant.

Under the 2016 Scheme, a variation in the issued share capital of the Company (whether by way of a capitalisation of profits, reserves, rights issue, reduction (including any reduction arising by reason of the Company purchasing or acquiring its issued shares), subdivision, consolidation or distribution, or issues for cash or for shares or otherwise howsoever) shall take place, then (a) the exercise price in respect of the shares comprised in any option(s) to the extent unexercised; (b) the class and/or number of shares comprised in any option(s) to the extent unexercised and the rights attached thereto; and/or (c) the class and/or number of shares in respect of which additional options may be granted to participants of the 2016 Scheme may, at the option of the Remuneration Committee, be adjusted in such manner as the Remuneration Committee may determine to be appropriate, including retrospective adjustments where such variation occurs after the date of the exercise of an option provided that the record date relating to such variation precedes such date of exercise.

Under the Plan, if a variation in the issued share capital of the Company (whether by way of a capitalisation of profits, reserves, rights issue, reduction (including any reduction arising by reason of the Company purchasing or acquiring its issued shares), subdivision, consolidation or distribution, or issues for cash or for shares or otherwise howsoever) shall take place, then (a) the class and/or number of shares which are the subject of an award to the extent not yet vested; and/or (b) the class and/or number of shares over which future awards may be granted under the Plan may, at the option of the Remuneration Committee, be adjusted in such manner as the Remuneration Committee may determine to be appropriate, including retrospective adjustments where such variation occurs after the vesting date of an award provided that the record date relating to such variation precedes such date of vesting.

There were no options granted under the 2016 Scheme during the financial year under review. The Employee Share Option Scheme (the "2009 Scheme") approved in 2009 was terminated by the shareholders at an Extraordinary General Meeting of the Company held on 21 November 2016. Options already granted under the 2009 Scheme remain valid and exercisable until the end of the relevant exercise period.

NOTES TO THE FINANCIAL STATEMENTS

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28 OPERATING SEGMENTS

For management purposes, the Group is organised into the following reportable operating segments which are the Group's strategic business units, as follows:

The Group's business is organised into three business segments, namely:

(i) Property development – relates to the development of properties for sale in Myanmar;

(ii) Property investment – relates to the business of investing in properties to earn rentals and for capital appreciation in Myanmar; and

(iii) Corporate – comprises the corporate office in Singapore which incurs general corporate expenses and the dormant or inactive entities in the Group.

The Group accounts for inter-segment transactions on terms agreed between parties. Inter-segment transactions comprising advances between segments are eliminated on consolidation.

Segment revenue and expenses:

Segment revenue and expenses are the operating revenue and expenses reported in the consolidated statement of profit or loss and other comprehensive income that are directly attributable to a segment and the relevant portion of such revenue and expense that can be allocated on a reasonable basis to a segment.

Segment results, assets and liabilities:

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Capital expenditure includes the total cost incurred to acquire property, plant and equipment directly attributable to a segment.

Management monitors the operating results of the operating segments for the purpose of making decisions about resource allocation and performance assessment.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit or loss before income tax, as included in the internal management reports that are reviewed by the management. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operates with these industries.

28 OPERATING SEGMENTS (CONT'D)

The Group	Property development 2022 S$'000	Property development 2021 S$'000	Property investment 2022 S$'000	Property investment 2021 S$'000	Corporate 2022 S$'000	Corporate 2021 S$'000	Eliminations 2022 S$'000	Eliminations 2021 S$'000	Total 2022 S$'000	Total 2021 S$'000
Segment revenue	**14,703**	5,601	**3,545**	3,757	**–**	–	**–**	–	**18,248**	9,358
Results										
Segment (loss)/profit	**(51,854)**	(25,215)	**2,650**	2,900	**(1,327)**	(1,618)	**725**	719	**(49,806)**	(23,214)
Other income/(expenses)	**1,328**	1,501	**(4,088)**	(8,784)	**786**	720	**(786)**	(717)	**(2,760)**	(7,280)
Loss before taxation	**(50,526)**	(23,714)	**(1,438)**	(5,884)	**(541)**	(898)	**(61)**	2	**(52,566)**	(30,494)
Taxation	**9,073**	1,943	**1,022**	2,196	**–**	–	**–**	–	**10,095**	4,139
Loss for the year	**(41,453)**	(21,771)	**(416)**	(3,688)	**(541)**	(898)	**(61)**	2	**(42,471)**	(26,355)
Attributable to:										
Owners of the Company	**(20,314)**	(10,654)	**(206)**	(1,804)	**(541)**	(898)	**(61)**	2	**(21,122)**	(13,354)
Non-controlling interests	**(21,139)**	(11,117)	**(210)**	(1,884)	**–**	–	**–**	–	**(21,349)**	(13,001)
	(41,453)	(21,771)	**(416)**	(3,688)	**(541)**	(898)	**(61)**	2	**(42,471)**	(26,355)
Assets and liabilities										
Segment assets	**111,436**	159,475	**101,693**	107,350	**132**	194	**(61)**	(326)	**213,200**	266,693
Segment liabilities	**136,873**	109,453	**16,475**	55,807	**2,030**	2,029	**(61)**	(326)	**155,317**	166,963
Capital expenditure and significant non-cash items										
Capital expenditure on property, plant and equipment	**13**	24	**–**	–	**1**	1	**–**	–	**14**	25
Depreciation of property, plant and equipment	**258**	332	**–**	–	**1**	28	**–**	–	**259**	360
Depreciation of right-of-use assets	**–**	–	**–**	–	**5**	63	**–**	–	**5**	63

NOTES TO THE **FINANCIAL STATEMENTS**

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28 OPERATING SEGMENTS (CONT'D)

Geographical segments

The Group	Myanmar S$'000	Singapore S$'000	Total S$'000
2022			
Revenue	**18,248**	**–**	**18,248**
Non-current assets*	**105,524**	**1**	**105,525**
2021			
Revenue	9,358	–	9,358
Non-current assets*	111,466	6	111,472

* Excluding non-current trade receivables

Geographically, the non-current assets and operations of the Group are primarily located in Myanmar for the financial years ended 31 December 2022 and 31 December 2021.

Major customers

For the financial year ended 31 December 2022, there is no revenue from transactions with a single customer that amounts to 10 per cent or more of the Group's revenue. For the financial year ended 31 December 2021, revenue from one major customer which individually contributed 10 percent or more of the Group's revenue amounted to S$1,830,000.

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company have documented financial risk management policies. These policies set out the Group's and the Company's overall business strategies and their risk management philosophy. The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks included credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk. The Group's and the Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise adverse effects from the unpredictability of financial markets on the Group's and the Company's financial performance.

There has been no change to the Group's and the Company's exposure to financial risks or the manner in which they manage and measure the risks. Market risk exposures are measured using sensitivity analysis indicated below.

The Group and the Company do not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rates and foreign exchange.

29.1 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the Group and the Company to incur a financial loss. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For trade receivables, the Group adopts the practice of dealing only with those customers of appropriate credit history, and obtaining sufficient security where appropriate to mitigate credit risk. For other financial assets, the Group and the Company adopt the policy of dealing only with high credit quality counterparties.

The Group's and the Company's objective is to seek continual growth while minimising losses incurred due to increased credit risk exposure.

The Group has established a credit policy under which the creditworthiness of each new customer is evaluated individually before the Group grants credit to the customer. Credit limits are established for each customer, which represents the maximum open amount without requiring approval from the directors. Payments will be required to be made upfront by customers which do not meet the Group's credit requirements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

29.1 Credit risk (cont'd)

Amounts due from customers are closely monitored and reviewed on a regular basis to identify any non-payment or delay in payment, and to understand the reasons, so that appropriate actions can be taken promptly. Through ongoing credit monitoring and existing collection procedures in place, credit risk is mitigated substantially.

There are no significant concentrations of credit risk through exposure to individual customers. Nonetheless, the Group is significantly exposed to the real estate sector in Myanmar.

Amount not paid after the credit period granted will be considered past due. The credit terms granted to customers are based on the Group's assessment of their creditworthiness and in accordance with the Group's policy.

The Group and the Company have trade and other receivables and cash and bank balances that are subject to the expected credit loss ("ECL") model. While other receivables and cash and bank balances are subject to the impairment requirements of SFRS(I) 9, the identified impairment loss is insignificant.

The carrying amount of financial assets recorded in the financial statements, grossed up for any allowances for ECLs, represents the Group's maximum exposure to credit risk without taking into account of the value of any collateral obtained.

Trade receivables

The Group applies the SFRS(I) 9 simplified approach to measuring ECLs, which uses a lifetime ECL allowance for all trade receivables.

To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 36 months and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the trade receivables.

Loss allowance for trade receivables is measured at an amount equal to lifetime ECLs. The ECLs on trade receivables are estimated by reference to payment history, current financial situation of the debtor, debtor-specific information obtained directly from the debtor and public domain, where available, and an assessment of the current and future wider economic conditions and outlook for the industry in which the debtor operates at the reporting date.

For sale of residential properties, as the Group is contractually entitled to retain all instalments payments received from the customer and repossess the sold property for resale in the event of default payments, the credit loss risk in respect of outstanding progress billings to the customer is mitigated by these financial safeguards. Credit risk in respect of trade receivables related to property leasing is deemed to be low due to security deposits received from tenants.

Other receivables

Loss allowance for other receivables is measured at an amount equal to 12-month ECLs. The ECLs on other receivables is estimated by reference to track record of the counterparties, their businesses and financial conditions where information is available, and knowledge of any events or circumstances impeding recovery of the amounts.

At the end of the reporting period, loss allowance of S$3,806,000 (2021: S$3,923,000) is required for the non-trade amounts due from shareholders of a subsidiary, which are credit-impaired. No loss allowance for other receivables is required.

NOTES TO THE FINANCIAL STATEMENTS

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

29.1 Credit risk (cont'd)

Amounts due from subsidiaries (non-trade)

The use of advances to assist with the subsidiaries' cash flow management is in line with the Group's capital management. In determining the ECLs, management has taken into account the financial position and financial performance of the subsidiaries, and a forward-looking analysis of the performance of the operations of the subsidiaries.

At the end of the reporting period, loss allowance of S$34,487,000 (2021: S$34,487,000) is required for the non-trade amounts due from subsidiaries, which are credit-impaired.

At the end of the reporting period, the Company has issued corporate guarantees to banks for the loan undertaken by a subsidiary (Note 16(i)). These borrowings amounted to S$53,556,000 (2021: S$55,173,000) at the end of the reporting period. The credit risk, being the principal risk to which the Company is exposed, represents the loss that would be recognised upon a default by the subsidiary.

The current interest rates charged by the banks on the loans to the subsidiary are at market rates and are consistent with the borrowing costs of the subsidiary without any corporate guarantees.

At the end of the reporting period, the Company does not consider it probable that a claim will be made against it under the corporate guarantees, as the Company has assessed.

To mitigate credit risk arising from corporate guarantees, management continually monitors the risk and has established processes including performing credit evaluations of the parties for which the Group provides corporate guarantees. Corporate guarantees are only for intra-group financing purposes and given by the Company on behalf of its subsidiaries.

Cash and bank balances

Cash is held with banks which are regulated. Loss allowance on cash and bank balances is measured at an amount equal to 12-month ECLs and reflects the short maturities of the exposures. The Group considers that its bank balances have low credit risk based on the external credit ratings of the counterparties. The amount of loss allowance on cash and bank balances is negligible.

Exposure to credit risk

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statements of financial position.

The Group's and the Company's major classes of financial assets are trade receivables and bank balances. Cash is held with established financial institutions. Further details of credit risks on trade and other receivables are disclosed in Note 7.

29.2 Liquidity risk

Liquidity risk is the risk that the Group and the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

29.2 Liquidity risk (cont'd)

The table below analyses the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows:

The Group	Carrying amount S$'000	Contractual cash flows S$'000	On demand or within 1 year S$'000	Between 1 and 5 years S$'000	More than 5 years S$'000
2022					
Non-derivative financial liabilities					
Accrued land lease premium (Note 13)	**39,456**	**237,798**	**14,954**	**15,108**	**207,736**
Borrowings (Note 16)	**59,301**	**67,832**	**67,832**	**–**	**–**
Trade and other payables (Note 17)*	**22,307**	**22,307**	**22,307**	**–**	**–**
	121,064	**327,937**	**105,093**	**15,108**	**207,736**
2021					
Non-derivative financial liabilities					
Accrued land lease premium (Note 13)	37,565	241,047	13,577	15,210	212,260
Lease liabilities (Note 14)	5	6	2	4	–
Borrowings (Note 16)	61,329	67,323	67,323	–	–
Trade and other payables (Note 17)*	24,650	24,650	24,650	–	–
	123,549	333,026	105,552	15,214	212,260
The Company					
2022					
Non-derivative financial liabilities					
Trade and other payables (Note 17)	**1,962**	**1,962**	**1,962**	**–**	**–**
Intra-group financial guarantees	**–**	**62,087**	**62,087**	**–**	**–**
	1,962	**64,049**	**64,049**	**–**	**–**
2021					
Non-derivative financial liabilities					
Lease liabilities (Note 14)	5	6	2	4	–
Trade and other payables (Note 17)	2,085	2,085	2,085	–	–
Intra-group financial guarantees	–	61,167	61,167	–	–
	2,090	63,258	63,254	4	–

* Excluding business and other taxes payable

Except for the Company's cash flows arising from its intra-group corporate guarantees (Note 29.1), it is not expected that the cash flows included in the maturity analysis of the Group and the Company could occur significantly earlier, or at significantly different amounts.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

29.2 Liquidity risk (cont'd)

At the end of the reporting period, the Company does not consider it probable that a claim will be made against it under the intra-group corporate guarantees.

There are no terms and conditions attached to the guarantee contracts that would have a material effect on the amount, timing and uncertainty of the Company's future cash flows.

The Group and the Company ensure that there are adequate funds to meet all their obligations in a timely and cost-effective manner. The Group and the Company maintain cash and bank balances to meet their working capital requirements. The Group and the Company also rely on short-term fundings from shareholders, non-controlling interests, other related parties or individuals, where necessary.

29.3 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rate risk arises primarily from bank loan and bank balances at floating rates. Loans from shareholders of a subsidiary and non-trade amount due to a third party bear interest at fixed rates. All other financial assets and liabilities are interest-free.

At the end of the reporting period, the carrying amount of the interest-bearing financial instruments is as follows:

	The Group		The Company	
	2022 S$'000	2021 S$'000	2022 S$'000	2021 S$'000
Fixed rate instruments				
Financial liabilities				
– loans from shareholders of a subsidiary	**(1,463)**	(1,845)	**–**	–
– amount due to a third party (non-trade)	**(4,282)**	(4,311)	**–**	–
	(5,745)	(6,156)	**–**	–
Variable rate instruments				
Financial assets				
– bank balances	**2,695**	3,495	**29**	77
Financial liabilities				
– bank loan	**(53,556)**	(55,173)	**–**	–
	(50,861)	(51,678)	**29**	77

<u>Fair value sensitivity analysis for fixed rate instruments</u>
The Group and the Company do not account for any fixed rate assets or liabilities at FVTPL. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

29.3 Interest rate risk (cont'd)

Cash flow sensitivity analysis for variable rate instruments

At the end of the reporting period, if interest rates had been 100 (2021: 100) basis points higher/lower with all other variables held constant, the Group's results net of tax and equity would have been S$509,000 (2021: S$517,000) lower/higher, arising mainly as a result of higher/lower interest expenses on floating rate bank loan, offset by higher/lower interest income from floating rate bank balances.

The magnitude represents management's assessment of the likely movement in interest rates under normal economic conditions. This analysis has not taken into account the associated tax effects and assumes that all other variables, in particular foreign currency rates, remain constant.

The Group's and the Company's policy is to obtain the most favourable interest rates available without increasing their interest rate exposure.

29.4 Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk arises when transactions are denominated in foreign currencies.

The Group and the Company have transactional currency exposures arising from transactions that are denominated in a currency other than the respective functional currencies of the group entities. The foreign currencies in which these transactions are denominated are primarily Singapore dollar ("SGD"), Myanmar kyat ("MMK"), Renminbi ("RMB") and United States dollar ("USD"). The Group's and the Company's receivable and payable balances at the end of the reporting period have similar exposures.

The Group also holds cash and bank balances denominated in SGD, MMK, RMB and USD for working capital purposes.

Consequently, the Group and the Company are exposed to movements in foreign currency exchange rates. The Group and the Company do not use any financial derivatives such as foreign currency forward contracts, foreign currency options or swaps for hedging purposes.

The Group's and the Company's exposures in financial instruments to the various foreign currencies (other than the respective functional currencies of group entities) are mainly as follows:

The Group	SGD S$'000	MMK S$'000	RMB S$'000	USD S$'000
2022				
Cash and bank balances	**1**	**3,831**	**9**	**1**
Trade and other payables	**(11)**	**–**	**–**	**–**
Net exposure	**(10)**	**3,831**	**9**	**1**
2021				
Cash and bank balances	60	1,101	19	55
Trade and other payables	(10)	–	–	–
Net exposure	50	1,101	19	55

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

29 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

29.4 Foreign currency risk (cont'd)

The Company	USD S$'000
2022	
Trade and other receivables	**2**
Net exposure	**2**
2021	
Trade and other receivables	343
Net exposure	343

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the exchange rates below against the functional currencies of the respective group entities, on the Group's and the Company's results net of tax.

		2022 S$'000	2021 S$'000
The Group			
SGD	– strengthened 5% (2021: 5%)	**(1)**	3
	– weakened 5% (2021: 5%)	**1**	(3)
MMK	– strengthened 5% (2021: 5%)	**192**	55
	– weakened 5% (2021: 5%)	**(192)**	(55)
RMB	– strengthened 5% (2021: 5%)	*	1
	– weakened 5% (2021: 5%)	*	(1)
USD	– strengthened 5% (2021: 5%)	*	3
	– weakened 5% (2021: 5%)	*	(3)
The Company			
USD	– strengthened 5% (2021: 5%)	*	17
	– weakened 5% (2021: 5%)	*	(17)

* Amount less than S$1,000

This analysis is based on foreign currency exchange rate variances that the Group and the Company consider to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account the associated tax effect.

29.5 Market price risk

Market price risk is the risk that the value of a financial instrument will fluctuate due to changes in market prices.

The Group and the Company do not hold any quoted or marketable financial instruments, hence, are not exposed to any movement in market prices.

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

30 FINANCIAL INSTRUMENTS

Accounting classifications of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities in each category are as follows:

The Group	Amortised cost S$'000	Other financial liabilities at amortised cost S$'000	Total carrying amount S$'000
2022			
Financial assets			
Trade and other receivables (Note 7)	**7,006**	**–**	**7,006**
Cash and bank balances (Note 9)	**4,011**	**–**	**4,011**
	11,017	**–**	**11,017**
Financial liabilities			
Accrued land lease premium (Note 13)	**–**	**39,456**	**39,456**
Borrowings (Note 16)	**–**	**59,301**	**59,301**
Trade and other payables* (Note 17)	**–**	**22,307**	**22,307**
	–	**121,064**	**121,064**
2021			
Financial assets			
Trade and other receivables (Note 7)	8,434	–	8,434
Cash and bank balances (Note 9)	3,844	–	3,844
	12,278	–	12,278
Financial liabilities			
Accrued land lease premium (Note 13)	–	37,565	37,565
Lease liabilities (Note 14)	–	5	5
Borrowings (Note 16)	–	61,329	61,329
Trade and other payables* (Note 17)	–	24,650	24,650
	–	123,549	123,549
The Company			
2022			
Financial assets			
Trade and other receivables (Note 7)	**2**	**–**	**2**
Cash and bank balances (Note 9)	**29**	**–**	**29**
	31	**–**	**31**
Financial liabilities			
Trade and other payables* (Note 17)	**–**	**1,962**	**1,962**
2021			
Financial assets			
Trade and other receivables (Note 7)	349	–	349
Cash and bank balances (Note 9)	77	–	77
	426	–	426
Financial liabilities			
Lease liabilities (Note 14)	–	5	5
Trade and other payables* (Note 17)	–	2,085	2,085
	–	2,090	2,090

* Excluding business and other taxes payable

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

31 CAPITAL MANAGEMENT

The Group's and the Company's objectives when managing capital are:

(a) To safeguard the Group's and the Company's ability to continue as going concern;

(b) To support the Group's and the Company's stability and growth;

(c) To provide capital for the purpose of strengthening the Group's and the Company's risk management capability; and

(d) To provide an adequate return to shareholders.

The Group and the Company actively and regularly review and manage its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and the Company, and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group and the Company currently do not adopt any formal dividend policy.

There were no changes in the Group's and the Company's approach to capital management during the financial year.

The Group and the Company are not subject to externally imposed capital requirements.

The Group and the Company monitor capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt comprises accrued land lease premium, lease liabilities, borrowings and trade and other payables, less cash and bank balances. Total capital represents equity attributable to owners of the Company.

	The Group		The Company	
	2022	2021	2022	2021
	S$'000	S$'000	S$'000	S$'000
Accrued land lease premium (Note 13)	**39,456**	37,565	**–**	–
Lease liabilities (Note 14)	**–**	5	**–**	5
Borrowings (Note 16)	**59,301**	61,329	**–**	–
Trade and other payables (Note 17)	**32,072**	35,167	**1,962**	2,085
Total debt	**130,829**	134,066	**1,962**	2,090
Less: Cash and bank balances (Note 9)	**(4,011)**	(3,844)	**(29)**	(77)
Net debt	**126,818**	130,222	**1,933**	2,013
Equity attributable to the owners of the Company	**80,937**	101,636	**29,620**	33,760
Total capital	**80,937**	101,636	**29,620**	33,760
Total capital and net debt	**207,755**	231,858	**31,553**	35,773
Gearing ratio	**61%**	56%	**6%**	6%

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

32 FAIR VALUE MEASUREMENT

Definition of fair value

SFRS(I)s define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value hierarchy

Financial assets and financial liabilities measured or disclosed at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

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

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

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

The carrying amounts of financial assets and liabilities with a maturity of less than one year, comprising trade and other receivables, cash and bank balances, non-trade amount due to a third party, and trade and other payables (excluding business and other taxes payable), those which are repayable on demand, comprising bank loan and loans from shareholders of a subsidiary, or those which reprice regularly, approximate their fair values because of the short period to maturity or repricing. The fair value of non-current financial assets and liabilities is estimated by discounting the future contractual cash flows at the current market interest rate available to the Group and the Company for similar financial instruments.

The fair value disclosure of accrued land lease premium and lease liabilities is not required.

Fair value measurement of non-financial instruments

The following table shows the levels within the fair value hierarchy of non-financial instruments measured at fair value on a recurring basis.

The Group	Level 1 S$'000	Level 2 S$'000	Level 3 S$'000	Total S$'000
2022				
Non-financial assets				
Investment properties (Note 6)	**–**	**–**	**101,693**	**101,693**
2021				
Non-financial assets				
Investment properties (Note 6)	–	–	107,350	107,350

NOTES TO THE **FINANCIAL STATEMENTS**

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

32 FAIR VALUE MEASUREMENT (CONT'D)

Fair value measurement of non-financial instruments (cont'd)
The following table shows the Group's valuation technique used in measuring the fair value of the investment properties, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Direct comparison method – residential units	Average price per square metre	The estimated fair value would increase/decrease if average price per square metre was higher/lower.
Income capitalisation method – retail units and office units	Capitalisation rate	The estimated fair value would increase/decrease if capitalisation rate was lower/higher.

33 OTHER MATTERS

On 1 February 2021, the Tatmadaw, armed forces of Myanmar, had seized power from the civilian government and declared a state of emergency in Myanmar. The Group is actively monitoring the situation, putting in place measures to minimise the impact to its business, and will react actively to minimise the impact on the operations and financial position of the Group arising from the situation.

On 15 June 2021, the Company had announced that it has appointed Kelvin Chia Partnership ("KCP") as an independent reviewer to conduct review of the Group's investment and business activities in Myanmar and Singapore for compliance with applicable laws and on the applicability and effect on the Group's business operations due to the unilateral sanctions imposed on Myanmar. KCP has completed its independent review and provided its findings in its report dated 1 December 2022.

KCP has found that, based on the agreed upon scope of work, summary of findings and applicable assumptions, qualifications and limitations set forth therein, the Company's investment and business activities in Myanmar and Singapore satisfy the requirements of applicable Singapore and Myanmar laws involving foreign investment and licensing, nationality restrictions, financing, anti-money laundering and countering the financing of terrorism, and the Company's continued investment and/or continued business operations of its operating company in Myanmar, GLRE, will not result in a breach of any Singapore or Myanmar laws.

In addition, the existence of the BOT Lease between GLRE and the Quarter Master General Office for the use of land underlying the Company's Golden City Project in Myanmar will not likely result in any direct enforcement action against the Company or GLRE by relevant sanctioning authorities from these jurisdictions, provided that specific circumstances and practices adopted by the Company are observed and maintained (including with respect to completing lease payments in Myanmar kyat only).

Notwithstanding the foregoing, the continued existence of the BOT Lease may subject the Company and GLRE to "secondary sanctions" by United States sanctioning authorities, and because of the broad discretion exercised by sanctioning authorities from these jurisdictions, there is no guarantee that even with the observance and maintenance of such circumstances and practices that would generally exclude the Company and GLRE from any direct enforcement action by these sanctioning authorities.

On the other hand, under the BOT Lease agreement, the failure to implement the major obligations or breach of conditions by either party results in the termination of the agreement, subject to approval from the Myanmar Investment Commission, pursuant to which the lessee shall transfer all of the land and buildings which are built on the land to the lessor including the fixtures without consideration within three months from the date of termination, or without terminating the BOT Lease, the lessor shall have the right to occupy the buildings and the land leased.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

34 EVENTS AFTER THE REPORTING PERIOD

On 3 January 2023, the Company entered into a joint venture agreement with Ms Dong Yanwei (the "JV Partner"), pursuant to which ETC Smart Builder Pte. Ltd. (the "JV Company") was incorporated in Singapore on 3 January 2023. The JV Company has an issued and paid-up share capital of S$20,000, and the Company and the JV Partner hold 51% and 49% of the shares in the JV Company, respectively. The JV Company is dormant to date.

A fourth addendum deed was entered into on 20 March 2023 between the Company and the former controlling shareholder of the Company, pursuant to which the Company and the former controlling shareholder agreed to extend the maturity date of the convertible loan by an additional 37 months, from 25 April 2023 to 25 May 2026. The fourth addendum deed is subject to approval from the Company's shareholders at the forthcoming Annual General Meeting to be held on 21 April 2023.

ADDITIONAL **INFORMATION**

Interested person transactions entered into during the financial years ended 31 December 2022 and 31 December 2021 respectively pursuant to Chapter 9 of the Listing Manual Section B: Rules of Catalist issued by the Singapore Exchange Securities Limited ("SGX-ST") by the Group as follows:

Name of Interested Persons and Transactions	**Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)**		**Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)**	
	2022	**2021**	**2022**	**2021**
	S$'000	**S$'000**	**S$'000**	**S$'000**
Nil	–	–	–	–

STATISTICS OF **SHAREHOLDINGS**

AS AT 15 MARCH 2023

Issued share capital	:	S$32,841,618.4724
No. of issued and fully paid-up shares	:	982,072,934
Class of shares	:	Ordinary share
Voting rights attached to shares	:	One vote per share
Treasury Shares	:	Nil
Subsidiary Holdings	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	379	5.35	13,878	0.00
100 – 1,000	1,235	17.44	648,954	0.07
1,001 – 10,000	2,800	39.53	12,010,534	1.22
10,001 – 1,000,000	2,612	36.88	215,099,555	21.90
1,000,001 and above	57	0.80	754,300,013	76.81
	7,083	**100.00**	**982,072,934**	**100.00**

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	Zhu Xiaolin	151,120,969	15.39
2	Zhang Xiang	89,000,000	9.06
3	Phillip Securities Pte Ltd	73,287,340	7.46
4	CGS-CIMB Securities (Singapore) Pte Ltd	71,206,452	7.25
5	Teo Cheng Kwee	59,281,760	6.04
6	Raffles Nominees (Pte) Limited	37,305,048	3.80
7	Maybank Securities Pte. Ltd.	30,085,310	3.06
8	Zhang Xiaoping	22,339,130	2.27
9	Tan Eng Chua Edwin	19,245,640	1.96
10	Tao Xucheng	18,000,000	1.83
11	Wong Pak Him Patrick	18,000,000	1.83
12	Lai Xuejun	15,291,200	1.56
13	Toh Liang Keng	11,169,565	1.14
14	Christopher Chong Meng Tak	11,082,200	1.13
15	DBS Nominees Pte Ltd	10,697,531	1.09
16	Tng Kim Bock	10,465,000	1.07
17	ABN Amro Clearing Bank N.V.	8,241,328	0.84
18	OCBC Securities Private Ltd	7,635,932	0.78
19	Xie Jing	5,887,000	0.60
20	Teo Ee Seng	5,000,000	0.51
	Total:	**674,341,405**	**68.67**

STATISTICS OF **SHAREHOLDINGS**

AS AT 15 MARCH 2023

Substantial Shareholders

(as shown in the Company's register of Substantial Shareholders)

Name	Number of Shares Held as Direct	%	Number of Shares Held as Deemed	%
Zhu Xiaolin	151,120,969	15.39	49,269,895	5.02
Teo Cheng Kwee	59,281,760	6.04	–	–
Zhang Xiang	89,000,000	9.06	–	–

1. Mr Zhu Xiaolin is deemed interested in 49,269,895 shares held by Phillip Securities Pte Ltd as his nominee.
2. Mr Teo Cheng Kwee has interests in 2,000,000 options granted under the CSH Employee Share Option Scheme 2009.

Public Shareholdings

Based on the information available to the Company as at 15 March 2023, approximately 64.32% of the Company's issued ordinary shares are held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual Section B: Rules of Catalist issued by SGX-ST.

NOTICE OF **ANNUAL GENERAL MEETING**

To All Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders ("**Shareholders**") of **EMERGING TOWNS & CITIES SINGAPORE LTD.** (the "**Company**") will be held by way of electronic means on Friday, 21 April 2023 at 9.30 a.m. to transact the following businesses:

Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 December 2022 and the Auditors' Report thereon. **Resolution 1**

2. To re-elect Mr Ang Mong Seng as Director, who shall retire pursuant to Regulation 87 of the Company's Constitution.

{See Explanatory Note (1)} **Resolution 2**

3. To re-elect Mr Joseph Lim as Director, who shall retire pursuant to Regulation 94 of the Company's Constitution.

{See Explanatory Note (2)} **Resolution 3**

4. To approve the payment of the proposed directors' fees of up to S$210,000 to be paid quarterly in arrears for the financial year ending 31 December 2024. **Resolution 4**

5. To re-appoint Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix its remuneration. **Resolution 5**

6. To transact any other business which may be properly transacted at an Annual General Meeting.

Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without modifications:

7. **Authority to issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST")**

That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), authority be and is hereby given to the Directors to:

(a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 of the Company may in their absolute discretion deem fit; and,

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

NOTICE OF **ANNUAL GENERAL MEETING**

provided that:

(1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to Shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held.

{See Explanatory Note (3)} **Resolution 6**

8. **Mandate to Directors to issue Shares under the ETC Employee Share Option Scheme**

That approval be and is hereby given to the Directors to offer and grant options over ordinary shares in the Company in accordance with the rules of the ETC Employee Share Option Scheme (the "**Scheme**"); and pursuant to Section 161 of the Companies Act 1967 of Singapore, to allot and issue from time to time such number of shares in the capital of the Company (the "**Scheme Shares**") as may be required to be issued pursuant to the exercise of the options that may be granted under the Scheme provided always that the aggregate number of the Scheme Shares (excluding treasury shares and subsidiary holdings) available under the Scheme shall not exceed 15% of the total issued share capital of the Company from time to time, as determined in accordance with the rules of the Scheme.

{See Explanatory Note (4)} **Resolution 7**

9. **Mandate to Directors to issue Shares under the ETC Performance Share Plan**

That approval be and is hereby given to the Directors to offer and grant awards of ordinary shares in the Company in accordance with the rules of the ETC Performance Share Plan (the "**Plan**"); and pursuant to Section 161 of the Companies Act 1967 of Singapore, to allot and issue from time to time such number of shares in the capital of the Company (the "**Plan Shares**") as may be required to be issued comprised in the awards that may be granted under the Plan provided always that the aggregate number of the Plan Shares (excluding treasury shares and subsidiary holdings) available under the Plan shall not exceed 15% of the total issued share capital of the Company from time to time, as determined in accordance with the rules of the Plan.

{See Explanatory Note (5)} **Resolution 8**

NOTICE OF **ANNUAL GENERAL MEETING**

10. **Proposed renewal of the Share Purchase Mandate**

*All capitalised terms in the Resolution 9 below and defined in the Letter to Shareholders dated 5 April 2023 (the "**Letter**") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Letter.*

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "**Companies Act**"), and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases ("**Market Purchase**"), transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or

(ii) off-market purchases ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

(the "**Share Purchase Mandate**");

(b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;

(c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors 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 the expiring on the earliest of:

(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;

(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;

(d) in this Ordinary Resolution:

"**Prescribed Limit**" means 10% of the total number of Shares as at the date of passing of this Resolution (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings), unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered;

"**Relevant Period**" means the period commencing from the date of passing of this Resolution and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;

NOTICE OF **ANNUAL GENERAL MEETING**

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

(i) in the case of a Market Purchase, 105% of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase, 115% of the Average Closing Price;

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the Market Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) day period and the day on which the purchases are made;

"**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

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and

(e) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Share Purchase Mandate as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

{See Explanatory Note (6)} **Resolution 9**

11. **The Fourth Proposed Extension of the expiry date of the Conversion Right under the Convertible Loan Agreement entered into between the Company and Mr Luo Shandong**

All capitalised terms in the Resolution 10 below and defined in the Letter shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Letter.

Resolved that:

(a) approval be and is hereby given for the fourth extension of the expiry date of the Conversion Right under the convertible loan agreement entered into between the Company and Mr Luo Shandong by an additional 37 months with a revised maturity date of 25 May 2026 (the "**Fourth Proposed Extension**"); and

(b) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the Fourth Proposed Extension as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

{See Explanatory Note (7)} **Resolution 10**

By Order of the Board

Ong Beng Hong
Tan Swee Gek
Joint Secretaries
Singapore
5 April 2023

NOTICE OF **ANNUAL GENERAL MEETING**

Explanatory Notes

(1) **Ordinary Resolution 2 – To re-elect Mr Ang Mong Seng as Director, who shall retire pursuant to Regulation 87 of the Constitution of the Company**

If re-elected, Mr Ang Mong Seng will remain as an Independent Director of the Company and Independent Group Chairman of the Company. The Board considers Mr Ang Mong Seng to be independent pursuant to Rule 704(7) of the Catalist Rules.

(2) **Ordinary Resolution 3 – To re-elect Mr Joseph Lim as Director, who shall retire pursuant to Regulation 94 of the Constitution of the Company**

If re-elected, Mr Joseph Lim will remain as Chief Executive Officer and Executive Director of the Company.

(3) **Ordinary Resolution 6 – Authority to issue shares in the capital of the Company pursuant to Rule 806 of the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST")**

The Ordinary Resolution 6 proposed in item 7 above, if passed, will authorise the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is 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, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to Shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

(4) **Ordinary Resolution 7 – Mandate to Directors to issue Shares under the ETC Employee Share Option Scheme**

Ordinary Resolution 7 proposed in item 8 above is to allow the Directors to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme provided that the aggregate number of shares to be issued under the Scheme, when aggregated with shares issued or to be issued under the Plan and/or any other existing share options or share schemes of the Company does not exceed 15% of the total number of shares issued by the Company, excluding treasury shares and subsidiary holdings, if any, from time to time. The Scheme was first approved by the Shareholders at the Extraordinary General Meeting held on 21 November 2016. Details of the Scheme may also be found in the Circular to Shareholders dated 28 October 2016.

(5) **Ordinary Resolution 8 – Mandate to Directors to issue Shares under the ETC Share Performance Plan**

Ordinary Resolution 8 proposed in item 9 above is to allow the Directors to issue shares in the Company pursuant to awards granted or to be granted under the Plan provided that the aggregate number of shares to be issued comprised in the awards that may be granted under the Plan, when aggregated with shares issued or to be issued under the Scheme and/or any other existing share options or share schemes of the Company does not exceed 15% of the total number of shares issued by the Company, excluding treasury shares and subsidiary holdings, if any, from time to time. The Plan was first approved by the Shareholders at the Extraordinary General Meeting held on 21 November 2016. Details of the Plan may also be found in the Circular to Shareholders dated 28 October 2016.

(6) **Ordinary Resolution 9 – Proposed renewal of the Share Purchase Mandate**

Ordinary Resolution 9 proposed in item 10 above is to seek the Shareholders' approval for the proposed renewal of the Share Purchase Mandate. Detailed information on the proposed renewal of the Share Purchase Mandate, including the rationale for the same, is set out in the Letter.

(7) **Ordinary Resolution 10 – The Fourth Proposed Extension of the expiry date of the Conversion Right under the Convertible Loan Agreement entered into between the Company and Mr Luo Shandong**

Ordinary Resolution 10 proposed in item 11 above is to seek the Shareholders' approval for the Fourth Proposed Extension of the expiry date of the Conversion Right under the Convertible Loan Agreement entered into between the Company and Mr Luo Shandong. Detailed information on the Fourth Proposed Extension of the expiry date of the Conversion Right under the Convertible Loan Agreement entered into between the Company and Mr Luo Shandong, including the rationale for the same, is set out in the Letter.

Notes:

(1) Alternative arrangements relating to, among others, attendance, submission of questions in advance or "live" at the Annual General Meeting ("**AGM**") and/or voting "live" by the member or by proxy or by appointing the Chairman of the AGM as proxy at the AGM are set out in the section titled "**IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19**" below.

(2) Save for a member who is a relevant intermediary as defined in Note 3, a member entitled to attend and vote at the Annual General Meeting ("**AGM**") is entitled to appoint one or two proxies to attend and vote in his stead. Where a member (other than a relevant intermediary) appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.

(3) A member who is a relevant intermediary entitled to attend the AGM and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"**Relevant intermediary**" means:

(a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

NOTICE OF **ANNUAL GENERAL MEETING**

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

(4) A proxy need not be a member of the Company.

(5) The instrument or form appointing the Chairman of the AGM as proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The instrument must be submitted not less than 72 hours before the time appointed for holding the AGM, in the manner specified in the section titled "**IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19**" below.

(6) Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

(7) In the case of joint shareholders, all holders must sign the instrument appointing a proxy/proxies.

(8) By pre-registering to attend the AGM and/or any adjournment thereof, submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, submitting any questions related to the resolutions to be tabled for approval at the AGM, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation, compilation and/or publication of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such 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.

IMPORTANT NOTICE ON AGM ARRANGEMENTS IN LIGHT OF COVID-19

The AGM is being convened, and will be held, only by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Annual Report, this Notice of AGM and the accompanying Proxy Form will not be sent to members of the Company. Instead, these documents will be made available on SGXNet and at the Company's website at the URL http://investor.etcsingapore.com/newsroom.html.

A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the Company's website.

Shareholders are advised to read the Notice of AGM carefully in order to decide whether they should vote in favour of or against the ordinary resolutions, or to abstain from voting on the ordinary resolutions, to be tabled at the AGM.

This notice sets out the Company's arrangements relating to, among others:

(a) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream);

(b) submission of questions to the Chairman of the AGM in advance of, or "live" at, the AGM; and/or

(c) addressing of substantial and relevant questions prior to or at the AGM and/or voting at the AGM (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

A member (including a relevant intermediary) will not be able to attend the AGM in person.

Members may participate at the AGM by following the steps set out below:

1. **Registration for Live Webcast**

   Members will be able to participate in the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, "**Live Webcast**") via mobile phone, tablet, computer or any such electronic device.

   To do so, a member must pre-register **by no later than 9.30 a.m. on 17 April 2023** ("**Registration Deadline**"), at the URL: https://conveneagm.sg/ETCAGM2023, for authentication of their status as members.

   Members who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM by 9.30 a.m. on 20 April 2023. Members who have registered by the Registration Deadline but have not received email instructions by 9.30 a.m. on 20 April 2023 may contact the Company by email at info@etcsingapore.com for assistance.

   Members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

   Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) who wish to participate in the AGM should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

NOTICE OF ANNUAL GENERAL MEETING

2. **Members' Queries**

Members will be able to submit questions in advance of, or "live" at, the AGM.

Questions may be submitted in advance of the AGM **no later than 9.30 a.m. on 13 April 2023** to the Company:

(a) **via the pre-registration website** at the URL: https://conveneagm.sg/ETCAGM2023; or

(b) **in hard copy** by sending personally or by post and lodging the same at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

For verification purposes, when submitting any questions by post, members **MUST** provide the Company with their particulars (comprising: full name (for individuals)/company name (for corporations) as it appears on his/her/its CDP/CPF/SRS share records, email address, contact number, NRIC/passport number/company registration number, the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS) and number of shares held).

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to ask questions "live" at the AGM must first pre-register at the pre-registration website at the URL: https://conveneagm.sg/ETCAGM2023. Shareholders and proxyholders who pre-registered and are verified to attend the AGM will be able to ask questions relating to the agenda of the of the AGM by typing in and submitting their questions through the "Ask a question" function via the webcast platform. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audiovisual or audio means during the AGM within a certain prescribed time limit.

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to address the substantial and relevant queries, as determined by the Company, from members by publishing the Company's responses to such questions on SGXNet and the Company's website at the URL: http://investor.etcsingapore.com/newsroom.html. If the Company is unable to do so, the Company will address those substantial and relevant questions which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, during the AGM through the "live" audio-visual webcast and "live" audio-only stream of the AGM proceedings. The minutes of the AGM shall thereafter be published on SGXNet, within one (1) month from the conclusion of the AGM.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) can submit their questions in relation to any resolution set out in the Notice of AGM **no later than 9.30 a.m. on 13 April 2023** via the pre-registration website at the URL: https://conveneagm.sg/ETCAGM2023, however, they should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the AGM.

3. **Voting**

A member (including a relevant intermediary) will not be able to attend the AGM physically in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may:

(a) (where such Shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on their behalf; or

(b) (where such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the AGM must first pre-register at the pre-registration website via the URL: https://conveneagm.sg/ETCAGM2023.

The instrument of proxy has been uploaded together with this Notice of AGM on SGXNet on the same day.

Members (whether individual or corporate) appointing proxy(ies) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument of proxy must be submitted to the Company in the following manner:

(a) if **in hard copy** and sent personally or by post, the proxy form must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or

(b) if **via email**, the proxy form must be received by the Company's Share Registrar at main@zicoholdings.com,

in any case **not less than 72 hours** before the time for holding the AGM and at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy must first download the proxy form, which is available on SGXNet at the URL https://www.sgx.com/securities/company-announcements and at the Company's website at the URL http://investor.etcsingapore.com/newsroom.html, complete and sign the proxy form, before submitting it personally or by post to the address provided above, or scanning and sending it by email to the email address provided above. Members are strongly encouraged to submit completed proxy forms electronically via email.

Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including CPF and/or SRS investors) and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed; (b) submitting questions in advance of, or "live" at, the AGM; and/or (c) voting at the AGM (i) "live"; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM, should approach their respective agents by **9.30 a.m. on 12 April 2023** in order to facilitate the necessary arrangements for them to participate in the AGM.

NOTICE OF **ANNUAL GENERAL MEETING**

The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

IMPORTANT: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check the above URL and SGXNet for updates on the AGM.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Bao Qing – Registered Professional, 36 Robinson Road, #10-06, City House, Singapore 068877, sponsor@rhtgoc.com.

ADDITIONAL INFORMATION ON
DIRECTORS SEEKING RE-ELECTION

Mr Ang Mong Seng and Mr Joseph Lim are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 21 April 2023 ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below:

	MR ANG MONG SENG	MR JOSEPH LIM
Date of Appointment	25 May 2018	28 April 2022
Date of last re-appointment	22 September 2021	N.A.
Age	73	51
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the NCGC and has reviewed and considered the qualification, work experience and suitability of Mr Ang Mong Seng for re-appointment as a Non-Executive Director of the Company. The Board has reviewed and concluded that Mr Ang Mong Seng possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.	The Board of Directors of the Company has considered, among others, the recommendation of the NCGC and has reviewed and considered the qualification, work experience and suitability of Mr Joseph Lim for re-appointment as an Executive Director of the Company. The Board has reviewed and concluded that Mr Joseph Lim possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive Group Chairman and Independent Director, Chairman of the Audit Committee and member of the Nominating & Corporate Governance and Remuneration Committees	Chief Executive Officer and Executive Director
Professional qualifications	Bachelor of Arts, Nanyang University, Singapore (1973)	Fellow Chartered Accountant of Singapore from the Institute of Singapore Chartered Accountants ASEAN Chartered Professional Accountant from the ASEAN Chartered Professional Accountant Coordinating Committee Certified Internal Auditor from the Institute of Internal Auditors Chartered Financial Consultant from the Singapore College of Insurance Bachelor of Accountancy (Merit) from Nanyang Technological University

ADDITIONAL INFORMATION ON
DIRECTORS SEEKING RE-ELECTION

	MR ANG MONG SENG	MR JOSEPH LIM
Working experience and occupation(s) during the past 10 years	Nil	Current Executive Director and Chief Executive Officer, Emerging Towns & Cities Singapore Ltd 2015 to 2022 Group Chief Financial Officer, Emerging Towns & Cities Singapore Ltd 2014 to 2015 Group Chief Financial Officer, Sapphire Corporation Limited 2013 to 2014 Group Financial Controller, GPS Alliance Holdings Limited
Shareholding interest in the listed issuer and its subsidiaries	Nil	1,733,000 ordinary shares and 2,000,000 options granted under the CSH Employee Share Option Scheme 2009
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	No	No
Conflict of Interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships# * "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)	Past (for the last 5 years): Director of AnnAik Limited Director of Gaylin Holdings Limited (now known as Amos Group Limited) Director of Chip Eng Seng Corporation Ltd. Director of Hoe Leong Corporation Ltd. Director of E Lucky Star Pte. Ltd. Present: Director of Chinese Opera Institute Director of Pei Hwa Foundation Limited	Past (for the last 5 years): Director of Cedar Properties Pte. Ltd. (struck off) Director of Futura Asset Holdings Pte. Ltd. (struck off) Director of Trechance Holdings Limited (struck off) Present: Director of DAS Pte. Ltd. Director of Uni Global Power Pte. Ltd. Director of Golden Land Real Estate Development Co., Ltd. Director of ETC Smart Builder Pte. Ltd. Director of Affiliates Consulting Pte. Ltd.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR ANG MONG SENG	MR JOSEPH LIM
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	MR ANG MONG SENG	MR JOSEPH LIM
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

ADDITIONAL INFORMATION ON **DIRECTORS SEEKING RE-ELECTION**

	MR ANG MONG SENG	MR JOSEPH LIM
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (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?	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No
Any prior experience as a director of a listed company? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	N.A.	N.A.

PROXY **FORM**

EMERGING TOWNS & CITIES SINGAPORE LTD.

(Company Registration Number: 198003839Z)
(Incorporated in the Republic of Singapore)

This Proxy Form, together with the Notice of Annual General Meeting and Annual Report, has been made available on SGXNet and the Company's website at the URL http://investor.etcsingapore.com/newsroom.html. A printed copy of this proxy form will NOT be despatched to members.

IMPORTANT:
1. A member (including a relevant intermediary) will not be able to attend the AGM in person.
2. Alternative arrangements relating to (i) attendance at the AGM through electronic means (including arrangement by which the AGM can be electronically accessed through live audio-visual webcast or live audio-only stream); (ii) submission of questions to the Chairman of the Meeting in advance of or "live" at the AGM, addressing substantial and relevant questions prior to or at the AGM; and (iii) voting "live" by the member or by proxy at the AGM are set out in the Notice of the AGM.
3. For investors who have used their CPF moneys to buy shares in the capital of EMERGING TOWNS & CITIES SINGAPORE LTD., the Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.

This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We ______________________________ (Name), Registration No./NRIC/Passport No.* ______________

of ____ (Address)

being a member/members of Emerging Towns & Cities Singapore Ltd. (the "**Company**") hereby appoint Mr/Mrs/Ms

Name	Address	NRIC/Passport Number	Proportion of Shareholding (%)
and/or (delete as appropriate)			

or failing him/her, the Chairman of the Annual General Meeting ("**AGM**") as *my/our proxy to vote for *me/us on *my/our behalf at the AGM to be held by way of electronic means on **Friday, 21 April 2023 at 9.30 a.m.** and at any adjournment thereof.

*I/We direct *my/our proxy/proxies to vote for or against, or to abstain from voting on, the Resolutions, proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The Resolutions to be put to the vote at the AGM shall be decided by way of poll.

No.	Resolutions Relating To:	For*	Against*	Abstain*
Ordinary Business				
1.	To adopt the Directors' Statement, Audited Financial Statements and Auditors' Report			
2.	To re-elect Mr Ang Mong Seng as Director			
3.	To re-elect Mr Joseph Lim as Director			
4.	To approve Directors' Fees to be paid quarterly in arrears for the year ending 31 December 2024			
5.	To re-appoint Foo Kon Tan LLP as Auditors of the Company			
Special Business				
6.	To authorise the Directors to issue shares pursuant to Rule 806 of the Catalist Rules			
7.	To authorise the Directors to issue shares pursuant to the ETC Employee Share Option Scheme			
8.	To authorise the Directors to issue shares pursuant to the ETC Performance Share Plan			
9.	To approve the proposed renewal of the Share Purchase Mandate			
10.	To approve of the Fourth Proposed Extension of the expiry date of the Conversion Right under the Convertible Loan Agreement entered into between the Company and Mr Luo Shandong			

* If you wish to exercise all your votes "For" or "Against" or to abstain from voting on the resolution in respect of all your votes, please indicate your vote "For" or "Against", or "Abstain", with "X" within the box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and/or "Against" the relevant resolution and/or to abstain from voting in respect of the resolution, please indicate the number of votes as appropriate.

Dated this __________ day of ____________________ 2023.

Register	Number of Shares Held
1) CDP Register	
2) Register of Members	

____
Signature of Shareholder(s) or Common Seal

Important: Please read notes on the reverse.

Notes:

1. A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**"), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members of the Company, he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the said Depository Register and registered in his name in the Register of Members of the Company, he/she/it should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

2. A member of the Company (including a relevant intermediary) will not be able to attend the AGM physically in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it may:

   (a) (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on their behalf; or

   (b) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

   Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the AGM must first pre-register at the pre-registration website via the URL: https://conveneagm.sg/ETCAGM2023.

   In appointing a proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this proxy form, failing which the appointment of the proxy for that resolution will be treated as invalid.

   "**Relevant intermediary**" means:

   (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

   (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

3. Due to the current COVID-19 situation and the related safe-distancing measures put in place in Singapore, a member (including a relevant intermediary) will not be able to attend the AGM in person. Members will be able to participate in the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, "**Live Webcast**") via mobile phone, tablet, computer or any such electronic device. To do so, a member must preregister by no later than 9.30 a.m. on 17 April 2023 ("**Registration Deadline**"), at the URL: https://conveneagm.sg/ETCAGM2023. Following authentication of their status as members, authenticated members will receive email instructions to access the Live Webcast of the proceedings of the AGM by 9.30 a.m. on 20 April 2023. Members who have registered by the Registration Deadline but have not received email instructions by 9.30 a.m. on 20 April 2023 may contact the Company by email at info@etcsingapore.com for assistance.

4. A proxy need not be a member of the Company.

5. The instrument appointing a proxy must be submitted to the Company in the following manner:

   (a) if in hard copy and sent personally or by post, the proxy form must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or

   (b) if via email, the proxy form must be received by the Company's Share Registrar at main@zicoholdings.com,

   in any case not less than 72 hours before the time for holding the AGM and at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

6. If sent personally or by post, the instrument appointing a proxy of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing a proxy of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

7. Where an instrument appointing a proxy is submitted by email, it must be authorised in the following manner:

   – by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or

   – by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

8. Where an instrument appointing a proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

9. The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy (such as in the case where the appointor submits more than one instrument of proxy). In the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

IMPORTANT REMINDER: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company's website and SGXNet for updates on the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

CORPORATE **INFORMATION**

BOARD OF DIRECTORS

Mr Ang Mong Seng BBM
(Non-Executive and Independent Group Chairman)

Mr Teo Cheng Kwee
(Non-Executive Director)

Mr Zhu Xiaolin
(Non-Executive Director)

Mr Joseph Lim
(Executive Director and Chief Executive Officer)

AUDIT COMMITTEE

Mr Ang Mong Seng BBM *(Chairman)*
Mr Teo Cheng Kwee
Mr Zhu Xiaolin

REMUNERATION COMMITTEE

Mr Teo Cheng Kwee *(Chairman)*
Mr Ang Mong Seng BBM
Mr Zhu Xiaolin

NOMINATING & CORPORATE GOVERNANCE COMMITTEE

Mr Zhu Xiaolin *(Chairman)*
Mr Ang Mong Seng BBM
Mr Teo Cheng Kwee

COMPANY SECRETARIES

Ong Beng Hong
Tan Swee Gek

REGISTERED OFFICE

80 Robinson Road #17-02
Singapore 068898
T: (65) 6584 9411
E: info@etcsingapore.com
www.etcsingapore.com

COMPANY REGISTRATION

198003839Z

REGISTRAR & SHARE TRANSFER OFFICE

B.A.C.S. Private Limited
77 Robinson Road, #06-03, Robinson 77
Singapore 068896

CATALIST SPONSOR

RHT Capital Pte. Ltd.
36 Robinson Road
#10-06 City House
Singapore 068877

INDEPENDENT AUDITOR

Foo Kon Tan LLP
Public Accountants and Chartered Accountants
1 Raffles Place
#04-61 One Raffles Place Tower 2
Singapore 048616

Partner-in-charge: Cheong Wenjie
(Appointed from the financial year ended
31 December 2021)

EMERGING TOWNS & CITIES SINGAPORE LTD
新世界地产集团有限公司

**EMERGING TOWNS &
CITIES SINGAPORE LTD.**

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