



# OXLEY HOLDINGS LIMITED

(Company Registration No. 201005612G)

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## CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR FIRST HALF YEAR ENDED 31 DECEMBER 2022 (UNAUDITED)

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A. Condensed interim consolidated statement of profit or loss and other comprehensive income

	Note	Group		Change %
		First Half Ended		
		31-Dec-22 \$'000	31-Dec-21 \$'000	
<b>Revenue</b>	5	<b>438,353</b>	<b>506,375</b>	-13
Cost of sales		(372,567)	(432,763)	-14
<b>Gross profit</b>		<b>65,786</b>	<b>73,612</b>	-11
Other income		691	2,180	-68
Interest income		5,866	5,977	-2
Other gains		16,513	29,653	-44
Marketing and distribution costs		(1,706)	(2,422)	-30
Administrative expenses		(16,561)	(14,965)	11
Other losses		(5,728)	(11,313)	-49
Finance costs		(74,220)	(57,274)	30
Share of results from joint ventures and associates, net of tax		13,995	1,518	822
<b>Profit before tax</b>	6	<b>4,636</b>	<b>26,966</b>	-83
Income tax expense	7	(2,430)	(3,547)	-31
<b>Profit for the period</b>		<b>2,206</b>	<b>23,419</b>	-91
<b><u>Other comprehensive (loss)/income</u></b>				
<i>Items that will not be reclassified to profit or loss</i>				
Net fair value loss on equity investments measured at FVTOCI		(1,013)	(4,459)	-77
Gain/(loss) on revaluation of properties, net of tax		4,351	(5,669)	N.M.
		3,338	(10,128)	N.M.
<i>Item that may be reclassified subsequently to profit or loss</i>				
Exchange differences on translation of foreign operations		(23,649)	(5,347)	342
<b>Total other comprehensive loss, net of tax</b>		<b>(20,311)</b>	<b>(15,475)</b>	31
<b>Total comprehensive (loss)/income for the period</b>		<b>(18,105)</b>	<b>7,944</b>	N.M.
<b>Profit/(loss) for the period attributable to:</b>				
Owners of the Company		277	23,513	-99
Non-controlling interests		1,929	(94)	N.M.
		2,206	23,419	-91
<b>Total comprehensive (loss)/income for the period attributable to:</b>				
Owners of the Company		(18,552)	8,038	N.M.
Non-controlling interests		447	(94)	N.M.
		(18,105)	7,944	N.M.

N.M. - Not meaningful

**A. Condensed interim consolidated statement of profit or loss and other comprehensive income (cont'd)**

	<b>Group</b>	
	<b>First Half Ended</b>	
	<b>31-Dec-22</b>	<b>31-Dec-21</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>Basic and diluted earnings per share attributable to owners of the Company</b>		
Weighted average number of shares (excluding treasury shares) ('000)		
- Basic	4,230,949	4,239,689
- Diluted*	4,616,898	4,254,384
Basic earnings per share (cents)	<u>0.01</u>	<u>0.55</u>
Diluted earnings per share (cents)*	<u>0.01</u>	<u>0.55</u>

\* For computation of diluted earnings per share, the weighted average number of ordinary shares has been adjusted for any dilutive effect arising from the conversion of all the convertible notes and unexercised warrants to ordinary shares.

**B. Condensed interim consolidated statements of financial position**

	Note	Group		Company	
		31-Dec-22 \$'000	30-Jun-22 \$'000	31-Dec-22 \$'000	30-Jun-22 \$'000
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment	10	950,291	953,686	133	185
Investment properties	11	345,738	342,922	-	-
Investments in subsidiaries		-	-	36,533	36,533
Investments in joint ventures		82,366	71,083	3,767	3,767
Investments in associates		27,653	26,677	490	490
Deferred tax assets		6,720	10,791	2,950	2,950
Other financial assets, non-current		7,028	12,470	2,238	7,434
Other receivables, non-current		200,057	197,359	1,143,593	1,087,255
Other non-financial assets, non-current		254	212	104	124
<b>Total non-current assets</b>		<b>1,620,107</b>	<b>1,615,200</b>	<b>1,189,808</b>	<b>1,138,738</b>
<b>Current assets</b>					
Assets classified as held for sale	12	31,804	32,334	-	-
Inventories		65	27	-	-
Development properties	13	1,500,954	1,710,790	-	-
Trade and other receivables		359,309	346,680	533,842	533,087
Other non-financial assets, current		21,726	38,607	3,702	4,296
Other financial assets, current		-	703	-	-
Cash and cash equivalents		152,870	143,874	6,390	51,210
<b>Total current assets</b>		<b>2,066,728</b>	<b>2,273,015</b>	<b>543,934</b>	<b>588,593</b>
<b>Total assets</b>		<b>3,686,835</b>	<b>3,888,215</b>	<b>1,733,742</b>	<b>1,727,331</b>
<b>Equity and liabilities</b>					
<b>Equity</b>					
Share capital	14	305,078	305,078	305,078	305,078
Treasury shares	15	(10,284)	(8,063)	(10,284)	(8,063)
Retained earnings		504,946	520,494	295,932	324,935
Other reserves	16	182,333	189,520	2,841	(7,788)
<b>Equity attributable to owners of the Company</b>		<b>982,073</b>	<b>1,007,029</b>	<b>593,567</b>	<b>614,162</b>
Non-controlling interests		50,655	55,312	-	-
<b>Total equity</b>		<b>1,032,728</b>	<b>1,062,341</b>	<b>593,567</b>	<b>614,162</b>
<b>Non-current liabilities</b>					
Deferred tax liabilities		46,834	48,291	-	-
Other financial liabilities, non-current	17	1,159,017	525,330	101,859	102,501
Other non-financial liabilities, non-current		700	107	-	-
<b>Total non-current liabilities</b>		<b>1,206,551</b>	<b>573,728</b>	<b>101,859</b>	<b>102,501</b>

B. Condensed interim consolidated statements of financial position (cont'd)

	Note	Group		Company	
		31-Dec-22 \$'000	30-Jun-22 \$'000	31-Dec-22 \$'000	30-Jun-22 \$'000
<b>Current liabilities</b>					
Liabilities classified as held for sale	12	154	145	-	-
Income tax payable		24,096	29,785	-	-
Trade and other payables, current		396,483	379,926	484,043	481,029
Other financial liabilities, current	17	1,010,211	1,801,779	554,273	529,639
Other non-financial liabilities, current		16,612	40,511	-	-
<b>Total current liabilities</b>		<b>1,447,556</b>	<b>2,252,146</b>	<b>1,038,316</b>	<b>1,010,668</b>
<b>Total liabilities</b>		<b>2,654,107</b>	<b>2,825,874</b>	<b>1,140,175</b>	<b>1,113,169</b>
<b>Total equity and liabilities</b>		<b>3,686,835</b>	<b>3,888,215</b>	<b>1,733,742</b>	<b>1,727,331</b>

C. Condensed interim consolidated statements of changes in equity

	Attributable to Owners of the Company				Total \$'000	Non- controlling interests \$'000	Total equity \$'000
	Share capital \$'000	Treasury shares \$'000	Retained earnings \$'000	Other reserves \$'000			
<b>Group</b>							
<b>Current period</b>							
Balance at 1 July 2022	305,078	(8,063)	520,494	189,520	1,007,029	55,312	1,062,341
Dividends on ordinary shares (Note 9)	-	-	-	-	-	(757)	(757)
Distribution of equity investments measured at FVTOCI to owners of the Company (Note 9)	-	-	(4,183)	-	(4,183)	-	(4,183)
Purchase of treasury shares (Note 15)	-	(2,221)	-	-	(2,221)	-	(2,221)
Transfer from equity investments measured at fair value reserve (Note 16.3)	-	-	(18,843)	18,843	-	-	-
Transfer from warrants reserve upon expiry (Note 16.4)	-	-	7,201	(7,201)	-	-	-
Capital reduction of a subsidiary	-	-	-	-	-	(4,347)	(4,347)
Total comprehensive income/ (loss) for the period	-	-	277	(18,829)	(18,552)	447	(18,105)
Balance at 31 December 2022	305,078	(10,284)	504,946	182,333	982,073	50,655	1,032,728
<b>Previous period</b>							
Balance at 1 July 2021	304,558	(7,638)	527,861	175,279	1,000,060	50,096	1,050,156
Dividends on ordinary shares (Note 9)	-	-	(10,591)	-	(10,591)	-	(10,591)
Issue of shares under the Scrip Dividend Scheme (Note 14)	534	-	-	-	534	-	534
Total comprehensive income/ (loss) for the period	-	-	23,513	(15,475)	8,038	(94)	7,944
Balance at 31 December 2021	305,092	(7,638)	540,783	159,804	998,041	50,002	1,048,043

C. Condensed interim consolidated statements of changes in equity (cont'd)

	Share capital \$'000	Treasury shares \$'000	Retained earnings \$'000	Other reserves \$'000	Total equity \$'000
<b>Company</b>					
<b>Current period</b>					
Balance at 1 July 2022	305,078	(8,063)	324,935	(7,788)	614,162
Distribution of equity investments measured at FVTOCI to owners of the Company (Note 9)	-	-	(4,183)	-	(4,183)
Purchase of treasury shares (Note 15)	-	(2,221)	-	-	(2,221)
Transfer from equity investments measured at fair value reserve (Note 16.3)	-	-	(18,843)	18,843	-
Transfer from warrants reserve upon expiry (Note 16.4)	-	-	7,201	(7,201)	-
Total comprehensive loss for the period	-	-	(13,178)	(1,013)	(14,191)
Balance at 31 December 2022	305,078	(10,284)	295,932	2,841	593,567
<b>Previous period</b>					
Balance at 1 July 2021	304,558	(7,638)	195,853	2,244	495,017
Dividends on ordinary shares (Note 9)	-	-	(10,591)	-	(10,591)
Issue of shares under the Scrip Dividend Scheme (Note 14)	534	-	-	-	534
Total comprehensive income/(loss) for the period	-	-	175,577	(4,459)	171,118
Balance at 31 December 2021	305,092	(7,638)	360,839	(2,215)	656,078

**D. Condensed interim consolidated statement of cash flows**

	<b>Group</b>	
	<b>First Half Ended</b>	
	<b>31-Dec-22</b>	<b>31-Dec-21</b>
	<b>\$'000</b>	<b>\$'000</b>
<b><u>Cash flows from operating activities</u></b>		
Profit before tax, total	4,636	26,966
Adjustments for:		
Interest income	(5,866)	(5,977)
Finance costs	74,220	57,274
Depreciation of property, plant and equipment	8,363	10,354
Loss on liquidation of a subsidiary	152	-
Impairment loss on development properties	808	-
Impairment loss on receivables	620	307
Bad debts written-off	93	-
Fair value loss/(gain) on derivative financial instruments	3,421	(17,441)
Gain on disposal of investment properties	-	(1,058)
Gain on disposal of other assets	(3,903)	-
Fair value gain on investment properties	(3,819)	(2,386)
Share of results from joint ventures and associates, net of tax	(13,995)	(1,518)
Net effect of exchange rate changes	(30,592)	(2,485)
<b>Operating cash flows before changes in working capital</b>	<b>34,138</b>	<b>64,036</b>
Inventories	(38)	5
Development properties	182,243	190,502
Trade and other receivables	(30,830)	76,057
Other non-financial assets	2,430	733
Trade and other payables	37,135	(56,687)
Other non-financial liabilities	(22,857)	6,936
<b>Cash flows from operations</b>	<b>202,221</b>	<b>281,582</b>
Income taxes paid	(7,107)	(15,089)
<b>Net cash flows from operating activities</b>	<b>195,114</b>	<b>266,493</b>
<b><u>Cash flows from investing activities</u></b>		
Additions of property, plant and equipment (Note 10)	(298)	(362)
Other non-financial assets, current	(627)	(23,616)
Proceeds from disposal of investment properties	-	1,948
Proceeds from disposal of other assets	20,336	-
Advances from/(to) associates	23,170	(2,187)
Advances to joint ventures	(5,738)	(8,169)
Interest income received	5,866	5,977
<b>Net cash flows from/(used in) investing activities</b>	<b>42,709</b>	<b>(26,409)</b>

D. Condensed interim consolidated statement of cash flows (cont'd)

	Group	
	First Half Ended	
	31-Dec-22 \$'000	31-Dec-21 \$'000
<b><u>Cash flows from financing activities</u></b>		
Proceeds from loans and borrowings	679,950	259,576
Proceeds from derivative financial instruments	1,335	-
Repayment of loans and borrowings	(845,957)	(464,644)
Cash restricted in use	(16)	8,356
Dividends paid to equity owners	-	(10,057)
Dividends paid to non-controlling interests	(757)	-
Purchase of treasury shares	(2,221)	-
Advances from non-controlling shareholders	81	162
Capital reduction of a subsidiary	(4,347)	-
Interest expense paid	(56,918)	(41,151)
<b>Net cash flows used in financing activities</b>	<b>(228,850)</b>	<b>(247,758)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>8,973</b>	<b>(7,674)</b>
Cash and cash equivalents at beginning of the reporting period	122,317	173,396
Effects of exchange rate changes on cash and cash equivalents	8	(155)
<b>Cash and cash equivalents at end of the reporting period (Note A)</b>	<b>131,298</b>	<b>165,567</b>
<b>Note A</b>		
Cash and cash equivalents at end of the reporting period	131,298	165,567
Cash restricted in use	21,572	34,087
<b>Cash and cash equivalents on the Statement of Financial Position</b>	<b>152,870</b>	<b>199,654</b>

**E. Notes to the condensed interim consolidated financial statements**

**1. General**

Oxley Holdings Limited (the "Company") is incorporated in Singapore with limited liability. It is listed on the Main Board of the Singapore Exchange Securities Trading Limited. The registered office and principal place of business of the Company is located at 138 Robinson Road, #30-01 Oxley Tower, Singapore 068906.

The condensed interim financial statements cover the Company and its subsidiaries and the Group's interests in joint ventures and associates (collectively the "Group"). All financial information are presented in Singapore Dollar ("\$") and have been rounded to the nearest thousand ("'\$000") unless otherwise indicated.

The principal activities of the Group are property development, property investment, the provision of hospitality and management services and investment holding.

**2. Basis of preparation**

The condensed interim financial statements for the first six months ended 31 December 2022 have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s"), 1-34 Interim Financial Reporting issued by the Singapore Accounting Standards Council.

The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant for an understanding of the changes in the Group's financial position and performance of the Group since the last financial statements for the financial year ended 30 June 2022.

The accounting policies adopted are consistent with those disclosed in the Group's financial statements for the financial year ended 30 June 2022.

The new or revised SFRS(I)s and the related Interpretations to SFRS(I) ("SFRS(I) INT"), which became mandatory for the Group as of 1 July 2022, did not result in substantial changes to the Group's accounting policies.

The Group has not early adopted any other SFRS(I)s, interpretation or amendment to SFRS(I)s that have been issued but are not yet effective.

The Group's operations are generally not significantly affected by seasonality. However, property markets in which the Group operates may fluctuate from period to period, resulting from fluctuations in property prices, lease rates and general global economic conditions, thereby affecting the Group's financial condition and results of operations. Accordingly, the Group expects its results of operations to vary from period to period.

**2.1 Use of judgements and estimates**

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

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the reporting year ended 30 June 2022.

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**2. Basis of preparation (cont'd)**

**2.1 Use of judgements and estimates (cont'd)**

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.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the condensed interim financial statements is included in the following note:

Note 10 Classification of properties under hotel segment

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities during the reporting year is included in the following notes:

Note 10 Fair value of properties classified as property, plant and equipment

Note 11 Fair value of investment properties

Note 13 Allowance for impairment in carrying amount of development properties

**3. Related party transactions**

In addition to the transactions disclosed elsewhere in the notes to the condensed interim consolidated financial statements, the following significant related party transactions took place between the Group and related parties during the reporting period on terms agreed between the parties.

Related parties refer to the entities which the controlling shareholders and directors of the Company, as well as their family members, have a controlling interest in.

	<b>Group</b>	
	<b>First Half Ended</b>	
	<b>31-Dec-22</b>	<b>31-Dec-21</b>
	<b>\$'000</b>	<b>\$'000</b>
<b><u>Non-controlling interests</u></b>		
Interest income	-	324
Interest expense	(84)	(486)
<b><u>Joint ventures</u></b>		
Interest income	4,942	5,030
Interest expense	-	(37)
<b><u>Associates</u></b>		
Interest income	195	310
<b><u>Related parties</u></b>		
Interest expense	(414)	(2,129)

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**4. Operating segments**

**4.1 Business segments**

For management purposes, the Group is organised into the following major business segments that offer different products and services. The Group has four reportable operating segments as follows:

- Property development – development of properties for sale
- Property investment – leasing of commercial properties
- Hotel – operation of owned hotels
- Corporate – provision of management and investment services, and treasury functions

The structure is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance of each segment. They are managed separately because each business requires different strategies.

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the Group are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the significant accounting policies.

Segment profit before tax 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.

	<b>Property development \$'000</b>	<b>Property investment \$'000</b>	<b>Hotel<sup>(a)</sup> \$'000</b>	<b>Corporate \$'000</b>	<b>Total \$'000</b>
Six months period from <u>1 July 2022 to 31 December 2022</u>					
Segment revenue:					
Revenue from external parties	407,218	-	22,833	-	430,051
Rental income	-	8,302	-	-	8,302
Total revenue	407,218	8,302	22,833	-	438,353

**OXLEY HOLDINGS LIMITED**  
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**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**4. Operating segments (cont'd)**

**4.1 Business segments (cont'd)**

	Property development \$'000	Property investment \$'000	Hotel <sup>(a)</sup> \$'000	Corporate \$'000	Total \$'000
Six months period from <u>1 July 2022 to 31 December 2022</u> (cont'd)					
Segment result	46,689	6,593	8,561	(6,284)	55,559
Loss on liquidation of a subsidiary	-	-	-	(152)	(152)
Impairment loss on receivables	(620)	-	-	-	(620)
Bad debts written off	-	-	-	(93)	(93)
Fair value gain/(loss) on derivative financial instruments	-	-	632	(4,053)	(3,421)
Gain on disposal of other assets	3,903	-	-	-	3,903
Fair value gain on investment properties	-	3,819	-	-	3,819
Interest income	516	1	20	5,329	5,866
Operating profit/(loss)	50,488	10,413	9,213	(5,253)	64,861
Finance costs	(9,516)	(2,621)	(16,932)	(45,151)	(74,220)
Share of results from joint ventures and associates, net of tax	13,995	-	-	-	13,995
Profit/(loss) before tax	54,967	7,792	(7,719)	(50,404)	4,636
Income tax expense	(1,145)	-	(93)	(1,192)	(2,430)
Profit/(loss) for the period	53,822	7,792	(7,812)	(51,596)	2,206
Other significant items:					
Depreciation expense	(603)	-	(5,194)	(2,566)	(8,363)
Impairment loss on development properties	(808)	-	-	-	(808)
Additions:					
Property, plant and equipment	699	-	119	156	974
<u>31 December 2022</u>					
Assets and reconciliations:					
Segment assets	1,848,974	353,576	881,356	492,910	3,576,816
Investments in joint ventures and associates	110,019	-	-	-	110,019
Total assets	1,958,993	353,576	881,356	492,910	3,686,835
Liabilities and reconciliations:					
Segment liabilities	750,782	168,350	656,992	1,077,983	2,654,107

<sup>(a)</sup> Hotel segment for the first six months ended 31 December 2022 reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) of \$14,387,000. EBITDA included foreign exchange gains of \$1,827,000.

**OXLEY HOLDINGS LIMITED**  
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**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**4. Operating segments (cont'd)**

**4.1 Business segments (cont'd)**

	Property development \$'000	Property investment \$'000	Hotel <sup>(a)</sup> \$'000	Corporate \$'000	Total \$'000
Six months period from <u>1 July 2021 to 31 December 2021</u>					
Segment revenue:					
Revenue from external parties	488,853	-	10,515	-	499,368
Rental income	-	7,007	-	-	7,007
Total revenue	488,853	7,007	10,515	-	506,375
Segment result	63,904	4,939	2,077	(14,753)	56,167
Fair value (loss)/gain on derivative financial instruments	-	(4)	278	17,167	17,441
Fair value gain on investment properties	-	2,386	-	-	2,386
Gain on disposal of investment properties	-	1,058	-	-	1,058
Impairment loss on receivables	(55)	(145)	-	(107)	(307)
Interest income	165	328	-	5,484	5,977
Operating profit	64,014	8,562	2,355	7,791	82,722
Finance costs	(8,198)	(1,922)	(11,285)	(35,869)	(57,274)
Share of results from joint ventures and associates, net of tax	-	-	-	1,518	1,518
Profit/(loss) before tax	55,816	6,640	(8,930)	(26,560)	26,966
Income tax (expense)/credit	(3,500)	(1,192)	(299)	1,444	(3,547)
Profit/(loss) for the period	52,316	5,448	(9,229)	(25,116)	23,419
Other significant items:					
Depreciation expense	(246)	-	(4,798)	(5,310)	(10,354)
Additions:					
Property, plant and equipment	-	-	110	6,449	6,559
<u>30 June 2022</u>					
Assets and reconciliations:					
Segment assets	1,995,764	350,946	882,993	560,752	3,790,455
Investments in joint ventures and associates	97,760	-	-	-	97,760
Total assets	2,093,524	350,946	882,993	560,752	3,888,215
Liabilities and reconciliations:					
Segment liabilities	920,431	171,326	688,637	1,045,480	2,825,874

<sup>(a)</sup> Hotel segment for the first six months ended 31 December 2021 reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) of \$7,153,000. EBITDA included foreign exchange losses of \$299,000.

**OXLEY HOLDINGS LIMITED**

First Half Year Ended 31 December 2022

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**4. Operating segments (cont'd)**

**4.2 Geographical information**

	<b>Group</b>			
	<b>Revenue</b>		<b>Non-current assets</b>	
	<b>First Half Ended</b>			
	<b>31-Dec-22</b>	<b>31-Dec-21</b>	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Singapore	393,653	364,731	1,282,826	1,264,323
United Kingdom	1,915	6,670	30,599	31,843
Ireland	-	19,614	-	-
Cambodia	28,470	17,137	54,381	58,918
Malaysia	14,315	1,145	23,249	23,640
Australia	-	97,078	-	-
Others	-	-	15,247	15,856
<b>Total</b>	<b>438,353</b>	<b>506,375</b>	<b>1,406,302</b>	<b>1,394,580</b>

**5. Revenue**

	<b>Group</b>	
	<b>First Half Ended</b>	
	<b>31-Dec-22</b>	<b>31-Dec-21</b>
	<b>\$'000</b>	<b>\$'000</b>
Revenue from sale of development properties:		
- recognised at point in time	29,101	140,042
- recognised over time	378,117	348,811
	407,218	488,853
Revenue from hotel ownership and operations:		
- recognised at point in time	4,321	1,329
- recognised over time	18,512	9,186
	22,833	10,515
Rental income from investment properties	8,302	7,007
	<b>438,353</b>	<b>506,375</b>

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**6. Profit before tax is stated after crediting/(charging):**

	<b>Group</b>	
	<b>First Half Ended</b>	
	<b>31-Dec-22</b>	<b>31-Dec-21</b>
	<b>\$'000</b>	<b>\$'000</b>
Rental income <sup>#</sup>	8,714	7,397
Government grant income	59	1,732
Depreciation of property, plant and equipment	(8,363)	(10,354)
Loss on liquidation of a subsidiary	(152)	-
Impairment loss on development properties	(808)	-
Impairment loss on receivables	(620)	(307)
Bad debts written off	(93)	-
Fair value (loss)/gain on derivative financial instruments	(3,421)	17,441
Gain on disposal of investment properties	-	1,058
Gain on disposal of other assets	3,903	-
Fair value gain on investment properties	3,819	2,386
Net foreign exchange gain/(loss)	7,158	(999)

<sup>#</sup>Including rental income in other income

**7. Income tax expense**

	<b>Group</b>	
	<b>First Half Ended</b>	
	<b>31-Dec-22</b>	<b>31-Dec-21</b>
	<b>\$'000</b>	<b>\$'000</b>
Current tax expense		
- Current period	2,618	4,407
- Under/(over) provision in respect of prior years	763	(2,506)
	3,381	1,901
Deferred tax expense		
- Origination and reversal of temporary differences	69	-
- (Over)/under provision in respect of prior years	(1,020)	1,646
	(951)	1,646
	2,430	3,547

**8. Net asset value per ordinary share**

	<b>Group</b>		<b>Company</b>	
	<b>31-Dec-22</b>	<b>30-Jun-22</b>	<b>31-Dec-22</b>	<b>30-Jun-22</b>
Total number of issued shares (excluding treasury shares) ('000)	4,222,555	4,237,084	4,222,555	4,237,084
Net asset value (total equity) per ordinary share (excluding treasury shares) (cents)	24.46	25.07	14.06	14.49

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**9. Dividends**

**9.1 Dividends to owners of the Company**

	Rate per share			
	First Half Ended		First Half Ended	
	31-Dec-22	31-Dec-21	31-Dec-22	31-Dec-21
	Cents	Cents	\$'000	\$'000
<u>Dividend paid in respect of previous financial year</u>				
Final tax exempt (1-tier)	-	0.25	-	10,591

On 8 September 2022, the Company announced a proposed distribution by way of a dividend *in specie* of ordinary shares in the issued capital of Aspen (Group) Holdings Limited held by the Company to the shareholders. The distribution exercise was completed on 11 November 2022. The Group and Company have appropriated \$4,183,000 out of retained earnings to meet the dividend *in specie* declared.

**9.2 Dividends to non-controlling interests of subsidiaries**

During the six months period ended 31 December 2022, tax exempt (1-tier) dividend amounting to \$757,000 (six months period ended 31 December 2021: Nil) were declared and paid by subsidiaries of the Group to their non-controlling shareholders.

**10. Property, plant and equipment**

- (a) For the reporting period ended 31 December 2022, the Group acquired property, plant and equipment amounting to \$974,000 (30 June 2022: \$6,694,000), of which the additions arising from right-of-use assets amounted to \$676,000 (30 June 2022: \$5,802,000).
- (b) At the end of the reporting period, the freehold land, hotel buildings and improvements and certain freehold properties of the Group are pledged to third party lenders as securities for credit facilities.
- (c) Hotel property and freehold properties are carried at revalued amounts based on the valuations performed by independent valuers as at 30 June 2022, less any subsequent accumulated depreciation and impairment losses. Management assessed their fair value on a half yearly basis and was of the view that there was no indication of significant deterioration or material changes to the carrying value of the hotel and freehold properties as at 31 December 2022, except for the revaluation gain reported for the 12 office units at Oxley Tower based on the valuation performed by independent valuers as at 31 December 2022.
- (d) Management applies judgement in determining the classification of hotels owned by the Group. In determining whether a hotel property owned by the Group is classified as investment property or property, plant and equipment, management considers, among other qualitative factors, the business model, whether the Group could intervene in operating and financial decisions regarding the operations of the property, whether the Group's returns would represent a percentage of the hotels' actual results and whether the Group could terminate the management agreements signed with the operators. Such consideration requires significant judgement.
- (e) Right-of-use assets are carried at cost less any accumulated depreciation and any accumulated impairment losses. The recoverable amounts are based on valuations performed by independent valuers as at 30 June 2022. Management assessed their recoverable amounts on a half yearly basis and was of the view that there was no indication of significant deterioration or material changes to the carrying value of the right-of-use assets as at 31 December 2022.

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**11. Investment properties**

	<b>Group</b>	
	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>\$'000</b>	<b>\$'000</b>
At fair value:		
At beginning of the period/year	342,922	324,833
Transfer from development properties	-	5,344
Transfer from property, plant and equipment	46	-
Disposals	-	(1,079)
Fair value gain included in profit or loss under other gains	3,819	14,990
Foreign exchange adjustments	(1,049)	(1,166)
At end of the period/year	<u>345,738</u>	<u>342,922</u>

- (a) At the end of the reporting period, certain investment properties of the Group are pledged to financial institutions as securities for credit facilities.
- (b) Investment properties are carried at fair value based on the valuations performed by independent valuers as at 30 June 2022. Management assessed their fair value on a half yearly basis and was of the view that there was no indication of significant deterioration or material changes to the carrying value of the investment properties as at 31 December 2022, except for the fair value gain reported for certain investment property based on the valuation performed by independent valuers as at 31 December 2022.

**12. Assets and liabilities classified as held for sale**

In April 2022, management committed to a plan to dispose of the Group's entire 80% equity interest in Phu Tinh Land Co., Ltd. ("Phu Tinh"). This has resulted in the reclassification of Phu Tinh's assets and liabilities to assets and liabilities classified as held for sale at 30 June 2022. The disposal of the subsidiary is expected to be completed in the current financial year.

**12.1 Assets and liabilities of disposal group held for sale**

As at the end of the reporting period, the transaction was stated at fair value less costs to sell and comprised the following assets and liabilities:

	<b>Group</b>	
	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>\$'000</b>	<b>\$'000</b>
Other receivables, non-current	3	3
Development properties	25,851	26,136
Trade and other receivables	666	692
Other non-financial assets, current	5,284	5,503
Assets classified as held for sale	<u>31,804</u>	<u>32,334</u>
Trade and other payables	(126)	(117)
Other non-financial liabilities, current	(28)	(28)
Liabilities classified as held for sale	<u>(154)</u>	<u>(145)</u>

**12.2 Cumulative income or expenses recognised in other comprehensive income**

There are no cumulative income or expenses included in other comprehensive income relating to the transaction.

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**13. Development properties**

- (a) At the end of the reporting period, certain development properties of the Group are mortgaged to financial institutions as securities for credit facilities.
- (b) The allowance for foreseeable losses is determined by the management after taking into account estimated selling prices and estimated total construction costs. The estimated selling prices are based on recent selling prices with reference to valuation reports for the development project or comparable projects and prevailing property market conditions including the implication from the COVID-19 pandemic. The estimated total construction costs are based on contracted amounts and, in respect of amounts not contracted for, management's estimates of the amounts to be incurred taking into consideration historical trends of the amounts incurred and the implication from the COVID-19 pandemic. The allowance charge for foreseeable losses is included in other losses.

**14. Share capital**

	<b>Group and Company</b>			
	<b>Number of issued shares</b>		<b>31-Dec-22 \$'000</b>	<b>30-Jun-22 \$'000</b>
	<b>31-Dec-22 '000</b>	<b>30-Jun-22 '000</b>		
At beginning of the period	4,267,118	4,264,013	305,078	304,558
Shares issued under the Scrip Dividend Scheme	-	3,105	-	520
At end of the period	4,267,118	4,267,118	305,078	305,078

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income.

As at 31 December 2022, the Company had 4,222,554,639 (30 June 2022: 4,237,084,139) ordinary shares, excluding treasury shares.

Convertible Notes

As at 31 December 2022, total number of shares that may be issued on conversion under the terms of the Convertible Notes is 385,948,800 ordinary shares (31 December 2021: 388,396,800), based on the initial conversion price of \$0.25 (31 December 2021: \$0.25), and assuming (a) an USD: SGD exchange rate of US\$1:S\$1.3401 (31 December 2021: US\$1:S\$1.3486), (b) full conversion of the issued Convertible Notes, and (c) no adjustment events.

There has been no conversion of the Convertible Notes since the date of issue.

The Company has fully redeemed all the Convertible Notes, together with all accrued and unpaid interest and the applicable Redemption Premium, in cash on 19 January 2023, and the Convertible Notes have been cancelled. Accordingly, all Conversion Rights under the Convertible Notes have ceased to be exercisable.

Warrants

As at 31 December 2022, there were no ordinary shares that may be issued on exercise under the terms of the Warrants (31 December 2021: 199,810,898).

There has been no exercise of the Warrants since the date of issue. The Warrants have expired on 20 October 2022 and any subscription rights not exercised have lapsed and the Warrants have ceased to be valid for any purpose (Note 16.4).

The total number of shares that may be issued on conversion of all the outstanding convertibles amounted to 385,948,800 shares as at 31 December 2022 (31 December 2021: 588,207,698), constituting 9.14% (31 December 2021: 13.87%) of the total number of issued ordinary shares, excluding treasury shares.

Save as disclosed above, the Company had no outstanding convertibles and no subsidiary holdings as at 31 December 2022 and 30 June 2022.

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**15. Treasury shares**

	<b>Group and Company</b>			
	<b>Number of Treasury Shares</b>			
	<b>31-Dec-22</b>	<b>30-Jun-22</b>	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>'000</b>	<b>'000</b>	<b>\$'000</b>	<b>\$'000</b>
At beginning of the period	30,034	27,429	8,063	7,638
Shares purchased and held as treasury shares during the period	14,529	2,605	2,221	425
At end of the period	44,563	30,034	10,284	8,063

Treasury shares relate to ordinary shares of the Company that are held by the Company. For the first six months ended 31 December 2022, the purchase prices of the treasury shares ranged from \$0.140 to \$0.176 per share.

As at 31 December 2022, the Company's treasury shares constituted 1.04% (31 December 2021: 0.64%) of the total number of ordinary shares outstanding.

There were no sales, transfer, cancellation and/or use of subsidiary holdings or treasury shares during the reporting period ended 31 December 2022 (31 December 2021: Nil).

**16. Other reserves**

	<b>Group</b>		<b>Company</b>	
	<b>31-Dec-22</b>	<b>30-Jun-22</b>	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Foreign currency translation reserve (Note 16.1)	(35,789)	(13,622)	-	-
Asset revaluation reserve (Note 16.2)	215,281	210,930	-	-
Fair value reserve (Note 16.3)	(788)	(18,618)	(788)	(18,618)
Warrant reserve (Note 16.4)	-	7,201	-	7,201
Others (Note 16.5)	3,629	3,629	3,629	3,629
	182,333	189,520	2,841	(7,788)

**16.1 Foreign currency translation reserve**

The foreign currency translation reserve represents exchange differences arising from the translation of financial statements of foreign operations whose functional currencies are different from the presentation currency of the Group.

**16.2 Asset revaluation reserve**

The asset revaluation reserve arises from the revaluation of properties classified as property, plant and equipment. It is not distributable until it is reclassified to retained earnings upon disposal of the assets.

**16.3 Fair value reserve**

The fair value reserve arises from the revaluation of financial assets measured at FVTOCI. It is not distributable until it is reclassified to retained earnings upon disposal of the assets.

The Group and Company have transferred \$18,843,000 from fair value reserve to retained earnings upon distribution by way of dividend *in specie* of equity investments measured at FVTOCI (Note 9).

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**16. Other reserves (cont'd)**

**16.4 Warrant reserve**

On 21 April 2021, the Company issued 199,810,898 non-listed warrants to an unrelated lender in lieu of payment of finance costs under a facility agreement entered into by the Company and the lender on 17 September 2020.

The warrant reserve represents the fair value of the unexercised warrants on the date of issuance.

The Warrants have expired on 20 October 2022 and any subscription rights not exercised have lapsed and the Warrants have ceased to be valid for any purpose. The Group and Company have transferred \$7,201,000 from warrant reserve to retained earnings.

**16.5 Others**

Others arise from the excess of proceeds over cost of placing the treasury shares.

**17. Other financial liabilities**

	Group		Company	
	31-Dec-22 \$'000	30-Jun-22 \$'000	31-Dec-22 \$'000	30-Jun-22 \$'000
<b>Amount repayable in one year or less, or on demand</b>				
Secured	921,281	1,715,472	548,937	528,356
Unsecured	75,138	74,957	1,260	1,260
	996,419	1,790,429	550,197	529,616
<b>Amount repayable after one year</b>				
Secured	900,079	261,512	100,000	100,000
Unsecured	204,271	204,470	1,850	2,480
<b>Total loans and borrowings</b>	2,100,769	2,256,411	652,047	632,096
Derivative financial instruments	4,053	-	4,053	-
Lease liabilities	64,406	70,698	32	44
	2,169,228	2,327,109	656,132	632,140
Non-current portion	1,159,017	525,330	101,859	102,501
Current portion	1,010,211	1,801,779	554,273	529,639
	2,169,228	2,327,109	656,132	632,140

Convertible Notes

On 19 January 2021, the Company issued 4.5% convertible notes of US\$72,000,000 in aggregate principal amount under a subscription agreement entered into with a third party.

As at 31 December 2022, the derivative financial instrument included fair value of unconverted Convertible Notes amounting to \$Nil (30 June 2022: Nil).

The Company has fully redeemed all the Convertible Notes, together with all accrued and unpaid interest and the applicable Redemption Premium, in cash on 19 January 2023, and the Convertible Notes have been cancelled. Accordingly, all Conversion Rights under the Convertible Notes have ceased to be exercisable.

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**17. Other financial liabilities (cont'd)**

**Details of collaterals**

- (a) Legal mortgages on certain properties classified as property, plant and equipment, investment properties and development properties.
- (b) Legal assignment of all rights, titles and interests in the construction contracts, insurance policies, performance bonds (if any), tenancy agreements and sale and purchase agreements with respect to the proposed developments, property, plant and equipment and investment properties.
- (c) Fixed and floating charges on relevant present and future assets.
- (d) Charge over shares held by the Company in certain subsidiaries.
- (e) Assignment and/or subordination of all shareholder loans.
- (f) Corporate guarantees by the Company.
- (g) Corporate guarantees by non-controlling shareholders of non-wholly owned subsidiaries for loans and borrowings amounting to \$46.2 million (30 June 2022: \$47.1 million).
- (h) Deed of subordination of loans from shareholders and related companies of the subsidiaries.

**Note:**

The above borrowings do not include advances from non-controlling shareholders of certain subsidiaries of \$50.1 million as at 31 December 2022 (30 June 2022: \$50.7 million). These advances, included in trade and other payables, are unsecured and without fixed repayment terms. Some of the advances are subordinated to the loans and borrowings.

Unsecured borrowings include medium term notes of \$277.9 million as at 31 December 2022 (30 June 2022: \$277.9 million), due in financial years 2023 to 2024.

**18. Commitments**

Estimated amounts committed at the end of the reporting period/year for certain future expenditure but not recognised in the condensed interim consolidated financial statements are as follows:

	<b>Group</b>	
	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>\$'000</b>	<b>\$'000</b>
Development expenditure contracted for development properties	969,594	862,414

**E. Notes to the condensed interim consolidated financial statements (cont'd)**

**19. Categories of financial assets and liabilities**

	<b>Group</b>		<b>Company</b>	
	<b>31-Dec-22</b>	<b>30-Jun-22</b>	<b>31-Dec-22</b>	<b>30-Jun-22</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
<u>Financial assets:</u>				
At amortised cost	1,231,957	1,165,101	1,685,888	1,673,615
At FVTPL (derivative instruments)	-	703	-	-
At FVTOCI (equity instruments)	7,028	12,470	175	5,371
	<u>1,238,985</u>	<u>1,178,274</u>	<u>1,686,063</u>	<u>1,678,986</u>
<u>Financial liabilities:</u>				
At amortised cost	2,561,658	2,707,035	1,136,122	1,113,169
At FVTPL (derivative instruments)	4,053	-	4,053	-
	<u>2,565,711</u>	<u>2,707,035</u>	<u>1,140,175</u>	<u>1,113,169</u>

**20. Litigation cases**

**20.1 Legal proceedings against Oxley Sanctuary Pte Ltd ("Oxley Sanctuary")**

In May 2019, the owners of 19 units (the "Plaintiffs") at KAP Mall commenced legal proceedings against Oxley Sanctuary, a 55%-owned subsidiary of the Company. The Plaintiffs alleged that the marketing agent which Oxley Sanctuary had appointed ("marketing agent") and/or other co-broke agents, acting on behalf of Oxley Sanctuary, had represented to each of the Plaintiffs that McDonald's and/or Cold Storage were returning as stores at the KAP Mall ("alleged misrepresentations") and further claim that Oxley Sanctuary is vicariously liable for the alleged misrepresentations. The Plaintiffs have not quantified their claims.

Oxley Sanctuary has refuted the Plaintiff's claims and has in turn commenced a third party claim against the marketing agent on the basis that if the alleged misrepresentations were made, they would have been made in breach of the contractual obligations, tortious duties and fiduciary duties owed by the marketing agent to Oxley Sanctuary.

As the proceeding is on-going, based on external legal advice, management held the view that it is possible, but not probable nor practicable to estimate the financial effect, if any. Accordingly, no provision for any liability has been made in these financial statements.

**F. Other information required by Listing Rule Appendix 7.2**

**1. Review**

The condensed interim statements of financial position of the Group and the Company as at 31 December 2022 and the related condensed interim consolidated statement of profit or loss and other comprehensive income, condensed interim statements of changes in equity and condensed interim consolidated statements of cash flows for the financial period then ended and certain explanatory notes have not been audited or reviewed.

**2. Review of performance of the Group**

**Profit or loss review**

Revenue

Group revenue for first half year ended 31 December 2022 ("1H FY2023") was lower by 13% at \$438.4 million, compared with \$506.4 million for first half year ended 31 December 2021 ("1H FY2022"). This was mainly due to a one-time sale of land parcels in Australia amounting to \$97.0 million in 1H FY2022 and not repeated in 1HFY2023, partially offset by higher revenue contribution from the development projects in Singapore, Malaysia and Cambodia.

Gross profit margin

Gross profit ("GP") margins for 1H FY2023 was higher compared with 1H FY2022, mainly due to generally better margins across all business segments especially hotel operations. Excluding the gross profits from the sale of land parcels in Australia, the gross profit margin for 1H FY2022 would be 12.8%, lower than the 15.0% in 1H FY2023.

Other income

Other income for 1H FY2023 decreased by 68% to \$0.7 million, mainly due to lower government grants received.

Interest income

Interest income for 1H FY2023 was comparable to 1H FY2022.

Other gains

Other gains for 1H FY2023 of \$16.5 million comprise mainly gain on disposal of other assets, fair value gains arising from revaluation of certain investment properties in Singapore and foreign exchange gain from translation of US\$ denominated borrowings as a result of the depreciation of US dollar against Singapore dollar.

Other gains for 1H FY2022 of \$29.7 million comprise mainly fair value gain arising from mark-to-market valuation on derivative financial instruments and forfeited customer deposits.

Marketing and distribution costs

Marketing and distribution costs for 1H FY2023 decreased to \$1.7 million from \$2.4 million in 1H FY2022, mainly due to lower expenses incurred for show flats, advertisements, exhibitions and project launches for Singapore and overseas projects.

Administrative expenses

Administrative expenses for 1H FY2023 increased by 11% to \$16.6 million, mainly due to increase of hotel-related expenses as a result of the opening of our hotels to the public after they ceased to be Stay-Home-Notice Dedicated Facilities.

Other losses

Other losses for 1H FY2023 of \$5.7 million, compared with \$11.3 million for 1H FY2022, comprise mainly fair value losses arising from mark-to-market valuation of derivative financial instruments.

Other losses for 1H FY2022 comprise mainly costs incurred for (a) rental support of the property at 30 Raffles Place (b) defect rectifications and (c) foreign exchange loss.

**F. Other information required by Listing Rule Appendix 7.2 (cont'd)**

**2. Review of performance of the Group (cont'd)**

**Profit or loss review (cont'd)**

Finance costs

Finance costs for 1H FY2023 increased by 30% to \$74.2 million, compared with \$57.3 million for 1H FY2022, mainly due to higher interest rates from loans and borrowings.

Share of results from joint ventures and associates, net of tax

Share of results from joint ventures and associates for 1H FY2023 was higher than 1H FY2022 by 822%, at \$14.0 million, mainly due to higher profit contribution from the joint ventures and associates in Singapore.

Profit before tax

Profit before tax for 1H FY2023 was \$4.6 million, compared with profit of \$27.0 million for 1H FY2022, due to the reasons stated above.

Income tax expense

The income tax expenses for 1H FY2023 comprised (a) corporate taxes on the profits earned from the projects in Singapore and Cambodia and (b) withholding taxes on the offshore payments, partially offset by the write-back of over-provision of prior years' corporate and withholding taxes.

**Statement of financial position review**

Net assets and gearing

As at 31 December 2022, the shareholders' fund of \$1,032.7 million represented a decrease of 3% or \$29.6 million from the amount as at 30 June 2022 primarily due to the total comprehensive loss for the period, distribution by way of dividend *in specie* of equity investments measured at FVTOCI and non-controlling interests' share of capital reduction in a subsidiary. The net asset value (total equity) per share of 24.46 cents as at 31 December 2022 was lower than the amount of 25.07 cents as at 30 June 2022 due to the aforesaid reason.

Excluding derivative financial liabilities and finance lease liabilities, the Group's gearing ratios as at 31 December 2022 was 1.89 and the net debt was \$1.9 billion.

Current assets

The decrease in current assets of \$206.3 million or 9% as at 31 December 2022 compared with that as at 30 June 2022 was mainly attributable to decrease in carrying value of development properties as the cost had been progressively taken up as cost of sales in the statement of profit or loss upon recognition of revenue.

Non-current liabilities

The increase in non-current liabilities of \$632.8 million or 110% as at 31 December 2022 compared with that as at 30 June 2022 was mainly due to the re-financing of certain short-term borrowings, resulting in the reclassification of borrowings from current liabilities to non-current liabilities in accordance with the repayment schedule based on the maturity period.

Current liabilities

The decrease in current liabilities of \$804.6 million or 36% as at 31 December 2022 compared with that as at 30 June 2022 was mainly due to the re-financing of certain short-term borrowings, resulting in the reclassification of borrowings from current liabilities to non-current liabilities in accordance with the repayment schedule based on the maturity period, coupled with net repayment of borrowings of approximately \$166.0 million during the period.

**F. Other information required by Listing Rule Appendix 7.2 (cont'd)**

**Cash flow review**

Net cash flows from operating activities of \$195.1 million for 1H FY2023 was mainly generated from the completion of sales of certain development projects.

Net cash flows from investing activities for 1H FY2023 was \$42.7 million, mainly due to repayments from associates and proceeds from the disposal of other assets.

Net cash flows used in financing activities for 1H FY2023 was \$228.9 million, mainly due to net repayment of bank loans relating to completion of our Singapore's property developments.

**3. Where a forecast, or a prospect statement, had been previously disclosed to shareholders, any variance between it and the actual results.**

The Company has not previously disclosed any forecast or prospect statements.

**F. Other information required by Listing Rule Appendix 7.2 (cont'd)**

**4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

According to the World Bank, the global economy is projected to grow by 1.7% in 2023 and 2.7% in 2024. The sharp downturn in growth is expected to be widespread, with forecasts in 2023 revised down for 95% of advanced economies and nearly 70% of emerging market and developing economies. Excluding China, growth in emerging market and developing economies is expected to decelerate from 3.8% in 2022 to 2.7% in 2023, reflecting significantly weaker external demand compounded by high inflation, currency depreciation, tighter financing conditions, and other domestic headwinds.

Singapore has not been spared. According to the Ministry of Trade and Industry (MTI), Singapore's GDP growth is projected to come in at "around 3.5 per cent" in 2022 and "0.5 to 2.5 per cent" in 2023. Q3 2022 demand for private residential properties continued to slow down, despite moderate price increase. This trend is expected to continue in Q4 2022 and onwards. According to URA, the number of uncompleted private residential units unsold was about 15,677 units – an increase of close to 10.7% from the trough in Q4 2021.

According to the Singapore Tourism Board (STB)<sup>1</sup>, Singapore's international visitor arrivals reached 6.3 million in 2022, exceeding its forecast of between 4 to 6 million visitors. STB expects the tourism sector to continue its growth momentum in 2023, on the back of increasing flight connectivity and capacity, and China's gradual reopening. International visitor arrivals are expected to reach around 12 to 14 million visitors. The continued recovery of the tourism industry is expected to benefit the Group's two hotels.

The Group has sold more than 99% of its Singapore residential portfolio as at 3 January 2023. The current trend of the Singapore property market has minimum impact on the Group's performance.

In the overseas markets, 69% of the launched private residential units at Riverscape have been sold. In Malaysia, Oxley KLCC has sold 47% of the residential units. Trinity Wellnessa in Beverly Heights, Ampang North is 59% sold since its launch. The projects in Malaysia are expected to be completed progressively in 2024 and 2025 respectively. In Cambodia, The Peak project with the exception of the hotel component has been completed and is 78% sold for the retail units, 99% sold for the residential units and 100% sold for the office units. In Dublin, Ireland, the Group has obtained planning permission for Phase 2 of Dublin Arch.

As at 3 January 2023, the Group's total sales secured for its development portfolio amounted to \$10.3 billion, of which approximately \$4.9 billion and \$5.4 billion were attributable to the projects in Singapore and overseas respectively.

	Sales secured	Recognised billings	Future progress billings
	(\$mn)	(\$mn)	(\$mn)
Singapore	4,903	2,986	1,917
Overseas	5,396	4,834	562
Total *	<u>10,299</u>	<u>7,820</u>	<u>2,479</u>

\* Includes unbilled contract value of joint ventures and associates

<sup>1</sup> Singapore's tourism sector recovers strongly in 2022, visitor numbers expected to double in 2023, 17 January 2023, <https://www.stb.gov.sg/content/stb/en/media-centre/media-releases/Singapore-tourism-sector-recovers-strongly-in-2022-visitor-numbers-expected-to-double-in-2023.html>

**F. Other information required by Listing Rule Appendix 7.2 (cont'd)**

**5. If a decision regarding dividend has been made:-**

**(a) Whether an interim (final) ordinary dividend has been declared (recommended)**

None

**(b) (i) Amount per share**

None

**(ii) Previous corresponding period**

None

**(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country whether the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).**

Not applicable

**(d) The date the dividend is payable**

Not applicable

**(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.**

Not applicable

**6. If no dividend has been declared/recommended, a statement to that effect and reason(s) for the decision**

No dividend has been declared or recommended for the first half year ended 31 December 2022 in order to preserve the Group's working capital.

**7. Interested person transactions**

There were no transactions under the general mandate from shareholders for interested person transactions during the first half year ended 31 December 2022.

During the six months ended 31 December 2022, there were the following interested person transactions:

(a) finance costs amounting to \$385,000 for the six months ended 31 December 2022, payable to Oxley Construction Pte. Ltd., a company wholly-owned by Mr Ching Chiat Kwong (Executive Chairman and CEO and controlling shareholder of the Company), in respect of a loan granted to the Company; and

(b) finance costs amounting to \$29,000 for the six months ended 31 December 2022, payable to GMTC Private Limited, a company wholly-owned by Mr Low See Ching (Deputy CEO and controlling shareholder of the Company), in respect of a loan granted to the Company.

**8. Confirmation pursuant to Rule 720(1) of the Listing Manual**

The Company confirms that it has procured undertakings from all its Directors and Executive Officers (in the format set out in Appendix 7.7 of the Listing Manual) pursuant to Rule 720(1) of the Listing Manual.

**F. Other information required by Listing Rule Appendix 7.2 (cont'd)**

**9. Confirmation by the board pursuant to Rule 705(5) of the Listing Manual**

We, Ching Chiat Kwong and Low See Ching, being Directors of the Company, do hereby confirm, on behalf of the Board of Directors of the Company that, to the best of our knowledge, nothing has come to the attention of the Board which may render the unaudited financial statements for the first half year ended 31 December 2022 to be false or misleading in any material aspect.

By order of the Board

Ching Chiat Kwong  
Executive Chairman and CEO  
1 February 2023

Low See Ching  
Deputy CEO  
1 February 2023