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Company Secretary

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Please refer to the attached files:

(1) Annual Report; and
(2) Letter To Shareholders

Additional Details

Period Ended

31/03/2023

Attachments

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MHL LTS2023.pdf

Total size =9813K MB

POSITIONED FOR RESILIENCE

METRO HOLDINGS LIMITED
ANNUAL REPORT 2023

美羅 METRO

POSITIONED FOR RESILIENCE

For more than six decades, Metro has expanded strategically from its home in Singapore to grow into China, Indonesia, the United Kingdom ("UK") and Australia. This was done in a sustainable manner, allowing us to position for resilience across countries, asset classes and business partners. Metro understands that success cannot be achieved alone, and strives to build strong relationships with our partners, leveraging our rich retail experience and strong foothold in our core markets to capture opportunities globally.

OUR VISION

Metro aims to be a leading property investment and development group in the region, building on the synergies of our rich retail experience, strong foothold in our core markets, and our strategic partnerships.

ABOUT US

Listed on the Mainboard of the SGX-ST since 1973 and headquartered in Singapore, Metro is a property investment and development group with net assets of S$1.5 billion as at 31 March 2023 and a turnover of S$117.2 million for the financial year ended 31 March 2023. Founded in 1957 by the late Mr Ong Tjoe Kim who started out with a textile store along High Street, the Group today operates two core business segments – property investment and development, and retail. It is focused on five key markets, namely, Singapore, China, Indonesia, the UK and Australia.

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METRO HOLDINGS AT A GLANCE

OUR INTERNATIONAL PRESENCE

Today, the Group operates two core business segments – property investment and development, and retail. It is focused on key markets in the region such as Singapore, China, Indonesia, the United Kingdom ("UK") and Australia.

UNITED KINGDOM

London
- 5 Chancery Lane

Manchester
- Middlewood Locks

Sheffield
- Sheffield Digital Campus

Warwick
- Red Queen

Bristol
- Dean Street Works

Durham
- St. Giles Studios

Exeter
- Iron Bridge Studios

Glasgow
- Gallery Apartments

Kingston
- 73-77 Penrhyn Road

Legend

Properties
- Commercial
- Malls/Retail Centres
- Residential
- Mixed-use Development
- Student Accommodation
- Logistics & Industrial

Retail
- Retail Stores

New Investment

As at 31 March 2023


CHINA
Shanghai
Metro City
Metro Tower
Bay Valley
Shanghai Plaza
Guangzhou
GIE Tower
Chengdu
The Atrium Mall
AUSTRALIA
New South Wales
50 Margaret Street, Sydney
Jordan Springs
Lake Munmorah
Ropes Crossing Village
Cherrybrook Village
Victoria
390 St Kilda Road, Melbourne
Tarneit Gardens
Coltman Plaza
Lara Village
Shepparton Marketplace
Queensland
100 Edward Street, Brisbane
Town Square Redbank Plains
Everton Park Woolworths
Everton Park Home Centre
Woolworths Rothwell
Western Australia
59 Albany Highway, Victoria Park
Dalyellup
SINGAPORE
Asia Green
Portfolio of 15 Industrial, Business Park, High-Spec Industrial & Logistics Properties
2 Metro Stores
INDONESIA
Trans Park Juanda, Bekasi, Jakarta
Trans Park Bintaro, Jakarta

METRO HOLDINGS AT A GLANCE

PROPERTY INVESTMENT AND DEVELOPMENT

Asia Green, Singapore


Trans Park Juanda, Bekasi, Jakarta, Indonesia

Metro City, Shanghai, China

The Atrium Mall, Chengdu, China

Gallery Apartments, Glasgow, UK

Shepparton Marketplace, VIC, Australia

The Group's property arm has significant interests in over 648,000 square metres of prime retail and office investment properties in gateway cities in China, such as Shanghai, Guangzhou and Chengdu, as well as Singapore, London and Australia; six PBSA properties in the UK, with 902 beds; and over 249,000 square metres of residential and mixed-use development properties predominantly held for sale. The Group also owns 14.9% of Top Spring International Holdings Limited ("Top Spring"), a Hong Kong-listed China property developer and invests 23.7% and 4.9% in BentallGreenOak China Real Estate Fund II (A), L.P. ("BentallGreenOak Fund II") and BentallGreenOak Fund III respectively, both private equity real estate opportunity funds, 7.2% in Mapletree Global Student Accommodation ("MGSA") Private Trust, a private trust in Singapore and approximately 7.44% in Daiwa House Logistics Trust, a Singapore real estate investment trust ("REIT") listed on SGX-ST.

METRO HOLDINGS AT A GLANCE

SINGAPORE

Asia Green,
Boustead Industrial Fund
- Bombardier Aerospace
- 11 Seletar Aerospace Link
- 26 Changi North Rise
- 16 Tampines Industrial Crescent
- 85 Tuas South Avenue 1
- 10 Tukang Innovation Drive
- GSK Asia House
- Edward Boustead Centre
- Continental Building – Phase 1
- Continental Building – Phase 2
- Continental Building – Phase 3
- 10 Changi North Way
- 12 Changi North Way
- 16 Changi North Way
- 351 Braddell Road

CHINA

Shanghai
Metro City, Metro Tower,
Shanghai Plaza, Bay Valley

Guangzhou
GIE Tower

Chengdu
The Atrium Mall

INDONESIA

Jakarta
Trans Park Juanda, Bekasi,
Trans Park Bintaro

UNITED KINGDOM

Manchester
Middlewood Locks

Sheffield
Sheffield Digital Campus

London
5 Chancery Lane

Warwick
Red Queen

Bristol
Dean Street Works

Durham
St. Giles Studios

Exeter
Iron Bridge Studios

Glasgow
Gallery Apartments

Kingston
73-77 Penrhyn Road

AUSTRALIA

New South Wales
50 Margaret Street,
Jordan Springs, Lake Munmorah,
Ropes Crossing Village,
Cherrybrook Village

Victoria
390 St Kilda Road, Tarneit Gardens,
Coltman Plaza, Lara Village,
Shepparton Marketplace

Queensland
100 Edward Street, Town Square
Redbank Plains, Everton Park
Woolworths, Everton Park Home
Centre, Woolworths Rothwell

Western Australia
59 Albany Highway, Dalyellup

CHINA INVESTMENT

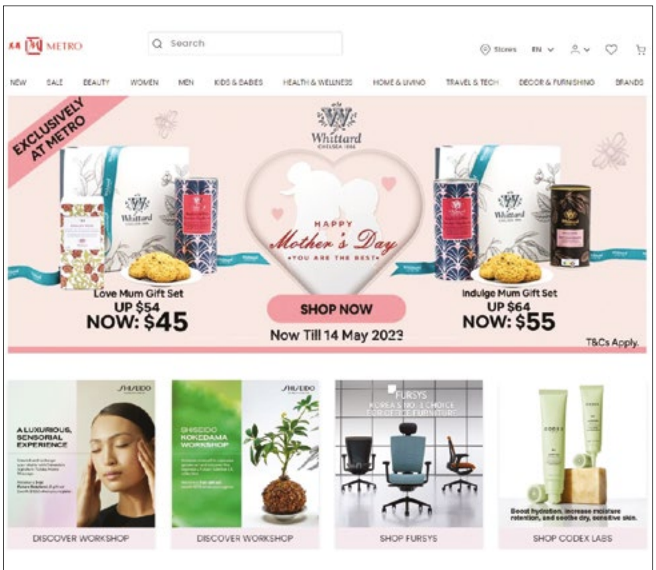
Top Spring
BentallGreenOak Fund II
BentallGreenOak Fund III

SINGAPORE INVESTMENT

MGSA Private Trust
Daiwa House Logistics Trust

RETAIL

Paragon, Singapore



Metro Online

Metro's retail arm serves customers through two Metro department stores in Singapore, as well as via Metro Online, LazMall and Shopee Mall. The Metro shopping brand is an established household name in the retail industry, and offers a wide range of quality merchandise.

SINGAPORE

Causeway Point and Paragon

INDONESIA

Metro Trademarks

KEY FACTS

Earnings Per Share
3.0 cents
FY2022: 2.9 cents

Dividend Per Share
2.25 cents
FY2022: 3.0 cents

Profit Attributable to Shareholders
S$25.2 million
FY2022: S$23.7 million

Net Asset Value Attributable to Shareholders
S$1,457 million
FY2022: S$1,580 million

Revenue
S$117.2 million
FY2022: S$100.5 million

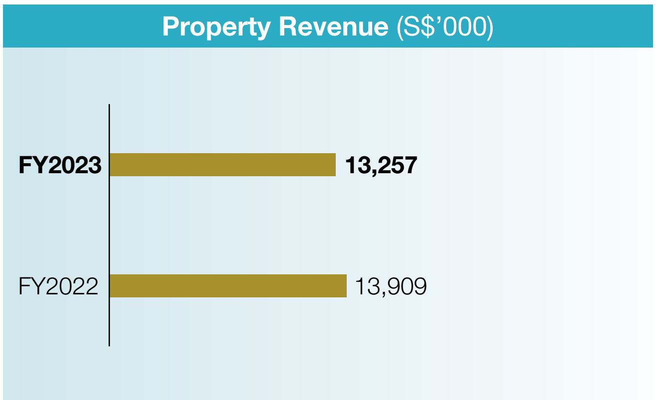
Return on Shareholders' Funds
1.66%
FY2022: 1.52%

Net Assets Per Share
S$1.76
FY2022: S$1.91

Dividend Payout Ratio
74.1%
FY2022: 104.8%

KEY FACTS

PROPERTY DIVISION



The Property Division's revenue decreased by S$0.7 million to S$13.2 million in FY2023 from S$13.9 million in FY2022, mainly from the lower sale of property rights of residential development properties in Bekasi and Bintaro, Jakarta. Revenue from GIE Tower, Guangzhou, increased marginally by S$0.1 million to S$6.4 million in FY2023.

The average occupancy rate for Metro's five investment properties – GIE Tower in Guangzhou, China; Metro City and Metro Tower in Shanghai, China; the fully-leased freehold office property at 5 Chancery Lane in Central London, the UK; and Asia Green, Singapore – stood at 89.8% as at 31 March 2023.

Recent Developments

- **Singapore** – In May 2022, the Group invested S$6.0 million for a 10% stake in DocMed Technology Pte. Ltd. In January 2023, the Group acquired a 26% stake in J'Forte Building, a high-spec industrial property, via Boustead Industrial Fund. The acquisition was completed in April 2023.

- **United Kingdom** – The Group's 30%-owned Purpose-Built Student Accommodation ("PBSA") fund, Paideia Capital UK Trust, acquired four PBSA properties in Durham, Exeter, Glasgow and Kingston with legal completion on 31 May 2022.

- **Australia** – Further expanded in Australia by acquiring Shepparton Marketplace in Victoria on 30 September 2022.

Outlook

- **Singapore** – The Group's premium Grade-A office towers at Tampines Regional Centre enjoys an occupancy of 94.0% as at 31 March 2023 and leasing is underway. The Group's investment in Boustead Industrial Fund's quality portfolio of 16 industrial, business park, high-spec industrial and logistics properties in Singapore will generate stable and recurring income to the Group.

- **China** – Metro City and Metro Tower in Shanghai and GIE Tower in Guangzhou continue to contribute stable recurring income. The Atrium Mall in Chengdu, and Shanghai Plaza in Shanghai have achieved occupancy of 90.6% and 97.9% respectively. Leasing continues to be challenging for the three office buildings in Bay Valley which are 65.7% occupied. The Group's associate, Top Spring International Holdings Limited, the co-investments with BentallGreenOak and our other China investment properties continue to be subject to increasing market headwinds in China.

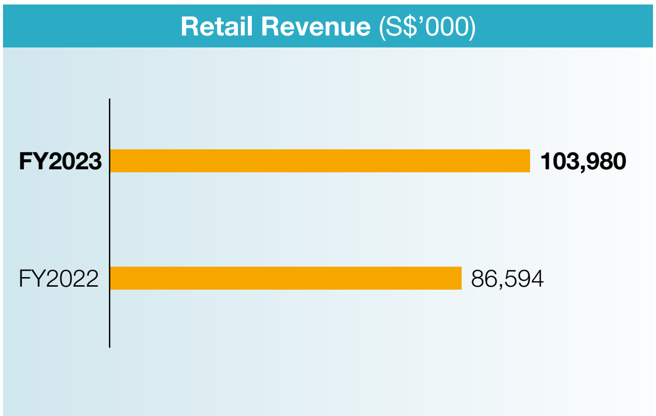
- **Indonesia** – All five Bekasi towers and both Bintaro towers have topped off, units are gradually being handed over and sales continue to be underway.

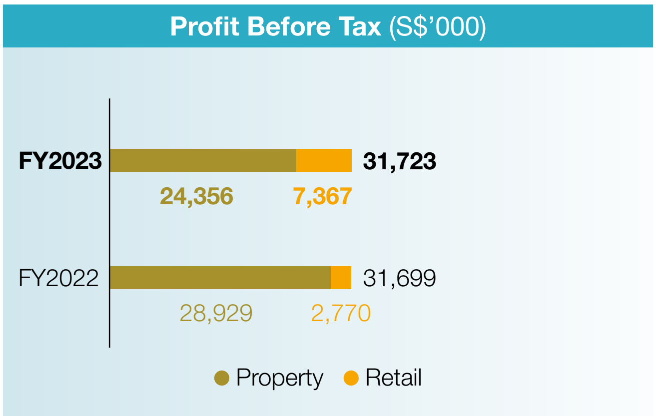
- **United Kingdom** – The office property at 5 Chancery Lane was fully leased till May 2023. It is undergoing asset enhancement works which is expected to be completed by end 2025. Construction of Phase 3 of the Middlewood Locks development project in Manchester is expected to complete in late 2024. Sales and marketing activities are in progress. Endeavour, Sheffield, has achieved practical completion in June 2023. The Group's two PBSA properties at Warwick and Bristol and the four newly acquired PBSA properties are well-positioned and it has achieved a committed occupancy rate of 83.7% as at 31 March 2023.

- **Australia** – The 30% equity stake in a portfolio of 17 quality freehold properties comprising four office buildings and 13 retail centres, will continue to generate a stable and recurring income stream.

KEY FACTS

RETAIL DIVISION





Metro's retail revenue increased to S$104.0 million in FY2023 from S$86.6 million in FY2022 mainly due to higher sales from Metro Paragon and Metro Causeway Point, the two department stores in Singapore.

Outlook

- Retail division continues to operate amidst difficult trading conditions.
- Online retail continues via Metro Online, LazMall and Shopee Mall.
- Capitalise on retail brand name in Singapore and continue to focus on multi-media strategy and deployment of technology to enhance customers shopping experience.
- Consolidate operational efforts to achieve higher efficiency and productivity.

PROFIT BEFORE TAX

The Group's profit before tax ("PBT") for the year was S$31.7 million in FY2023, similar to FY2022. In FY2023, there was a higher contribution by S$11.7 million from the investment properties of associates and joint ventures in China with lower rental rebates and waivers granted to tenants arising from China's COVID-19 lockdowns and an absence of a one-off impairment loss of S$36.3 million on the amounts due from associates. However, the Group's FY2023 results were affected by a share of associate and joint venture's fair value loss of S$9.7 million on investment properties in China and Australia in FY2023, as compared to a share of fair value gain of S$4.4 million in FY2022, a higher net fair value loss on long and short term investments and lower dividend income from long term investments. In addition, higher finance costs were incurred due to increased borrowings and rising interest rates, which was partially mitigated by higher interest income.

CHAIRMAN'S MESSAGE

"Amidst macro uncertainties, it is imperative that we maintain a diversified quality portfolio in resilient sectors and in markets where we have strong familiarity and network, with experienced and reputable partners. Metro continues to position ourselves for resilience across our key markets and sectors in response to the increasing headwinds."

Lt-Gen (Retd) Winston Choo
Chairman

Dear Shareholders,

On behalf of the Board of Metro Holdings Limited ("Metro" or the "Group"), it is my pleasure to present our Annual Report for the financial year ended 31 March 2023 ("FY2023").

During the year, Metro continues to position our real estate portfolio in resilient sectors, both in our key countries and together with our strategic partners. The proposed ordinary final dividend of 2.0 Singapore cents per share and special dividend of 0.25 Singapore cent per share, representing a payout ratio of 74.1%, demonstrates our continual appreciation to our loyal shareholders for the support through the years.

The challenges brought about by geopolitical tensions, changing macro-economic fundamentals and an inflationary environment continue to affect Metro's operations. During the year under review, Metro continued to diversify for resilience across our key markets and sectors, including defensive retail centres in Australia, Purpose-Built Student Accommodations ("PBSA") in the United Kingdom ("UK"), as well as industrial properties and digital healthtech in Singapore. For FY2023, I am pleased to report that our strategy of positioning for resilience has allowed us to deepen our presence in key markets so as to drive sustainable growth for the shareholders.

FINANCIAL REVIEW

Metro recorded a net profit after tax of S$25.3 million for FY2023, an increase of 7.2% from S$23.7 million a year ago ("FY2022"). In FY2023, there was a higher contribution by S$11.7 million from the investment properties of associates and joint ventures in China with lower rental rebates and waivers granted to tenants arising from China's COVID-19 lockdowns and an absence of a one-

CHAIRMAN'S MESSAGE

off impairment loss of S$36.3 million on the amounts due from associates. However, the Group's FY2023 results were affected by a share of associate and joint venture's fair value loss of S$9.7 million on investment properties in China and Australia in FY2023, as compared to a share of fair value gain of S$4.4 million in FY2022, a higher net fair value loss on long and short term investments and lower dividend income from long term investments. In addition, higher finance costs were incurred due to increased borrowings and rising interest rates, which was partially mitigated by higher interest income.

The Group posted a 16.7% increase in revenue to S$117.2 million in FY2023, as compared to S$100.5 million in FY2022, underpinned by higher contribution from the retail division driven by higher sales from Metro Paragon and Metro Causeway Point, the two department stores in Singapore. This was partially offset by lower revenue from the property division due to lower sale of property rights of the residential development properties in Bekasi and Bintaro, Jakarta. Metro's balance sheet remained strong with net assets of S$1.5 billion and total assets of S$2.3 billion as of 31 March 2023, amidst the increasingly challenging business environment.

PROPERTY INVESTMENT AND DEVELOPMENT

Positioned For Resilience – Key Investments and Strategic Moves in FY2023

For the year under review, Metro continued to diversify for resilience across its key markets of the UK, Australia and Singapore. In May 2022, Metro, together with its major Joint Venture partners, Lee Kim Tah Holdings Limited and Woh Hup Holdings Pte Ltd grew its PBSA fund, Paideia Capital UK Trust in the UK with four acquisitions in Durham, Exeter, Glasgow and Kingston for a total purchase consideration of approximately £74.4 million (approximately S$119.0 million). Metro also invested S$6.0 million for a 10% stake in DocMed Technology Pte. Ltd. ("DocMed") in its Series A fund raising in Singapore. In September 2022, Metro, together with its Joint Venture partner, the Sim Lian Group of Companies ("Sim Lian") acquired freehold neighbourhood retail centre Shepparton Marketplace in Victoria for a purchase consideration of approximately A$92.0 million (approximately S$85.7 million). In January 2023, Metro, together with its Joint Venture partners, announced the acquisition of J'Forte Building, an eight-storey high-spec industrial property at 26 Tai Seng Street, Singapore 534057, via the Boustead Industrial Fund ("BIF") at a purchase consideration of S$98.8 million. This is the first acquisition in the open market by BIF.

The average occupancy of the Group's five investment properties in Guangzhou, Shanghai, London and Singapore stood at 89.8%[1] (93.9%[2]).

Singapore

According to Jones Lang LaSalle, demand for logistics/warehouse space stayed healthy in 1Q2023, with end users and third-party logistics players ("3PLs") continuing to seek expansion spaces. This included unfulfilled demand from earlier quarters. Firm demand alongside the foreseen tight supply of quality logistics/warehouse space should support rent growth in 2023[3]. With the J'Forte Building acquisition, the BIF portfolio now holds 16 quality properties valued at S$747.9 million with a high committed occupancy of 98.4% and a weighted average lease expiry ("WALE") of approximately 5.9 years. The continued demand for decentralised office space in Singapore benefits Asia Green, our two blocks of premium Grade-A office towers at the Tampines Regional Centre, and the property enjoys a high occupancy of 94.0%[1] (92.2%[2]).

China

The sporadic COVID-19 related lockdowns that started in March 2022 affected Metro's properties as activities were muted. The lockdown eased in December 2022 with the full opening of China's borders in March 2023. Current difficulties in the office leasing market, particularly in Shanghai, will affect occupancy of our China investment properties. Metro City and Metro Tower in Shanghai, and GIE Tower in Guangzhou reported an average occupancy of 85.0%[1] (92.4%[2]). The Atrium Mall in Chengdu, and Shanghai Plaza in Shanghai achieved occupancy of 90.6%[1] (86.9%[2]) and 97.9%[1] (91.1%[2]) respectively. Our three office buildings in Bay Valley are 65.7%[1] (69.0%[2]) occupied. Our China investments continue to be subject to increasing market headwinds in China. In 2023, Metro marks a significant milestone, where together with our

[1] As at 31 March 2023
[2] As at 31 March 2022
[3] JLL, Singapore Property Market Monitor, 22 May 2023

CHAIRMAN'S MESSAGE

partner, the Shanghai Xujiahui Centre (Group) Co., Ltd., we will celebrate the 25th anniversary of Metro City, Shanghai.

Indonesia

In Jakarta, Indonesia, construction of our two residential projects Trans Park Juanda, Bekasi and Trans Park Bintaro are progressing. All five 32-storey residential towers at Bekasi and both residential towers at Bintaro have topped off and units are being handed over to purchasers progressively. Sales for both projects are underway at our sales galleries/marketing suites, as well as online, but face potential headwinds from the challenging business environment brought about by rising interest rates, increased unemployment and reduced growth.

United Kingdom

In Manchester, Phase 1 and Phase 2 of our Middlewood Locks development project have been fully sold and handed over. Phase 3 has commenced construction with completion expected in late 2024. Marketing efforts continue via marketing suite and online channels. The entire mixed-use development will eventually provide 2,215 new homes and 900,000 sqft of commercial space, including offices, hotel, shops and restaurants.

Paideia Capital UK Trust established by Metro together with its major joint venture partners, Lee Kim Tah Holdings Limited and Woh Hup Holdings Pte Ltd holds a portfolio of six PBSAs valued at £135.5 million (approximately S$222.8 million) and achieved a committed occupancy of 83.7% as at 31 March 2023. In London, our 50%-owned office property at 5 Chancery Lane will carry out the planned asset enhancement works upon lease expiry in May 2023, together with our joint venture partner Lee Kim Tah Holdings Limited, and refurbishment works is expected to be completed by end 2025.

Australia

The Australian portfolio, of which Metro owns 30%, holds a total of 17 quality freehold properties comprising 4 office buildings and 13 retail centres across 4 key states, namely New South Wales, Victoria, Queensland and Western Australia, with a total appraised value of approximately A$1.2 billion (approximately S$1.1 billion) and has a high occupancy of 96.5%[1] (95.5%[2]) and a WALE of approximately 5.7 years by income[1] (6.4 years[2]).

RETAIL

Metro's retail revenue increased to S$104.0 million in FY2023 from S$86.6 million in FY2022 mainly due to higher sales from Metro Paragon and Metro Causeway Point, the two department stores in Singapore. Segment results, excluding finance costs, reported a profit of S$8.8 million in FY2023 as compared to S$4.2 million in FY2022, in line with higher retail revenue and higher gross profit margin due to better merchandising mix and tighter discount given to customers as well as cost rationalising measures such as better inventory management.

OUTLOOK

Post pandemic, the world is facing many challenges characterised by geopolitical tensions, changing macro-economic fundamentals and an inflationary environment. On the geopolitical front, challenges include the Russia-Ukraine war and United States of America ("U.S.")-China tensions, the erosion of multilateral trading systems, including disputes, imposition of tariffs and sanctions and other potential flashpoints. Macroeconomic challenges include uncoordinated global monetary and fiscal policies, high levels and rising government debt, banking turmoil, rapid technological changes and political changes (elections). Finally, an inflationary environment with rising interest rates to curb inflation may dampen investment appetite and increase operating/energy/food costs with generally weakened fundamentals across major economies. The International Monetary Fund ("IMF") projects global growth will bottom out at 2.8% in 2023 before rising modestly to 3.0% in 2024. Global inflation will decrease, although more slowly than anticipated, from 8.7% in 2022 to 7.0% in 2023 and 4.9% in 2024[4]. The Group, operating in five countries mainly Singapore, China, Indonesia, the UK and Australia, is subject to the heightened volatile economies and their underlying currencies movement against the Singapore dollar.

[4] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023

CHAIRMAN'S MESSAGE

Property investment and development

The sporadic COVID-19 related lockdowns in Shanghai, Guangzhou and Chengdu during 2022 have affected Metro's properties in these cities. With the relaxation of its stringent zero-COVID-19 policy since December 2022[5] and the opening of China's borders in March 2023[6], China's economy grew 3.0% in 2022, and is forecasted to grow 5.2% in 2023 and 4.5% in 2024[7]. Our investments continue to be subject to increasing headwinds in China.

Singapore's Gross Domestic Product ("GDP") grew by 3.6% in 2022, less than the 8.9% growth registered in 2021. For 2023, the Ministry of Trade and Industry maintained the GDP growth forecast at "0.5%-2.5%", with growth likely to come in at around the mid-point of the range[8]. Notwithstanding recent turmoil in the global banking sector, demand from finance and professional services, a key driver of office demand, is still expected to grow, amidst China's re-opening and continued setting up of regional headquarters in Singapore[9] and will continue to benefit our premium Grade-A office towers at the Tampines Regional Centre. In the Singapore logistics sector, prime logistics properties and conventional warehouses outperformed in 1Q2023, with rents rising by 7.5% and 3.1% respectively QoQ, driven by sustained demand from third-party logistics ("3PL") players amidst very tight supply[10]. Metro is well-positioned given our investment in 26% of both the Units and 7.0 per cent notes due 2031 in BIF in December 2020.

According to the IMF, Indonesia recorded annual GDP growth of 5.3% in 2022, and is forecasted to grow by 5.0% in 2023 and 5.1% in 2024, based on maintaining a neutral fiscal stance, accompanied by moderate tax policy and administration reforms, some expenditure realisation, and a gradual increase in capital spending over the medium term[11]. Currently, some significant industry players, namely developers, have expressed a prudent outlook by providing guidance for flat-to-slight sales growth targets. The prudent stance is indicative of the potential headwinds that lie ahead, as the apartment market prepares to withstand the impact of rising interest rates. Additionally, the market is expected to feel the impact of the February 2024 presidential election. Historically, developers have slowed the pace of new launches ahead of elections, in anticipation of decreased demand for property purchases[12] and this would affect our residential projects in Bekasi and Bintaro, Jakarta.

UK GDP grew 4.0% in 2022 and is forecast to shrink 0.3% in 2023 and grow 1.0% in 2024[13]. On 11 May 2023, the Bank of England raised interest rates to 4.5% from 4.25% and Governor Andrew Bailey said the British central bank would "stay the course" as it seeks to curb the highest inflation of any major economy[14]. Amidst these headwinds, PBSAs in the UK registered record-high £6.2 billion investment volumes in 2022[15]. In Manchester, Jones Lang LaSalle forecasts that Manchester home prices will grow by 16.4% from 2022 to 2026, the fastest growth registered among all the major UK cities[16]. This is expected to benefit Metro's residential development at Middlewood Locks. As for Central London office, leasing activity slowed down for the second consecutive quarter in 4Q2022 as the challenging economic conditions impact office business sentiment. Quarterly take up for office spaces reached just over 2.1 million sqft, which is 20% below the previous quarter and half a million sqft below the ten-year average of 2.6 million sqft[17].

On 6 June 2023, the Reserve Bank of Australia ("RBA") decided to increase the cash rate target by 0.25% to 4.10%. Inflation in Australia has passed its peak, but at 7% it is still too high and it will be some time yet before it is back in the target range. This further increase in interest rates is to provide greater confidence that inflation will return to target within a reasonable timeframe[18]. The rising

5 CNBC, China Eases COVID Restrictions On Travel And Production, 7 December 2022
6 NBC News, China To Fully Reopen Borders To Foreigners, But Near-Term Hurdles Remain, 14 March 2023
7 IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
8 MTI Singapore, MTI Maintains 2023 GDP Growth Forecast at "0.5 to 2.5 Per Cent", 25 May 2023
9 Cushman & Wakefield, Marketbeat Singapore Office Q1 2023, 11 April 2023
10 Cushman & Wakefield, Marketbeat Singapore Industrial Q1 2023, 11 April 2023
11 IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
12 Colliers, Colliers Quarterly Jakarta Apartment Report, 5 April 2023
13 IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
14 Reuters, Bank Of England Raises Rates And Bailey Promises To 'Stay The Course', 11 May 2023
15 Colliers, United Kingdom Property Snapshot, 23 April 2023
16 JLL, UK Residential Forecasts, 2 November 2021
17 JLL, Q4 2022 Central London Office Market Report, 19 January 2023
18 Reserve Bank of Australia, Statement By Philip Lowe, Governor: Monetary Policy Decision, 6 June 2023

CHAIRMAN'S MESSAGE

interest rates have increased property operating costs as well as the cap rate, leading to a general decrease in most of the property valuations. Australia registered GDP growth of 3.7% in 2022 and the IMF outlook for economic growth in Australia is for growth of 1.6% in 2023 and 1.7% in 2024[19].

Retail

According to the Ministry of Trade and Industry, Singapore retail trade sector grew by 8.4% YoY in 2022, a decrease from the 12.0% growth in 2021[20]. Overall Singapore total retail sales dropped by 8.2% MoM in January 2023, as consumer spending slows post-holiday season and the "front-loading" of purchases due to GST hike eases. Essential trades such as supermarkets and food & beverage services would see firmer sales performance given the muted economic climate and potential cost-of-living impact. While China's reopening could offer a boost to retail sales through the influx of Chinese tourists, this may be more apparent in 2Q2023 onwards when more international flights resume[21]. This will continue to weigh on our two department stores at Paragon and Causeway Point, and online. The Group's retail business continues to be impacted by the higher inflation-driven costs in raw material, labour and energy amidst a highly competitive trading environment.

In Conclusion

We continue to expand our geographical footprint over the years in Singapore, China, Indonesia, the UK, and Australia through strategic partnerships.

Despite the operating challenges of geopolitical uncertainties, rising inflation, tightening monetary policies, and ongoing disruptions in a post-pandemic world, we continue to actively manage our investment portfolio across our key markets.

Metro continues to be financially disciplined, actively monitoring our cash management, leverage levels, debt maturities and funding sources, and proactively managing our existing investment portfolio, for optimal returns. In terms of asset management, we continue to prioritise critical asset enhancement, while deferring uncommitted capital expenditure and implementing cost savings, where possible.

Amidst macro uncertainties, it is imperative that we maintain a diversified quality portfolio in resilient sectors and in markets where we have strong familiarity and network, with experienced and reputable partners. Metro continues to position ourselves for resilience across our key markets and sectors in response to the increasing headwinds.

PROPOSED DIVIDEND

To reward loyal shareholders, the Board has recommended a final dividend of 2.0 Singapore cents and a special dividend of 0.25 Singapore cent, totalling 2.25 Singapore cents per ordinary share. This translates to a dividend yield of 3.7%[22] and a payout ratio of 74.1% of the Group's net profit attributable to shareholders for FY2023, demonstrating our appreciation to our loyal shareholders for the unwavering support through the years despite the challenging environment.

APPRECIATION

On behalf of the Board of Directors, I would like to express my heartfelt appreciation to all our loyal shareholders, staff, valued customers, business partners, associates and stakeholders for your continued support through the years.

[19] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
[20] MTI Singapore, MTI Maintains 2023 GDP Growth Forecast at "0.5 to 2.5 Per Cent", 13 February 2023
[21] Cushman & Wakefield, Marketbeat Singapore, Retail Q1 2023, 11 April 2023
[22] Share price of S$0.615 as at 31 March 2023

CHAIRMAN'S MESSAGE

Over the past year, we have taken significant steps to bolster the capabilities of our Board. I would like to take this opportunity to welcome Mr Soong Hee Sang, who joined us as Non-Executive and Independent Director in September 2022. Having held senior management positions in GIC and the CapitaLand Group, his experience will further strengthen the Board's core competencies, particularly in the areas of real estate and investments. Mr Ong Sek Hian also joined our Board as Non-Executive and Non-Independent Director in November 2022. Mr Ong's experience in venture capital and private equity will be invaluable to the Metro Group.

I would also like to express our appreciation to Mrs Fang Ai Lian, Metro's Non-Executive and Independent Director, for her strong commitment and contribution to the Group over the past 15 years. Mrs Fang has played an integral role in chairing Metro's Audit Committee, and in being an important member of the Nominating Committee. She will not go for re-election, and will step down as Board member after the Annual General Meeting in July 2023.

I would like to take this opportunity to extend my appreciation to my fellow Board members for their counsel and guidance provided to the Group amidst these volatile and challenging times.

With the strong foundation of diversification across countries, sectors and business partners, Metro is well-positioned for resilience, so as to drive long term sustainable growth for the shareholders.

Lt-Gen (Retd) Winston Choo
Chairman

26 June 2023

主席致辞

“在宏观不确定性之中，我们必须在有韧性的行业和我们非常熟悉并拥有强大的关系网的市场中，与经验丰富且声誉卓越的合作伙伴携手合作，维持一个多元化的优质投资组合。美罗将继续在我们的主要市场和行业中保持韧性，以应对市场的持续低迷。”

朱维良中将
集团主席

尊敬的各位股东，

我谨代表美罗控股有限公司（简称“美罗”或“集团”）董事会，很荣幸地向各位公布截至2023年3月31日财政年度（“2023财政年度”）的年度报告。

在过去的一年中，美罗与我们的战略合作伙伴一起，继续将我们的房地产投资组合定位在我们持有业务的主要国家和有韧性的行业中。提议派发每股2.0分新元的末期普通股息以及每股0.25分新元的特别股息，派息率为集团股东应占净利润的74.1%，表达了我们继续对多年以来忠实股东持续支持的感激之情。

地缘政治紧张局势、宏观经济基本面的变化和通货膨胀环境带来的挑战仍在持续影响美罗的运营。回顾这一年，美罗继续在我们的主要市场和行业中实现多元化以提高韧性，包括澳大利亚的防御性零售中心、英国的专建学生公寓（PBSA）以及新加坡的工业物业和数字健康科技。对于2023财政年度，我非常高兴地报告，我们的韧性定位战略使我们能够深化我们在关键市场中的存在，从而为股东带来可持续的增长。

财务回顾

美罗在2023财政年度的税后净利润为2,530万新元，比去年同期（“2022财政年度”）的2,370万新元增长了7.2%。在2023财政年度中，来自联营企业和合资企业在中国的投资物业贡献了1,170万新元的较高收益，这是因为减少了对中国的新型冠状病毒肺炎疫情（简称“新冠疫情”）封控而向租户提供的租金返还和减免，以及2023财政年度没有发生如2022财政年度应收联营企业金额出现的一次性减值损失3,630万新元。然而，集团2023财政年度的业

主席致辞

绩受到联营企业和合资企业2023财政年度在中国和澳大利亚投资物业的公允价值亏损970万新元的份额影响，同比2022财政年度的公允价值收益份额为440万新元，集团的长期和短期投资净公允价值亏损增加，长期投资的股息收入也下降。此外，由于借款增加和利率上升，产生了较高的财务成本，但这部分被利息收入的增加所缓和。

与2022财政年度的1.005亿新元相比，集团2023财政年度的收入增长了16.7%至1.172亿新元，主要是由于新加坡的两家百货商店，美罗百利宫（Metro Paragon）和美罗长堤坊（Metro Causeway Point）的零售额增加，带来零售业务的贡献增加。但由于雅加达勿加泗和宾塔罗的住宅开发项目产权销售减少，导致房地产业务的收入减少，从而抵消了部分零售业务的贡献。在日益严峻的商业环境中，美罗的资产负债表依然保持强劲，截至2023年3月31日，净资产为15亿新元，总资产为23亿新元。

房地产投资和发展

保持韧性——2023财政年度的主要投资和战略举措

回顾这一年，美罗继续在英国、澳大利亚和新加坡等主要市场进行多元化发展，以增强其韧性。2022年5月，美罗与其主要合资伙伴李金塔控股有限公司（Lee Kim Tah Holdings Limited）以及和合控股私人有限公司（Woh Hup Holdings Pte Ltd），发展了其旗下的专建学生公寓基金Paideia Capital UK Trust，以约7,440万英镑（约1.19亿新元）的总对价收购了位于杜伦（Durham）、埃克塞特（Exeter）、格拉斯哥（Glasgow）和金斯顿（Kingston）的4个物业。美罗还在DocMed Technology Pte. Ltd.（DocMed）在新加坡的A轮融资时投资600万新元购买了该公司10%的股份。2022年9月，美罗与其合资伙伴森联集团（Sim Lian Group of Companies，简称"森联"）一起收购了维多利亚州的永久产权邻里零售中心Shepparton Marketplace，收购对价约为9,200万澳元（约8,570万新元）。2023年1月，美罗与其合资伙伴宣布通过宝德工业基金（Boustead Industrial Fund，简称"BIF"）收购了J'Forte Building，这是一个位于新加坡26 Tai Seng Street, 534057，8层楼高的高规格工业物业，收购对价为9,880万新元。这是BIF在公开市场上的首次收购。

集团位于广州、上海、伦敦和新加坡的五项投资性房地产的平均出租率为89.8%[1]（93.9%[2]）。

新加坡

据仲量联行（Jones Lang LaSalle）市场报告，2023年第一季度对物流/仓储空间的需求保持稳健，终端用户和第三方物流企业（3PLs）继续寻求扩张空间。这包括前几个季度还未达到满足的需求。强劲的需求和紧俏的优质物流/仓储空间供应，预计将支持2023年的租金增长[3]。随着J'Forte Building的收购，BIF的投资组合目前拥有16个优质物业，总资产值达7.479亿新元，承诺出租率高达98.4%，加权平均租赁期（WALE）约为5.9年。新加坡对分散式办公空间的持续需求则有益于绿融大厦（Asia Green），我们位于淡滨尼区域中心的两座优质甲级写字楼，该物业的出租率高达94.0%[1]（92.2%[2]）。

中国

自2022年3月开始因受到新冠疫情断续的封控使活动受限，影响了美罗的物业。封控在2022年12月有所缓解，而2023年3月中国边境全面放开。目前写字楼租赁市场的困难，特别是在上海，将影响我们中国物业的出租率。集团在中国的投资性房地产，上海的美罗城（Metro City）和美罗大厦（Metro Tower），以及广州国际电子大厦（GIE Tower）的平均出租率为85.0%[1]（92.4%[2]）。成都晶融汇（The Atrium Mall）和上海广场（Shanghai Plaza）出租率分别达到90.6%[1]（86.9%[2]）和97.9%[1]（91.1%[2]）。我们位于湾谷（Bay Valley）的三座写字楼的出租率为65.7%[1]（69.0%[2]）。我们在中国的投资继续受到中国市场低迷的影响。2023年，美罗将迎来一个重要的里程碑，与我们的合作伙伴上海徐家汇商城（集团）有限公司将一起庆祝上海美罗城成立25周年。

[1] 截至2023年3月31日
[2] 截至2022年3月31日
[3] JLL, Singapore Property Market Monitor, 22 May 2023

主席致辞

印度尼西亚

在印度尼西亚雅加达，我们的两个住宅项目，勿加泗（Trans Park Juanda, Bekasi）和宾塔罗（Trans Park Bintaro）的建设仍在进行中。勿加泗项目的5栋32层的住宅楼和宾塔罗项目的2栋住宅楼都已封顶，住宅单元正逐步移交给购房者。这两个项目的销售活动仍在我们的销售展厅/营销中心和网上进行，但面临着由于利率上升、失业率上升和经济增长放缓带来的具有挑战性的商业环境所造成的潜在阻力。

英国

在曼彻斯特，我们的Middlewood Locks开发项目的第一期和第二期已经全部售出并交付使用。第三期已经开始施工，预计在2024年底竣工。营销工作继续通过营销中心和在线渠道进行。整个综合用途开发项目最终将提供2,215套新住宅和90万平方英尺的商业场地，包括办公室、酒店、商店和餐馆。

由美罗与其主要合资伙伴李金塔控股有限公司（Lee Kim Tah Holdings Limited）以及和合控股私人有限公司（Woh Hup Holdings Pte Ltd）共同设立的专建学生公寓基金Paideia Capital UK Trust持有6个专建学生公寓（PBSA）组合，总资产为1.355亿英镑（约2.228亿新元），截至2023年3月31日，其承诺出租率达到83.7%。在伦敦，我们在5 Chancery Lane拥有50%的办公物业，将在2023年5月出租办公物业租约到期后与我们的合资伙伴李金塔控股有限公司一起进行计划中的资产增值工程，翻新工程预计将在2025年底完成。

澳大利亚

美罗拥有30%股权的澳大利亚投资组合共持有17处优质永久产权物业，包括4栋写字楼和13处零售中心，横跨四个主要州，即新南威尔士州、维多利亚州、昆士兰州和西澳大利亚州，总评估价值约为12亿澳元（约11亿新元），出租率高达96.5%[1]（95.5%[2]），按收入计算的加权平均租赁期约为5.7年[1]（6.4年[2]）。

零售业务

美罗的零售收入从2022财政年度的8,660万新元增加到2023财政年度的1.04亿新元，主要是由于新加坡的两家百货商店，即美罗百利宫和美罗长堤坊的零售额增加。据分部业绩报告，不包括财务成本，2023财政年度利润为880万新元，而2022财政年度利润为420万新元，这与更高的零售收入和更高的毛利率相一致，这是因为更好的商品组合和更严格的客户折扣控制，以及更好的库存管理等成本合理化措施。

展望未来

在疫情之后，世界正面临着许多挑战，包括地缘政治紧张局势、宏观经济基本面的变化和通货膨胀环境。在地缘政治方面，挑战包括俄罗斯-乌克兰战争和美国与中国的紧张关系，多边贸易体系的侵蚀，包括争端、征收关税和制裁以及其他潜在的爆发点。宏观经济挑战包括不协调的全球货币和财政政策，高水平和不断上升的政府债务，银行动荡，快速的技术变革和政治变化（选举）。最后，为抑制通货膨胀而提高利率的通货膨胀环境可能会抑制投资

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意愿，并增加运营/能源/食品成本。在过去的几个月里，全球巨型银行纷纷倒闭，主要经济体的基本面普遍疲软。国际货币基金组织（IMF）预测，全球经济增长在2023年将触底于2.8%，然后在2024年小幅上升至3.0%。全球通货膨胀率将下降，尽管比预期的慢，将从2022年的8.7%下降到2023年的7.0%，再到2024年的4.9%[4]。本集团主要在新加坡、中国、印度尼西亚、英国和澳大利亚这五个国家开展业务，受到动荡不安的经济及其相关货币对新元汇率变动的影响。

房地产投资和发展

2022年，上海、广州和成都因受到新冠疫情断续的封控影响了美罗在这些城市的物业。随着2022年12月起，中国放松其严格的疫情清零政策[5]以及2023年3月中国边境的重新放开[6]，中国经济在2022年增长3%，预计2023年增长5.2%，2024年增长4.5%[7]。我们的投资仍然继续受到中国市场低迷的影响。

新加坡的国内生产总值（GDP）在2022年增长了3.6%，低于2021年8.9%的增长。对于2023年，贸工部将GDP增长预测维持在0.5%-2.5%，增长可能在该范围的中点左右[8]。尽管最近全球银行业出现动荡，但在中国重新放开和继续在新加坡设立区域总部的背景下，金融和专业服务的需求仍有望增长，这是办公空间需求的一个关键驱动因素[9]，这将继续有利于我们在淡滨尼区域中心的优质甲级写字楼。在新加坡物流行业，2023年第一季度，优质物流物业和传统仓储的表现优异，租金分别环比上涨7.5%和3.1%，这是因为在供应非常紧张的情况下，第三方物流（3PL）企业的需求持续增长[10]。鉴于我们在2020年12月在宝德工业基金（BIF）的投资和将于2031年到期的7.0%利率的票据中都拥有26%的权益，美罗在该领域处于有利地位。

根据国际货币基金组织的数据，印度尼西亚2022年的年度GDP增长率为5.3%，并预测2023年增长率将为5.0%，2024年为5.1%，其基础是保持中立的财政立场，伴随着温和的税收政策和行政改革，一些支出的实现，以及中期内资本支出逐步增加[11]。目前，一些重要的行业参与者，即开发商，通过为持平至轻微的销售增长目标提供指导，表达了谨慎的前景。这种审慎的立场表明了未来潜在的阻力，因为公寓市场正准备承受利率上升的影响。此外，市场预计将受到2024年2月总统选举的影响。从历史上看，开发商在选举前都会放缓新项目的推出速度，因为预计购房需求会减少[12]，这将影响我们在雅加达勿加泗和宾塔罗的住宅项目。

英国的GDP在2022年增长了4.0%，预计在2023年将萎缩0.3%，2024年增长1.0%[13]。2023年5月11日，英格兰银行将利率从4.25%提高到4.5%，行长安德鲁·贝利说，英国央行将“坚持到底”，以遏制任何主要经济体中最高的通货膨胀[14]。在2022年创纪录的62亿英镑的英国专建学生公寓投资额中，美罗的6个专建学生公寓物业处于有利地位[15]。在曼彻斯特，仲量联行预测，从2022年到2026年，曼彻斯特的房价将增长16.4%，是英国所有主要城市中增长

[4] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
[5] CNBC, China Eases COVID Restrictions On Travel And Production, 7 December 2022
[6] NBC News, China To Fully Reopen Borders To Foreigners, But Near-Term Hurdles Remain, 14 March 2023
[7] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
[8] MTI Singapore, MTI Maintains 2023 GDP Growth Forecast at “0.5 to 2.5 Per Cent”, 25 May 2023
[9] Cushman & Wakefield, Marketbeat Singapore Office Q1 2023, 11 April 2023
[10] Cushman & Wakefield, Marketbeat Singapore Industrial Q1 2023, 11 April 2023
[11] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
[12] Colliers, Colliers Quarterly Jakarta Apartment Report, 5 April 2023
[13] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
[14] Reuters, Bank Of England Raises Rates And Bailey Promises To ‘Stay The Course’, 11 May 2023
[15] Colliers, United Kingdom Property Snapshot, 23 April 2023

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最快的[16]。这预计将有利于美罗在Middlewood Locks的住宅开发项目。至于伦敦市中心的写字楼，租赁活动在2022年第四季度已经连续第二个季度放缓，因为充满挑战的经济开始影响到写字楼业务环境。办公空间的季度占用量略高于210万平方英尺，比上一季度低20%，比十年平均水平260万平方英尺低50万平方英尺[17]。

2023年6月6日，澳大利亚储备银行（RBA）决定将现金利率目标提高0.25%至4.10%。澳大利亚的通货膨胀已经过了高峰期，但7%的通货膨胀率仍然过高，要回到目标范围还需要一段时间。进一步提高利率是为了提供更大的信心，通货膨胀将在一个合理的时间范围内回到目标水平[18]。利率的上升增加了房地产的运营成本以及资本化率，导致大多数房地产的估值普遍下降。澳大利亚2022年的GDP增长为3.7%，国际货币基金组织对澳大利亚经济增长的展望是在2023年增长1.6%，2024年增长1.7%[19]。

零售业务

根据贸工部的数据，新加坡零售业在2022年同比增长8.4%，比2021年的12.0%的增长有所下降[20]。2023年1月，新加坡零售销售总额环比下降了8.2%，因为消费者的支出在节后放缓，而消费税上调带来的“提前购买”也有所缓解。鉴于经济环境不景气和潜在的生活成本影响，超市和餐饮服务等基本行业的销售表现将更加坚挺。尽管中国的重新放开可能带来中国游客的涌入，从而推动零售业的发展，但这可能要在2023年第二季度起，当更多的国际航班恢复时才更显著[21]。这将继续影响我们在百利宫和长堤坊的两家百货商店，以及网上商店。在高度竞争的贸易环境中，集团的零售业务继续受到通货膨胀导致的原材料、劳动力和能源成本上升的影响。

总结

通过战略合作伙伴关系，我们多年来在新加坡、中国、印度尼西亚、英国和澳大利亚扩大了我们的地理足迹。

尽管面临着地缘政治不确定性、通货膨胀加剧、货币政策收紧以及后疫情时代持续干扰带来的营运挑战，我们仍将继续积极管理我们在主要市场的投资组合。

同时，美罗将继续遵守财务纪律，积极监测我们的现金管理、杠杆水平、债务期限和资金来源，以获得最佳回报。在资产管理方面，我们将继续优先考虑关键资产增值，同时推迟未承诺的资本支出，并尽可能地节省成本。

在宏观不确定性之中，我们必须在有韧性的行业和我们非常熟悉并拥有强大的关系网的市场中，与经验丰富且声誉卓越的合作伙伴携手合作，维持一个多元化的优质投资组合。美罗将继续在我们的主要市场和行业中保持韧性，以应对市场的持续低迷。

股息提议

为了回报忠实的股东，董事会建议派发每股2.0分新元的末期普通股息和0.25分新元的特别股息，合计2.25分新元。这意味着美罗在2023财政年度的股息收益率为3.7%[22]，派息率为集团股东应占净利润的74.1%，这表达我们感谢忠实的股东在充满挑战的环境中多年来坚定不移的支持。

[16] JLL, UK Residential Forecasts, 2 November 2021
[17] JLL, Q4 2022 Central London Office Market Report, 19 January 2023
[18] Reserve Bank of Australia, Statement By Philip Lowe, Governor: Monetary Policy Decision, 6 June 2023
[19] IMF, World Economic Outlook – A Rocky Recovery, 11 April 2023
[20] MTI Singapore, MTI Maintains 2023 GDP Growth Forecast at “0.5 to 2.5 Per Cent”, 13 February 2023
[21] Cushman & Wakefield, Marketbeat Singapore, Retail Q1 2023, 11 April 2023
[22] 截至2023年3月31日的股价为0.615 新元

主席致辞

致谢

我谨代表董事会向我们所有忠实股东、员工、尊贵的客户、商业伙伴、合伙人和利益相关者表达由衷感谢，感谢你们多年来的持续支持。

在过去一年中，我们已经采取了重要举措，以增强董事会的能力。我想借此机会欢迎宋喜城先生，他于2022年9月加入美罗担任非执行独立董事。宋先生曾在新加坡政府投资公司和凯德集团担任高级管理职位，他在房地产和投资领域的经验将进一步增强董事会的核心竞争力。王释贤先生也于2022年11月加入美罗，担任非执行非独立董事。王先生在风险投资和私募股权方面具备的经验对美罗集团非常有价值。

我也要对美罗的非执行独立董事方爱莲夫人表达感谢，感谢她在过去的15年里对集团的坚定承诺和贡献。方夫人在担任美罗审计委员会主席和提名委员会方面发挥了不可或缺的重要作用。她将不参加连任，并将在2023年7月的股东大会后卸任董事会成员。

我想借此机会向我们的董事会成员表示感谢，感谢他们在这个充满动荡和挑战的时期为集团提供的指导和建议。

凭借跨国家、跨部门和业务合作伙伴多元化的坚实基础，美罗保持韧性，以确保股东的回报可长期持续增长。

朱维良中将
集团主席

2023年6月26日

BOARD OF DIRECTORS

LT-GEN (RETD) WINSTON CHOO WEE LEONG
Chairman,
Non-Executive and Independent

YIP HOONG MUN
Group Chief Executive Officer,
Executive Director

GERALD ONG CHONG KENG
Director,
Non-Executive and Non-Independent

FANG AI LIAN (MRS)
Director,
Non-Executive and Independent

TAN SOO KHOON
Director,
Non-Executive and Independent

DEBORAH LEE SIEW YIN
Director,
Non-Executive and Independent

NG EE PENG
Director,
Non-Executive and Independent

SOONG HEE SANG
Director,
Non-Executive and Independent

ONG SEK HIAN (WANG SHIXIAN)
Director,
Non-Executive and Non-Independent

BOARD OF DIRECTORS

LT-GEN (RETD) WINSTON CHOO WEE LEONG
朱维良中将

Chairman, Non-Executive and Independent
非执行独立主席

Lt-Gen (Retd) Winston Choo Wee Leong was appointed a Director of Metro Holdings Limited ("Metro") in June 2007 and assumed the position of Chairman in July 2007. He is also the Chairman of the Nominating, Remuneration and Investment Committees.

He had a distinguished military career from 1959 to 1992 and was Singapore's Chief of Defence Force from 1974 to 1992. He served as Singapore's High Commissioner to Australia and concurrently Ambassador to Fiji from 1994 to 1997. He also served as Singapore's Non-Resident High Commissioner to the Republic of South Africa and the Independent State of Papua New Guinea from 2000 to 2006 and Singapore's Non-Resident Ambassador to the State of Israel from 2006 to 2020.

Lt-Gen Choo is an experienced company director, having served on the Boards of several listed companies since 1993. Currently, he is a member of the Board of Directors of Foodfare Catering Pte Ltd, Newstar Investment Holdings Pte Ltd and Tridex Pte Ltd.

Lt-Gen Choo holds a Master of Arts in History from Duke University, USA and has completed the Advanced Management Programme at Harvard University, USA.

朱维良中将于2007年6月受委为美罗控股有限公司（"美罗"）的董事，并在2007年7月开始受委为集团主席一职。他也是提名，薪酬和投资委员会的主席。

朱维良中将曾于1959年至1992年期间拥有卓越辉煌的军旅生涯，并于1974年至1992年间担任新加坡国防部队三军总长。他曾于1994年至1997年间同时担任新加坡驻澳大利亚最高专员兼任驻斐济的大使。2000年至2006年间，他也曾担任新加坡驻南非和巴布亚新几内亚独立国的非常驻最高专员。从2006年至2020年，他担任新加坡驻以色列的非常驻大使。

朱维良中将是位经验丰富的公司董事，自1993年起便在多家上市公司的董事会担任过职务。他目前是Foodfare Catering Pte Ltd, Newstar Investment Holdings Pte Ltd和Tridex Pte Ltd的董事会成员。

朱维良中将拥有美国杜克大学的历史文学硕士学位，并在美国哈佛大学完成了高级管理培训课程。

YIP HOONG MUN
叶康文

Group Chief Executive Officer, Executive Director
集团首席执行官，执行董事

Mr Yip Hoong Mun was appointed Group Chief Executive Officer and Executive Director with effect from 1 June 2019. He is a member of the Investment Committee.

As Group Chief Executive Officer, he plays a key role in the Group's investment strategies and holds executive responsibility over the business performance of the Metro Group of companies. He oversees the Group's property investment and development projects and joint ventures in Singapore, China, Indonesia, the United Kingdom and Australia. Prior to this, he was Metro's Deputy Group Chief Executive Officer, a position he assumed since May 2018. Before this, Mr Yip served as Group Chief Operating Officer and Chief Executive Officer of Metro China.

Mr Yip has over 30 years of experience in executive and senior management roles in strategic planning, operations, hospitality, real estate investment and development. Mr Yip started his career with Indeco Engineers and later joined BP South East Asia. Prior to joining Metro, he spent over 20 years with the CapitaLand Group, and served different roles in various strategic business units. He was Managing Director of Ascott China in 2003 and then Chief Executive Officer, Asia Pacific and the Gulf Region of The Ascott Group in 2006. Subsequent to that, Mr Yip has been involved in property developments in the Gulf Region, Vietnam and Indonesia of the CapitaLand Group.

Mr Yip has a Bachelor of Civil Engineering degree with first class honours from the National University of Singapore and a Master's degree in Business Administration from Stanford University, USA. He also completed a management course at Fudan University, Shanghai, China.

叶康文先生于2019年6月1日起受委为美罗集团首席执行官和执行董事。他也是投资委员会的成员。

作为美罗集团的首席执行官，叶先生对集团的投资策略发挥着关键作用，对集团各公司的经营业绩担负着执行责任。叶先生管理着集团的房地产投资和发展项目，以及在新加坡、中国、印尼、英国和澳洲的美罗合资企业。在担任此重任之前，叶先生自2018年5月起，为集团副首席执行官，在此之前担任美罗的首席运营官及美罗中国控股私人有限公司首席执行官。

叶先生担任执行级和高层管理职位超过30年，在企业的策略制定、营运、管理服务、房地产投资和开发各方面拥有丰富的管理经验。叶先生的职业生涯始于Indeco Engineers，随后他加入英国石油东南亚公司。在

BOARD OF DIRECTORS

加入美罗之前，他在凯德集团任职20多年，曾在多个商务部门担任不同的职务。2003年，他在雅诗阁 — 中国公司出任常务董事。2006年，叶先生受委为雅诗阁集团在亚太和中东湾区的首席执行官，随后他从事凯德集团在中东湾区、越南及印尼的房地产开发工作。

叶康文先生早年在新加坡国立大学获得土木工程系一级荣誉学位，并在美国史坦福大学获得工商管理硕士学位。他也在中国上海的复旦大学完成了管理课程。

GERALD ONG CHONG KENG
王宗庆
Director, Non-Executive and Non-Independent
非执行非独立董事

Mr Gerald Ong Chong Keng was appointed a Director of Metro in June 2007. He is a member of the Audit and Investment Committees.

He is currently the Deputy Chairman of the PrimePartners Corporate Finance Group and is the Honorary Consul for Liechtenstein. Mr Ong has more than 25 years of corporate finance related experience. He has held senior positions at various financial institutions, including NM Rothschilds & Sons (Singapore) Ltd, the DBS Bank Group, Tokyo-Mitsubishi International (Singapore) Pte Ltd and Hong Leong (Malaysia) Group. During his time with these institutions, Mr Ong's duties encompassed the provision of a wide variety of corporate finance services from advisory, mergers and acquisitions activities and fund raising exercises incorporating various structures such as equity, debt, equity-linked and derivative-enhanced issues.

Mr Ong has been recognised as an IBF Distinguished Fellow. He is an alumnus of the National University of Singapore, University of British Columbia and Harvard Business School.

王宗庆先生于2007年6月受委为美罗的董事。他也是审计和投资委员会的成员。

他现在是建力企业财务策划有限公司的副主席，同时也是列支敦士登名誉领事。王先生在金融领域拥有超过25年的丰富经验。他曾经在多家金融机构，包括洛希尔父子（新加坡）有限公司、新加坡星展银行集团、东京三菱国际（新加坡）有限公司以及马来西亚丰隆集团担任资深职务。王先生在以上机构任职期间的责任覆盖广泛，包括金融顾问，企业并购，以及通过资本、债务、资本关联和强化衍生债权的企业融资服务。

王先生被授予IBF（新加坡银行和金融研究所）杰出学者的资格。王先生是新加坡国立大学、英属哥伦比亚大学及哈佛大学商学院的校友会成员。

FANG AI LIAN (MRS)
方爱莲夫人
Director, Non-Executive and Independent
非执行独立董事

Mrs Fang Ai Lian was appointed a Director of Metro in July 2008. She is also the Chairman of the Audit Committee and a member of the Nominating Committee.

She is an Independent Director of Singapore Post Limited and Cromwell EREIT Management Pte Ltd. She is the Chairman of the Board of Trustees of the Singapore Business Federation and Medishield Life Council. She is also a member of the SGX Listings Advisory Committee and SingHealth Fund Limited.

Mrs Fang was a member of Tote Board (Singapore Totalisator Board) until May 2022 and Board of Trustees of Singapore University of Technology and Design until August 2019. She was the Chairman of Great Eastern Holdings Limited and its insurance subsidiaries as well as a Director of OCBC Bank until her retirement in April 2014. Prior to that, she was with Ernst & Young ("EY") for 37 years where she last held the position of Chairman of EY Singapore until her retirement on 31 March 2008. She previously served as Chairman of the Charity Council. She was also a Justice of the Peace and was conferred the Public Service Star (Bar) in 2021. Her past directorships include Jubilant Pharma Limited, Banyan Tree Holdings Limited, Singapore Telecommunications Limited and MediaCorp Pte Ltd. She was an Advisor to the Far East Organization Group.

Mrs Fang qualified as a Chartered Accountant in England and is a Fellow of the Institute of Chartered Accountants in England and Wales as well as a Fellow of the Institute of Singapore Chartered Accountants.

方爱莲夫人于2008年7月受委为美罗的董事。她也是审计委员会的主席和提名委员会的成员。

她是新加坡邮政有限公司以及Cromwell EREIT管理私人有限公司的独立董事。她是新加坡工商联合总会受托人董事会和终身健保委员会的主席。她也是新交所上市咨询委员会和SingHealth Fund Limited的成员。

她曾是新加坡赛马博彩管理局的董事会成员直到2022年5月以及新加坡科技设计大学受托人董事会的成员直到2019年8月。在2014年4月她退休之前，方夫人曾担任大东方控股公司及其保险子公司的主席，以及华侨银行的董事，在此之前，方夫人在安永会计事务所任职37年。方夫人于2008年3月31日以新加坡安永会计事务所主席的身份退休。方夫人也曾担任慈善理事会的主席。身为太平绅士，方夫人在2021年被授予公共服务星章(勋条)。她曾经在Jubilant Pharma有限公司，悦榕控股有限公司、新加

BOARD OF DIRECTORS

坡电信有限公司以及新传媒有限公司担任董事一职。她曾是远东机构的顾问。

方夫人在英国取得特许会计师的资格，而且是英格兰和威尔士特许会计师协会的资深会员。方夫人也是新加坡特许会计师协会的资深会员。

TAN SOO KHOON
陈树群

Director, Non-Executive and Independent
非执行独立董事

Mr Tan Soo Khoon was appointed a Director of Metro in December 2011. He is a member of the Audit, Nominating and Investment Committees.

Mr Tan, a businessman, is also a director of several private companies. Since 1978, he has been the Chairman of watch distribution companies, Crystal Time (Singapore) Pte Ltd and Crystal Time (M) Sdn Bhd. His past directorship includes Parkson Retail Asia Limited.

Mr Tan holds a Bachelor's Degree in Business Administration with Honours from the National University of Singapore. Mr Tan was a Member of the Singapore Parliament from 1976 to 2006. He also served as Speaker of Parliament from 1989 to 2002. Since 2007, he has been Singapore's Non-Resident Ambassador to the Czech Republic. He also serves as the Honorary Patron of the Down Syndrome Association (Singapore).

陈树群先生于2011年12月加入美罗董事会担任董事。他也是审计，提名和投资委员会的成员。

陈先生是一位商人，现任多家私人公司的董事。自1978年以来，他一直担任手表分销公司Crystal Time (Singapore) Pte Ltd和Crystal Time (M) Sdn Bhd的主席。他曾担任的董事包括百盛零售亚洲有限公司。

陈先生毕业于新加坡国立大学，获荣誉工商管理学士学位。1976年至2006年间，他曾担任新加坡国会议员。1989年至2002年间，他则被委任为新加坡国会议长。从2007年至今，陈先生仍担任新加坡驻捷克共和国的非常驻大使。他还担任唐氏综合症协会（新加坡）的名誉赞助人。

DEBORAH LEE SIEW YIN
李秀缨女士

Director, Non-Executive and Independent
非执行独立董事

Ms Deborah Lee Siew Yin was appointed a Director of Metro in June 2018. She is a member of the Remuneration and Investment Committees.

Ms Lee is presently an Independent Director of CapitaLand Ascott Trust Management Limited and CapitaLand Ascott Business Trust Management Pte Ltd. She is also a board member of WTL Capital Pte Ltd and Board of Trustees of Singapore University of Technology and Design.

Ms Lee was board member of Assurity Trusted Solutions Pte Ltd and Integrated Health Information Systems Pte Ltd. She was previously Executive Vice-President, Corporate Development of Singapore Press Holdings Ltd ("SPH") from 2007 to 2015. Prior to joining SPH, she was a consultant, specialising in corporate development work and mergers and acquisitions.

Before her consultancy work, Ms Lee was Senior Vice-President, Business Development at the Wuthelam Group, overseeing the establishment of the industrial electronics business, real estate business development and private equity investment for the Wuthelam Group in the region. Ms Lee started her career as an auditor with Pricewaterhouse and subsequently joined Hewlett Packard, holding various management positions over a period of 11 years.

Ms Lee holds a Bachelor of Accountancy (Honours) and a Master in Applied Finance from the National University of Singapore. She is a Chartered Financial Analyst charterholder.

李秀缨女士于2018年6月受委为美罗的董事。她也是薪酬和投资委员会的成员。

李女士现为 CapitaLand Ascott Trust Management Limited 以及 CapitaLand Ascott Business Trust Management Pte Ltd 的独立董事。她也是WTL Capital Pte Ltd和新加坡科技设计大学受托人的董事会成员。

她曾是 Assurity Trusted Solutions Pte Ltd 以及 Integrated Health Information Systems Pte Ltd的董事会成员。从2007年至2015年，李女士曾担任新加坡报业控股（SPH）企业发展的执行副总裁。加入新加坡报业控股之前，李女士担任顾问职务，专长于企业发展、收购及合并项目。

李女士在担任顾问之前，曾任职于Wuthelam Group为业务发展高级副总裁，负责该集团在区域开发和建立工业电子业务、房地产发展和私募股权投资业务。李女士早年加入普华永道审计事务所（Pricewaterhouse）作为审计师，开始了她的职业生涯。随后她加入了惠普（Hewlett Packard），在11年中担任多个资深管理职务。

李秀缨女士毕业于新加坡国立大学，拥有会计学士学位（荣誉）和应用金融硕士学位。她也是一位CFA特许金融分析师。

BOARD OF DIRECTORS

NG EE PENG
吴一平

Director, Non-Executive and Independent
非执行独立董事

Mr Ng Ee Peng was appointed a Director of Metro in April 2021. He is a member of the Audit and Remuneration Committees.

Mr Ng is currently an Independent Director of Sinarmas Land Limited. Mr Ng is also the Founder and Chairman of Lunas Analytics.ai Pte. Ltd. From 2019 to February 2020, he was Executive Vice President and later, Senior Advisor, Chairman's Office, of PT Smartfren Tbk, Indonesia. Before that, from 2010 to 2019, he was President Director and Group Chief Executive Officer of PT Gunung Sewu Kencana, Indonesia. Since 1974 to the latter position, Mr Ng held various posts, including, President and Chief Executive Officer, GE Capital ASEAN (1993 to 2000, and 2007 to 2010); President, Asian Aerospace Pte. Ltd. and Reed Exhibitions Pte. Ltd. (2003 to 2006); Group Chief Executive Officer, DBS Land/Executive Vice President Corporate, CapitaLand Group/Chief Executive Officer, CapitaLand Commercial & Fund Management (2000 to 2002); and Brigade Commander being his last position at Singapore Armed Forces (1974 to 1989).

Mr Ng holds a Bachelor of Science (First Class Honors) from University of Manchester Institute of Science & Technology and a Master of Business Administration from Harvard University, USA. He also completed a Diploma (with Honors) from US Army Command & General Staff College.

吴一平先生于2021年4月受委为美罗的董事。他也是审计和薪酬委员会的成员。

吴先生现为Sinarmas Land Limited的独立董事。吴先生是Lunas Analytics.ai Pte. Ltd.的创始人兼董事长。从2019年到2020年2月，他担任印度尼西亚PT Smartfren Tbk的执行副总裁，后来担任董事长办公室的高级顾问。在此之前，他于2010年至2019年担任印度尼西亚PT Gunung Sewu Kencana的总裁兼集团首席执行官。从1974年开始至担任后者一职，吴先生担任过多个职位，包括GE Capital ASEAN总裁兼首席执行官（1993年至2000年以及2007年至2010年）；Asian Aerospace Pte. Ltd.总裁和Reed Exhibitions Pte. Ltd.（2003年至2006年）；DBS Land行政总裁/凯德集团企业执行副总裁/凯德商务与基金管理首席行政总裁（2000年至2002年）；Brigade Commander是他在新加坡武装部队的最后一个职位（1974年至1989年）。

吴先生拥有曼彻斯特大学的理学学士学位（一等荣誉）和美国哈佛大学的工商管理硕士学位。他还获得了美国陆军指挥参谋学院的文凭（荣誉）。

SOONG HEE SANG
宋喜城

Director, Non-Executive and Independent
非执行独立董事

Mr Soong was appointed a Director of Metro in September 2022. He is a member of the Investment Committee.

Mr Soong is currently the Lead Independent Director of Keppel Pacific Oak US REIT Management Pte Ltd, Frasers Hospitality Asset Management Pte Ltd and Frasers Hospitality Trust Management Pte Ltd. His past directorships include Mercatus Co-operative Limited and Mercatus Strategic Investment Management LLP.

Mr Soong has extensive experience in the investment and asset management of real estate. He retired from GIC Real Estate in 2016 where he was Managing Director (Deputy Head Asia) from 2006 to 2013 and Managing Director (London) from 2013 to 2016. At GIC Real Estate, he had responsibilities for real estate investment and asset management of its real estate portfolio which cover global markets and a diverse range of risk-return profiles, including all sectors of direct property, private and public companies and real estate funds.

Prior to GIC, he was with Pidemco/CapitaLand from 1998 to 2006 where he held various senior appointments such as Country and Managing Director in London; Deputy CEO of CapitaLand Commercial & CEO of CapitaLand Commercial Trust and CEO (New Markets) of CapitaLand Residential. His employment in the early days of his career include stints as a valuer in DBS Land, asset management in Richard Ellis and real estate investment and asset management in the US and South-East Asia at GIC Real Estate.

Mr Soong holds a Bachelor of Science (Honours) Degree in Estate Management and a Master of Business Administration, both from the National University of Singapore.

BOARD OF DIRECTORS

宋喜城先生于2022年9月受委为美罗的董事。他也是投资委员会的成员。

宋先生现为Keppel Pacific Oak US REIT Management Pte Ltd, Frasers Hospitality Asset Management Pte Ltd和Frasers Hospitality Trust Management Pte Ltd的首席独立董事。他曾是Mercatus Co-operative Limited和Mercatus Strategic Investment Management LLP的董事。

宋先生在房地产投资和资产管理领域拥有丰富的经验。他在2016年从GIC Real Estate退休之前，从2013年至2016年，他担任董事经理（伦敦），在此之前，他于2006年至2013年担任董事经理（亚洲区副总经理）。在GIC Real Estate，他负责房地产投资和资产管理,其房地产投资组合涵盖全球市场和各种风险-回报模式，包括各个领域直接持有的房产、私人和上市公司，以及房地产基金。

在加入GIC之前，他于1998年至2006年在百腾置地/凯德集团任职，期间担任过多项高级职务，例如驻伦敦的国家和董事经理；凯德商务副首席执行官兼凯德商务产业信托首席执行官和凯德住宅首席执行官（新市场）。他早年的职业生涯包括在DBS Land担任估价师，在Richard Ellis担任资产管理，以及在GIC Real Estate担任美国和东南亚的房地产投资和资产管理。

宋先生拥有新加坡国立大学的房地产管理学士（荣誉）学位和工商管理硕士学位。

ONG SEK HIAN (WANG SHIXIAN)
王释贤

Director, Non-Executive and Non-Independent
非执行非独立董事

Mr Ong Sek Hian was appointed a Director of Metro in November 2022. He is also a substantial shareholder of Metro.

Mr Ong is a Director of certain substantial shareholders of Metro, namely Dynamic Holdings Pte Ltd and Leroy Singapore Pte Ltd. He is also a Director of several private companies. Currently, he is a member of the Board of Directors of Komoco Holdings Pte Ltd, Krewfit Pte Ltd, Oriental Tanks Pte Ltd and Bishopsgate Pte Ltd.

Mr Ong has approximately 9 years of experience in owning and operating businesses. He has experience in venture capital and private equity investments, having invested into and exited from various start-ups over the course of his career. He has advanced knowledge across various sectors, including fast-moving consumer goods (FMCG), food and beverage, fitness, automobile distribution and bulk liquid logistics.

Mr Ong is a Captain in the Singapore Armed Forces and began his career as a Brand Executive at Fraser & Neave, Limited.

Mr Ong holds a Bachelor of Business Administration Degree from the Singapore Management University.

王释贤先生于2022年11月受委为美罗的董事。他也是美罗的主要股东之一。

王先生是美罗的主要股东Dynamic Holdings Pte Ltd和Leroy Singapore Pte Ltd的董事。他担任数家私人公司的董事。目前他是Komoco Holdings Pte Ltd，Krewfit Pte Ltd，Oriental Tanks Pte Ltd和Bishopsgate Pte Ltd的董事会成员。

王先生在拥有和经营企业方面有约9年的经验。他具备风险投资和私募股权投资的经验，在职业生涯中投资并退出了各种初创企业。他对各个领域具备先进的知识，包括快速消费品、餐饮、健身、汽车分销和大宗液体物流。

王先生是新加坡武装部队的上尉，他的职业生涯始于Fraser & Neave有限公司的品牌主管。他拥有新加坡管理大学的工商管理学士学位。

KEY MANAGEMENT

YIP HOONG MUN
Group Chief Executive Officer

Mr Yip Hoong Mun was appointed as the Group Chief Executive Officer and Executive Director with effect from 1 June 2019.

As Group Chief Executive Officer, he plays a key role in the Group's investment strategies and holds executive responsibility over the business performance of the Metro Group of companies. He oversees the Group's property investment and development projects and joint ventures in Singapore, China, Indonesia, the United Kingdom and Australia. Prior to this, he was Metro's Deputy Group Chief Executive Officer, a position he assumed since May 2018. Before this, Mr Yip served as Group Chief Operating Officer and Chief Executive Officer of Metro China.

Mr Yip has over 30 years of experience in executive and senior management roles in strategic planning, operations, hospitality, real estate investment and development. Mr Yip started his career with Indeco Engineers and later joined BP South East Asia. Prior to joining Metro, he spent over 20 years with the CapitaLand Group, and served different roles in various strategic business units. He was Managing Director of Ascott China in 2003 and then Chief Executive Officer, Asia Pacific and the Gulf Region of The Ascott Group in 2006. Subsequent to that, Mr Yip has been involved in property developments in the Gulf Region, Vietnam and Indonesia of the CapitaLand Group.

Mr Yip has a Bachelor of Civil Engineering degree with first class honours from the National University of Singapore and a Master's degree in Business Administration from Stanford University, USA. He also completed a management course at Fudan University, Shanghai, China.

He has accumulated extensive experience and network in numerous overseas markets and is trilingual in English, Mandarin and Malay.

WONG SIOE HONG
Executive Chairman,
Metro (Private) Limited

Mrs Wong was appointed as the Executive Chairman of Metro (Private) Limited with effect from 1 October 2012. As Executive Chairman, she serves as the key strategist of the Group's retail operations and is responsible for charting the future direction of this division. With over 40 years of industry expertise, Mrs Wong also holds the positions of Vice Chairman of the Orchard Road Business Association and council member of the Singapore Retailers Association.

Mrs Wong first joined Metro's retail organisation in 1971 and had served as the Managing Director of Metro (Private) Limited from 1994 to 2012, overseeing the overall retail operations of the Group in both Singapore and Indonesia. She has played an instrumental role in transforming the Metro retail arm into a major retail operator in Singapore and will continue to oversee the Group's retail expansion in the region. Mrs Wong holds a Bachelor of Science (Commerce) from the University of Santa Clara, USA.

KEY MANAGEMENT

EVE CHAN BEE LENG
Group Chief Financial Officer
& Joint Company Secretary

Ms Eve Chan Bee Leng joined Metro in August 2017 as the Director of Finance of the Group and was redesignated to the Group Chief Financial Officer in August 2018.

Ms Chan has more than 29 years of experience in group finance, audit, tax, accounting, corporate finance and treasury with public listed firms, engineering/power plant, real estate/property developer/private equity funds/REITs, hospitality and international auditing firm. She has also been involved in numerous corporate exercises such as mergers, acquisition and divestment exercises, Public Offering launches as well as the organisation and structuring of private equity real estate funds and real estate investment trusts with portfolios that span across Asia Pacific and Middle East regions. Prior to joining Metro, she was the Group Financial Controller for PacificLight Power Group. Ms Chan also previously held various finance positions at ST Engineering, Keppel REIT, Kingdom Hotel Investment, CapitaLand/Ascott Group with portfolios that span across Asia Pacific and Middle East regions.

Ms Chan holds a Bachelor of Accountancy Degree from the Nanyang Technological University of Singapore and an Executive Master's of Business Administration from the University of Hull (UK). She is a Fellow Chartered Accountant of Singapore and a member of the Institute of Certified Public Accountants of Australia (CPA Australia).

DAVID TANG KAI KONG
Chief Executive Officer,
Metro (Private) Limited

Mr David Tang was appointed as the Chief Executive Officer of Metro (Private) Limited on 10 September 2012. A well regarded retail professional with extensive experience in retail operations, marketing and financial management, he started his retail career as Merchandising Manager with JC Penny in Indianapolis, Indiana, USA.

Prior to joining Metro, Mr Tang was at the helm of Robinsons as its Regional General Manager, a position he held since 2006. He spent 22 years at Robinsons, where he rose through the ranks, serving in various capacities from Fashion Buyer to Deputy Senior Merchandising Manager, Senior Merchandising Manager, General Manager (Merchandising) to General Manager (Department Stores). Mr Tang has a Master of Business Administration in Retailing and Wholesaling from the University of Stirling, Scotland, and a Bachelor of Science (Highest Distinction) in Finance from Indiana University, USA.

PARTNERSHIPS

TRANS CORP
(Since 2001)

Trans Corp is the Media, Lifestyle, Retail and Entertainment arm of CT Corp, a diversified holding company with businesses across a wide spectrum of industries. Trans Corp's businesses include two free-to-air news and entertainment television broadcast, Pay TV Channel, News Portal, shopping malls and hotels, indoor theme park and franchisee for certain food and beverage, as well as international high-end fashion franchises. Trans Corp also owns majority ownership of Trans Retail Indonesia (formerly Carrefour Indonesia), together with GIC.

Metro first collaborated with Trans Corp in 2001 when it opened its third store in Bandung Supermal. By 2008, Trans Corp had acquired a 40% stake in Metro Indonesia, and in recognising the country's growing demand for Metro stores, Trans Corp increased its shareholding to 50% in 2010.

Today, Metro Indonesia is one of the leading retailers in the country, housing a wide range of well-known international and local brands. Metro Indonesia currently has 15 stores spread across Jakarta, Bandung, Surabaya, Makassar, Solo, Manado, Karawang and Medan.

In November 2017, Metro entered into further collaboration with PT. Trans Corpora for the development, marketing and sales of apartment units in Bekasi, Jakarta, Indonesia. In April 2018, Metro strengthened the partnership with PT. Trans Corpora with the development, marketing and sales of apartment and SoHo units in Bintaro, Jakarta, Indonesia.

In December 2019, Metro entered into a Deed of Sale and Purchase and sold its entire 50% equity stake in Metro Indonesia to Trans Corp. At the same time, Metro entered into a revised license agreement and granted to PT Metropolitan Retailmart permission to use its "Metro" trademarks in return for a fee payable to Metro.

BENTALLGREENOAK CHINA REAL ESTATE FUND
(Since 2007)

BentallGreenOak is a leading global real estate investment manager with US$83 billion in assets under management as at 31 March 2023, and a global presence of 28 offices across 13 countries.

InfraRed NF Investment Advisers Limited ("InfraRed NF") was a joint venture between InfraRed Capital Partners, a London-headquartered manager of specialist infrastructure and real estate funds, and Hong Kong's Vervain Group (which includes entities operating under the former name of "Nan Fung China"). InfraRed NF was wholly acquired by BentallGreenOak in April 2021. Post acquisition, InfraRed NF was renamed BentallGreenOak Investment Advisers Limited ("BGO China").

Metro's partnership with BGO China started in 2007 with co-investments alongside InfraRed NF China Real Estate Fund, L.P. ("the Fund"), a fund managed by BGO China, with investments in EC Mall, No. 1 Financial Street and Metropolis Tower – in Beijing. In 2009 and 2011, Metro entered into joint ventures with the Fund and Tesco plc in six Tesco Lifespace malls in mainland China. Metro and the Fund have since divested their interest in all these developments.

In 2015, Metro invested in BentallGreenOak China Real Estate Fund II (A), L.P. ("Fund II"). Fund II is the follow-on fund to the Fund. In 2016, Metro extended the Group's partnership with Fund II through a co-investment in a real estate debt instrument.

In 2018 and 2019, Metro invested in BentallGreenOak China Real Estate Fund III L.P. ("Fund III") as well as co-invested with Fund III in real estate debt instruments.

PARTNERSHIPS

萊蒙國際 TOPSPRING

TOP SPRING INTERNATIONAL HOLDINGS LIMITED
(Since 2011)

Top Spring International Holdings Limited ("Top Spring") is a real estate property developer in China specialising in the development and operation of urban mixed-use communities and the development and sale of residential properties in the Greater Bay Area, the centres of which are Hong Kong, Shenzhen and Guangzhou, as well as the economically dynamic regions including Shanghai. Metro acquired an initial stake of 5% in Top Spring when it was listed on the Main Board of The Stock Exchange of Hong Kong Limited in March 2011. Top Spring's revenue stood at HK$3.7 billion for the year ended 31 December 2022.

In FY2013, Metro invested S$48 million for 30% equity in Nanchang Top Spring Real Estate Co., Ltd ("Nanchang Top Spring"), a partnership with Top Spring. Known as Nanchang Fashion Mark and located at Hong Gu Tan Central Business District in Nanchang, Jiangxi Province in China, the mixed-use development initially had total leasable/saleable gross floor area ("GFA") of approximately 780,000 square metres ("sqm"). Metro and Top Spring divested their interest in Nanchang Top Spring in 2017/2018.

In December 2013, Metro acquired a 30% stake in Shanghai Shama Century Park from Top Spring for RMB524 million. The property operated as serviced apartments with a total of 284 residential units across a total GFA of approximately 49,357 sqm. All 284 residential units have been sold and handed over.

On 1 July 2014, Top Spring became an associated company of the Metro Group when Metro's nominated representative was appointed to the board of directors of Top Spring as non-executive director. As at 31 March 2023, Metro has an equity stake of approximately 16.2% voting rights and 14.9% ownership interest in Top Spring.

In September 2017, Metro, together with Top Spring, acquired three office buildings in Bay Valley in New Jiangwan City, Yangpu District, Shanghai, for RMB 2.5 billion. Metro's stake is 30%.

Scarborough Group International

SCARBOROUGH GROUP INTERNATIONAL
(Since 2014)

Founded by Kevin McCabe in 1980, Scarborough Group International ("Scarborough") is one of the United Kingdom's largest privately owned, mixed-use property developers. Over the last six decades, Scarborough has grown from a UK based real estate developer and investor into a global organisation with an award-winning portfolio of projects.

In the UK alone, Scarborough has delivered 6.3 million square feet of commercial space and 1,400+ residential units, with a gross development value totalling more than GBP4.5 billion and a further GBP4.0 billion in the pipeline.

In July 2014, Metro entered into a joint venture with the Scarborough Group acquiring a 25% stake in two land plots for GBP5.7 million in Manchester, United Kingdom – Middlewood Locks (a predominantly residential mixed-use development) and Milliners Wharf The Hat Box (a 144-unit new build residential development). The collaboration was further strengthened in February 2016, when Metro participated in another joint venture with the Scarborough Group to develop two office buildings on a site in Sheffield, United Kingdom.

EVIA REAL ESTATE

EVIA REAL ESTATE
(Since 2019)

Founded in 2010, Evia Real Estate ("EVIA") is an owner, developer, and fund manager of diversified real estate classes across residential, industrial and logistics, commercial and retail in Singapore, South Korea and Japan. EVIA has made its mark by solidifying itself as one of the most recognised providers of investment opportunities across all sectors of the real estate market. In April 2019, Metro entered into a 50% joint-venture with an affiliate of EVIA to jointly acquire Asia Green, two blocks of premium Grade-A office towers in Singapore.

PARTNERSHIPS

LEE KIM TAH HOLDINGS LIMITED

(Since 2017)

The Lee Kim Tah Group ("LKT Group") built both its business and reputation upon sound foundations that date back to the 1920s. The LKT Group had its nascent beginnings when the late Mr Lee Kim Tah, who went on to become the founding Chairman of the LKT Group, took over the family business of supplying materials and labour to the British army, which was then stationed in Singapore. Steered by Mr Lee's stalwart commitment to quality and innovation, the company grew to become a leader in the construction industry, as it introduced much needed modern construction technology to Singapore in the 1980s. The eventual listing in 1984 marked an important milestone for the local construction industry: the LKT Group was among the first few construction companies to be listed on the Singapore Exchange. The LKT Group was delisted from the Singapore Exchange in 2014.

Having firmly established itself in the construction sector, the LKT Group vigorously diversified into investment and property development. Its diversification saw the LKT Group successfully deliver a wide spectrum of developments, including luxury apartments, landed properties, shopping malls and hotels. The LKT Group's footprint straddles across Australia, China, India, Indonesia and the United Kingdom.

In November 2017, Metro, together with Trans Corp and the LKT Group, entered into a joint venture to develop, market and sell five 32-storey residential towers in Bekasi, Jakarta, Indonesia. In January 2018, Metro entered into a 50:50 joint venture with the LKT Group to jointly acquire a freehold office property in London, United Kingdom. Another joint venture with Trans Corp and the LKT Group followed in April 2018 to develop, market and sell two residential towers in Bintaro, Jakarta, Indonesia.

In December 2020, Metro, through a newly formed strategic partnership with LKT Group and Woh Hup Holdings Pte Ltd, established a Purpose-Built Student Accommodation fund, Paideia Capital UK Trust, to expand further in the United Kingdom.

SIM LIAN GROUP OF COMPANIES

(Since 2019)

Sim Lian is a group of companies with established businesses in property development, investment and construction.

Sim Lian Holdings Pte Ltd is an investment holding and development company, and Sim Lian Group Ltd is an established property development, construction and investment company with a strong track record spanning more than 40 years. The Group was listed on the Mainboard of the Singapore Exchange for 16 years from 2000 to 2016, and has a track record of residential, commercial, industrial, retail and mixed-use developments.

In November 2019, Metro expanded its regional footprint by investing 20% in a joint venture with Sim Lian that owns a portfolio of 14 quality freehold properties comprising 4 office buildings and 10 retail centres that span across 4 key states in Australia, namely New South Wales, Victoria, Queensland and Western Australia.

In November 2020, Metro, together with Sim Lian further expanded in New South Wales with the acquisition of Ropes Crossing Village Shopping Centre.

In 2021, Metro, together with Sim Lian acquired Cherrybrook Village Shopping Centre in New South Wales. Subsequent to this acquisition, Metro stepped-up its equity stake from 20% to 30% for the Australian portfolio.

In September 2022, Metro, together with Sim Lian further expanded in Victoria with the acquisition of Shepparton Marketplace. The acquisition brings the Australian portfolio to 17 quality freehold properties.

SIM LIAN-METRO CAPITAL

(Since 2019)

To align the interest with Metro's strategic partner, Sim Lian and to grow Metro's asset management arm, Metro invested a 20% equity stake in an asset and investment management company, namely Sim Lian – Metro Capital Pte. Ltd., in November 2019 to manage the portfolio in Australia.

In October 2021, Metro stepped-up its equity stake to 30% in Sim Lian – Metro Capital Pte. Ltd.

PARTNERSHIPS

WOH HUP GROUP OF COMPANIES
(Since 2020)

Woh Hup started out as a one-man construction company by the late Mr Yong Yit Lin in 1927 with $200. 96 years on, Woh Hup is one of Singapore's largest privately owned construction and civil engineering specialists with a 2,500 strong workforce and professionals. Woh Hup is a principal player in the building of private residential and commercial developments. The company has a portfolio of notable and iconic projects including Clifford Pier, Gardens by the Bay and Jewel Changi Airport marking its progression alongside Singapore. Woh Hup also specialises in civil engineering projects where they build roads, flyovers, Mass Rapid Transport stations and tunnels. Woh Hup continually seeks to spearhead cutting-edge, innovative building solutions in the Singapore market and forges strategic joint-venture partnerships with overseas counterparts, facilitating its expansion and cementing its position at the forefront of the construction sector locally and regionally.

In December 2020, Metro formed a strategic partnership with an affiliate of Woh Hup and Lee Kim Tah Holdings Limited to establish a Purpose-Built Student Accommodation fund, Paideia Capital UK Trust, to acquire properties in the United Kingdom.

PAIDEIA Partners Pte Ltd
(Since 2020)

To align the interest with Metro's strategic partners, LKT Group and Woh Hup, and to grow Metro's asset management arm, Metro invested a 33.3% equity stake in an asset and investment management company, namely Paideia Partners Pte. Ltd. ("Paideia Partners"), in December 2020 to manage the purpose-built student accommodation portfolio in the United Kingdom. Paideia Partners is the fund manager to Paideia Capital UK Trust.

BOUSTEAD GROUP OF COMPANIES
(Since 2020)

Established in 1996 and listed on the SGX Mainboard, Boustead Projects Limited ("BPL") is a leading provider of innovative eco-sustainable real estate solutions with a regional presence across Singapore, China, Malaysia and Vietnam. To date, BPL has constructed and/or developed more than 3 million square metres of real estate for clients including Fortune 500, S&P 500 and Euronext 100 corporations across diverse sectors like aerospace, pharmaceutical, high-tech manufacturing, logistics, technology and waste management, among others.

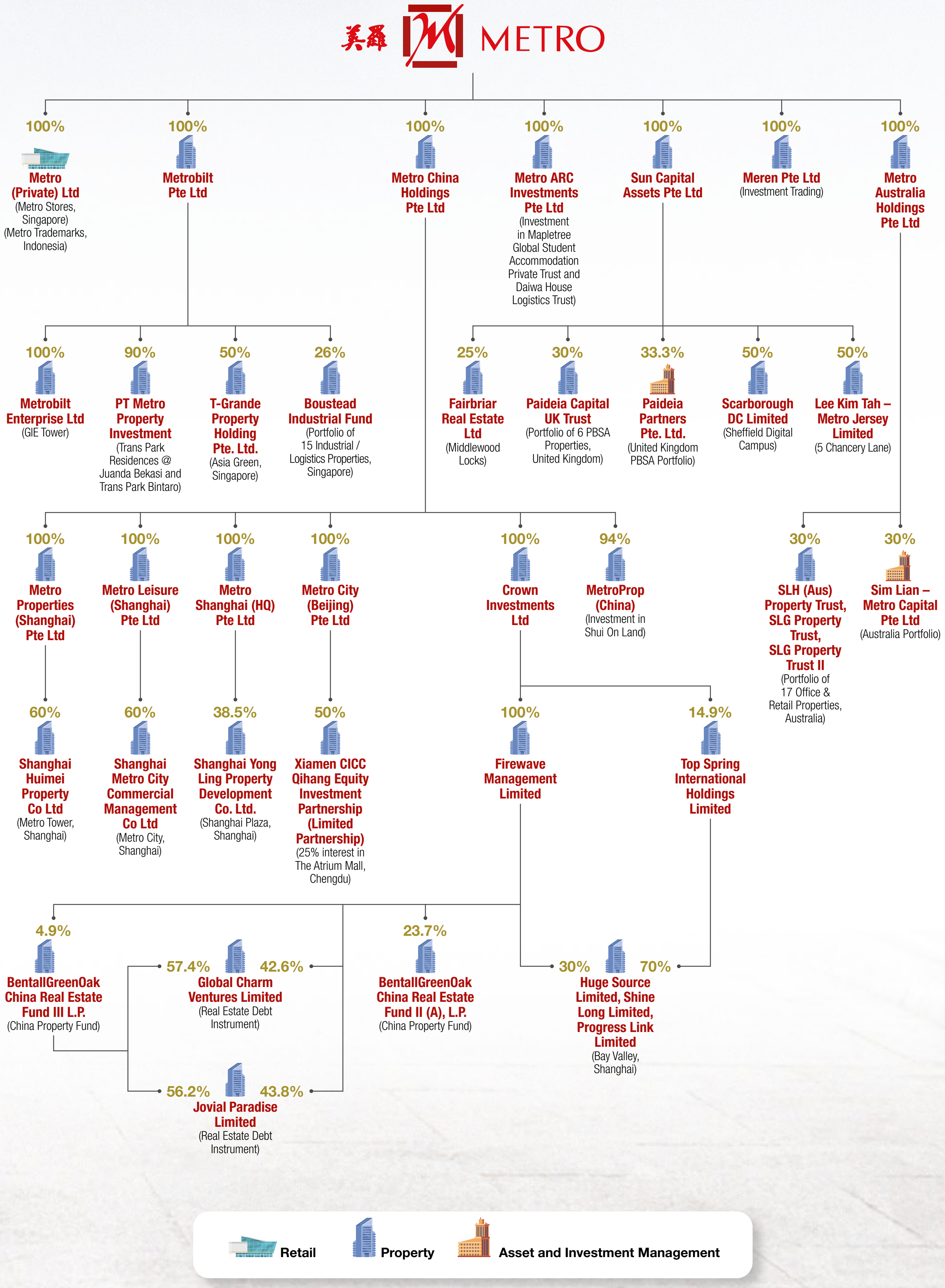
BPL is a subsidiary of Boustead Singapore Limited (SGX:F9D), a progressive global infrastructure-related engineering and technology group which is separately listed on the SGX Mainboard.

In December 2020, Metro deepened its presence in Singapore by acquiring a 26% stake in a portfolio of 14 quality properties, comprising six industrial properties, one business park, four high-spec industrial properties and three logistics properties, via the subscription of 26% of the units and 7.0 per cent. notes due 2031 in Boustead Industrial Fund ("BIF").

In October 2021, Metro acquired 351 Braddell Road, another high-spec industrial property, via a further subscription of 26% of the units and 7.0 per cent. notes due 2031 in BIF.

In January 2023, Metro acquired J'Forte Building, a high-spec F&B focused industrial property, via a further subscription of 26% of the units and 7.0 per cent. notes due 2031 in BIF. The acquisition was completed in April 2023. This acquisition brings Metro's total portfolio under BIF to 16 properties.

CORPORATE STRUCTURE



PORTFOLIO REVIEW

PROPERTY INVESTMENT AND DEVELOPMENT

INVESTMENT PROPERTIES

As at 31 March 2023, average occupancy for the Group's five investment properties, including those held by joint ventures, stood at 89.8% (31 March 2022: 93.9%).

OCCUPANCY RATES

	As at 31.3.2023 (%)	As at 31.3.2022 (%)
GIE Tower, Guangzhou	83.1	92.8
Metro City, Shanghai	83.0	88.0
Metro Tower, Shanghai	88.8	96.5
5 Chancery Lane, London	100.0	100.0
Asia Green, Singapore	94.0	92.2

PROPERTY VALUATIONS

As at 31 March 2023, Metro City, Shanghai, registered a decline in valuation.

	FY2023 (RMB'm)	FY2022 (RMB'm)	Change (%)	FY2023 (S$'m)	FY2022 (S$'m)	Change (%)
GIE Tower, Guangzhou[1]	547	543	0.7	106	116	-8.6
Metro City, Shanghai[1]	769	842	-8.7	149	179	-16.8
Metro Tower, Shanghai[1]	1,121	1,120	0.1	217	239	-9.2

	FY2023 (GBP'm)	FY2022 (GBP'm)	Change (%)	FY2023 (S$'m)	FY2022 (S$'m)	Change (%)
5 Chancery Lane, London[1]	81	81	–	133	143	-7.0

	FY2023 (S$'m)	FY2022 (S$'m)	Change (%)
Asia Green, Singapore[1]	435	424	2.6

(1) As at 31 March. Above figures represent 100% of the property valuations and are appraised by independent valuers Cushman & Wakefield Limited (Shanghai and Guangzhou), Colliers International Property Consultants Limited (London) and Knight Frank Pte Ltd (Singapore)

Exchange rates:
FY2023: S$1: RMB5.155: GBP0.6083
FY2022: S$1: RMB4.695: GBP0.5624

Post pandemic, the world is facing many challenges characterised by geopolitical tensions, changing macro-economic fundamentals and an inflationary environment.

Singapore's gross domestic product ("GDP") grew by 3.6% in 2022, less than the 8.9% growth registered in 2021. For 2023, the Ministry of Trade and Industry maintained the GDP growth forecast at "0.5%-2.5%", with growth likely to come in at around the mid-point of the range.

The sporadic COVID-19 related lockdowns in Shanghai, Guangzhou and Chengdu during 2022 have affected Metro's properties in these cities. With the relaxation of its stringent zero-COVID-19 policy since December 2022 and the opening of China's borders in March 2023, China's economy grew 3.0% in 2022, and is forecasted to grow 5.2% in 2023 and 4.5% in 2024. Our investments continue to be subject to increasing headwinds in China.

In London, our 50%-owned office property at 5 Chancery Lane will carry out the planned asset enhancement works upon lease expiry in May 2023, together with our joint venture partner, Lee Kim Tah Holdings Limited, and refurbishment works is expected to be completed by end 2025.

EXPIRY PROFILE BY GROSS RENTAL INCOME

	1HFY2024 (%)	2HFY2024 (%)
GIE Tower, Guangzhou	5.7	16.0
Metro City, Shanghai	17.2	21.2
Metro Tower, Shanghai	8.5	28.1
5 Chancery Lane, London	N.A.	N.A.
Asia Green, Singapore	5.2	30.8

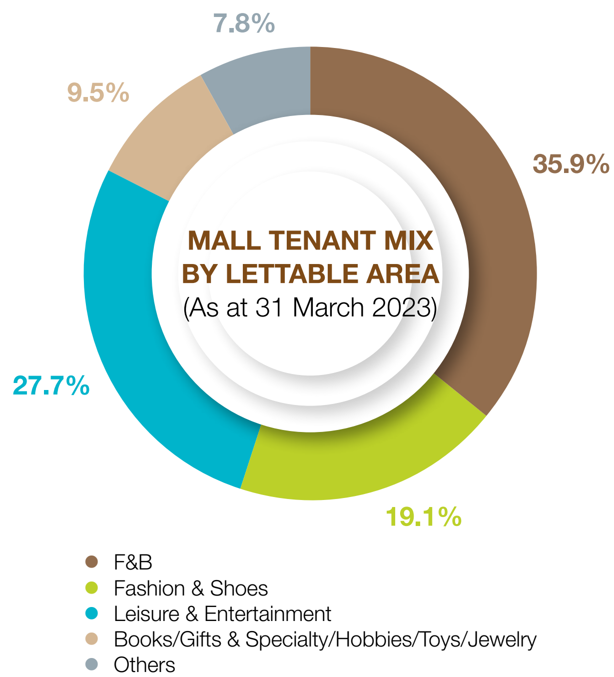
PORTFOLIO REVIEW

METRO CITY
Shanghai

Strategically located at Xujiahui, Metro City, Shanghai, is a lifestyle entertainment centre with nine levels of space, spanning nearly 40,000 square metres. Directly linked to an underground MRT, the mall attracts high shopper traffic due to its prime location and accessibility.

Its occupancy rate as at 31 March 2023 was 83.0% (2022: 88.0%).

KEY STATISTICS	
% owned by Group	60
Site area (sqm)	15,434
Lettable Area (sqm)	38,345
Tenure	36-year term from 1993 (6 years remaining)
No. of Tenants	155
Occupancy Rate (%)	83.0
Valuation (100%)	S$149 million (RMB769 million)
Partner	Shanghai Xujiahui Centre (Group) Co., Ltd. 上海徐家匯商城(集團)有限公司



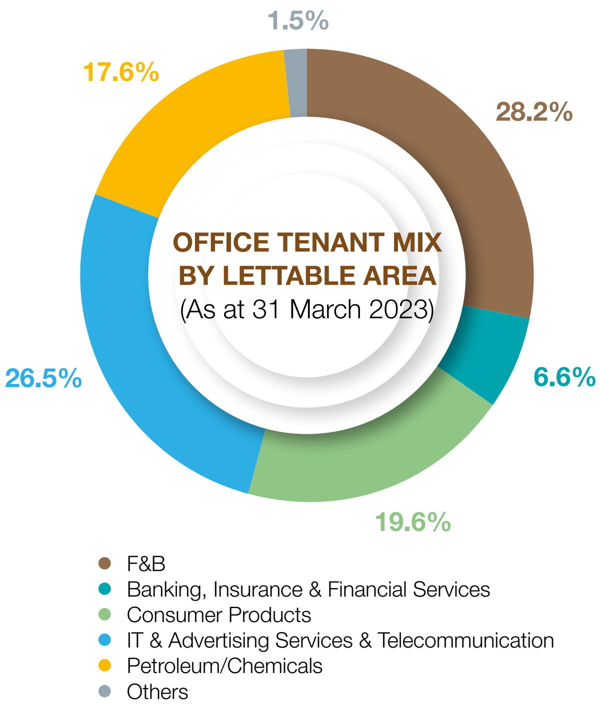
PORTFOLIO REVIEW

METRO TOWER
Shanghai

Located next to Metro City, Shanghai, Metro Tower offers nearly 40,000 square metres of Grade-A office space, spread across 26 floors.

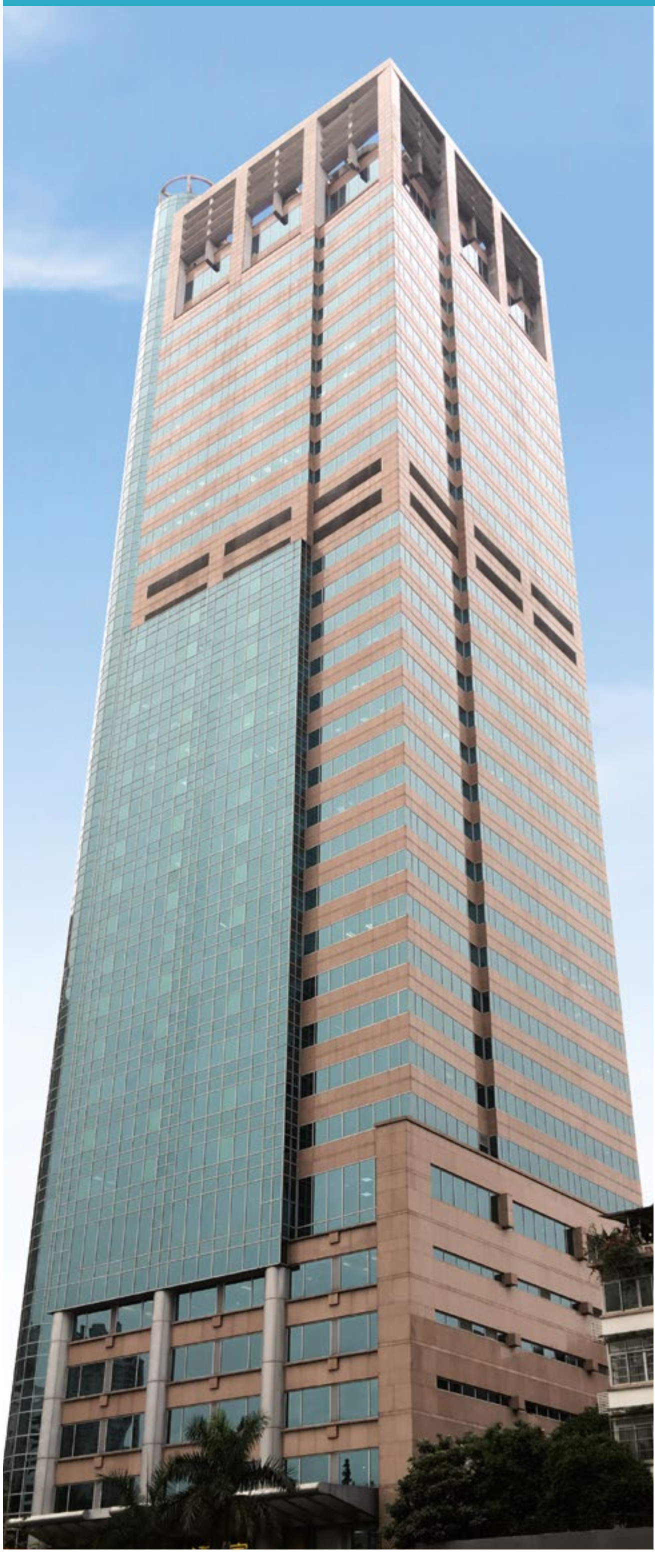
Metro Tower, Shanghai, is supported by a strong multinational tenant base and its occupancy stood at 88.8% as at 31 March 2023 (2022: 96.5%).

KEY STATISTICS	
% owned by Group	60
Site area (sqm)	4,993
Lettable Area (sqm)	39,295
Tenure	50-year term from 1993 (20 years remaining)
No. of Tenants	29
Occupancy Rate (%)	88.8
Valuation (100%)	S$217 million (RMB1,121 million)
Partner	Shanghai Xujiahui Centre (Group) Co., Ltd. 上海徐家匯商城(集團)有限公司



PORTFOLIO REVIEW

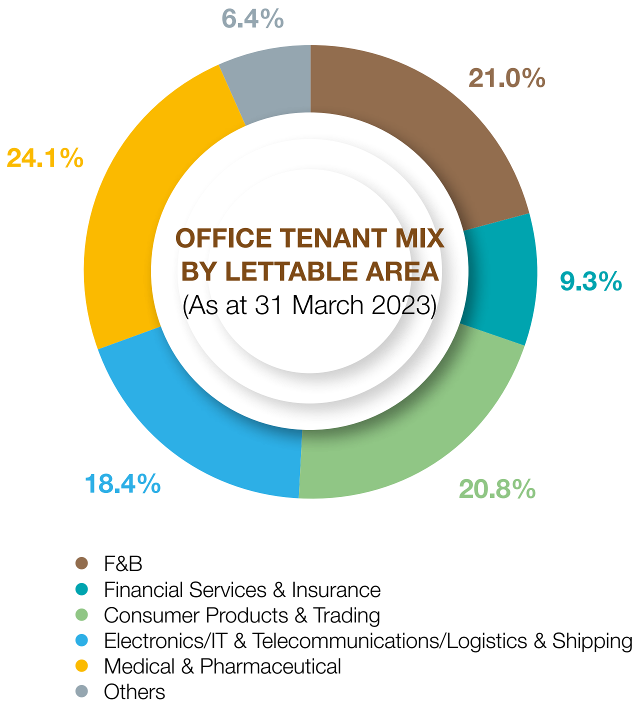
GIE TOWER
Guangzhou



Part of a 35-storey Grade-A office tower and 7-storey shopping podium, GIE Tower, Guangzhou, is located at Huanshi Road East, in the Central Business District of Dongshan, Guangzhou.

The Group owns over 28,000 square metres of office and retail space in the building. GIE Tower's occupancy rate was 83.1% as at 31 March 2023 (2022: 92.8%).

KEY STATISTICS	
% owned by Group	100
Site area (sqm)	Strata-titled
Lettable Area (sqm)	28,390
Tenure	50-year term from 1994 (21 years remaining)
No. of Tenants	32
Occupancy Rate (%)	83.1
Valuation (100%)	S$106 million (RMB547 million)



PORTFOLIO REVIEW

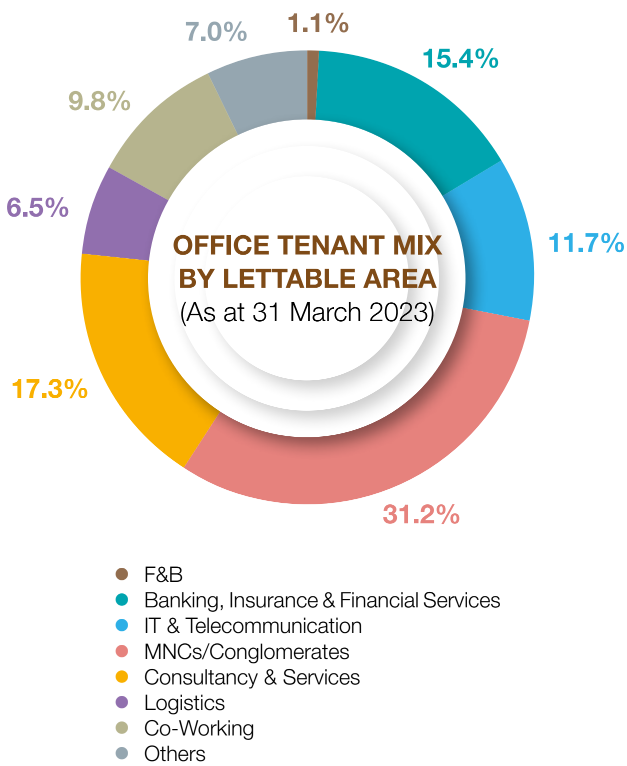
ASIA GREEN
Singapore

In April 2019, the Group grew its presence in Singapore by acquiring a 50% stake in Asia Green, two blocks of premium Grade-A BCA Green Mark Platinum office buildings.

Strategically located at Tampines Regional Centre, Asia Green is only a 25-minutes drive from CBD, 10-minutes drive from Changi Airport and 5-minutes walk from Tampines MRT interchange that is part of both East-West and Downtown lines.

Asia Green's occupancy rate was 94.0% as at 31 March 2023 (2022: 92.2%).

KEY STATISTICS	
% owned by Group	50
Site area (sqm)	8,000
Lettable Area (sqm)	26,413
Tenure	99-year term from 2007 (83 years remaining)
No. of Tenants	25
Occupancy Rate (%)	94.0
Valuation (100%)	S$435 million
Partner	Evia Real Estate



PORTFOLIO REVIEW

PORTFOLIO OF 15 INDUSTRIAL, BUSINESS PARK, HIGH-SPEC INDUSTRIAL & LOGISTICS PROPERTIES
Singapore

In December 2020, the Group deepened its presence in Singapore by investing in a 26% stake in a portfolio of 14 quality industrial, business park, high-spec industrial and logistics properties in Singapore, for an investment amount of up to S$76.6 million, via the subscription of 26% of the units and 7.0 per cent. notes due 2031 in Boustead Industrial Fund ("BIF").

In October 2021, Metro acquired 351 Braddell Road, a high-spec industrial property, via a further subscription of 26% of the units and 7.0 per cent. notes due 2031 in BIF, for an investment amount of S$17.6 million.

In January 2023, Metro acquired J'Forte Building, a high-spec industrial property, via a further subscription of 26% of the units and 7.0 per cent. notes due 2031 in BIF, for an investment amount of S$15.8 million. The acquisition was completed in April 2023. Post completion, this brings Metro's total portfolio under BIF to 16 properties with a total asset size of S$747.9 million.

KEY STATISTICS	
% owned by Group	26
Lettable Area (sqft)	1,983,981
Tenure	Average lease tenure 30 years
Occupancy Rate (%)	98.1
Valuation (100%)	S$747.9 million
Weighted Average Lease Expiry	~5.5 years
Partner	Boustead Projects Limited
Fund Manager	Boustead Industrial Fund Management Pte. Ltd.


10 Tukang Innovation Drive

11 Seletar Aerospace Link


16 Changi North Way


Edward Boustead Centre

16 Tampines Industrial Crescent (Jabil)


26 Tai Seng Street (J'Forte Building)


GSK Asia House

PORTFOLIO REVIEW

SHANGHAI PLAZA
Shanghai

Shanghai Plaza ("上海广场"), a landmark mixed-use commercial building with a gross floor area of 41,998 square metres across seven floors, was acquired in May 2018. It is located at the prime Huai Hai Zhong Road ("淮海中路"), Huang Pu district, Shanghai, which is one of the most densely populated urban districts in China. The property is also close to Xintiandi ("新天地"), People's Square and Lujiazui ("陆家嘴") CBD, with connectivity to major train lines and expressways.

Asset enhancement was completed and the mall opened in September 2020. Leasing activities are underway.

KEY STATISTICS	
% owned by Group	38.5
Lettable Area (sqm)	37,634
Tenure	50-year term from 1992 (19 years remaining)
Occupancy Rate (%)	97.9
Valuation (100%)	S$605 million (RMB3,119 million)
Partners	Hualing Group / Sunac China Holdings Limited

BAY VALLEY
Shanghai

Acquired in September 2017, the three office buildings A4, C7 and 99.1% of C4 comprise gross floor area of approximately 97,526 square metres. Located at No. 78 and 79, No. 33 and 36, and No. 25, 1688 Guoquan North Road, the properties are well-located within the integrated business community development known as the Bay Valley ("湾谷"). Bay Valley is situated in New Jiangwan City ("新江湾城"), which is in the Yangpu ("杨浦") District of Shanghai, one of China's most established industrial centres.

Leasing activities are underway.

KEY STATISTICS	
% owned by Group	30
Leaseable GFA (sqm)	97,526
Land use rights tenure ending on	2 November 2058
Occupancy Rate (%)	65.7
Valuation (100%)	S$509 million (RMB2,624 million)
Partner	Top Spring International Holdings Limited

PORTFOLIO REVIEW

THE ATRIUM MALL
Chengdu

In May 2019, Metro expanded its footprint to Chengdu, China, with the acquisition of a 25% stake in a prime LEED® Gold certified commercial mall ("The Atrium Mall"), that is part of a landmark mixed-use development, The Atrium ("晶融汇").

It is located in the heart of Chengdu's CBD and the Dacisi business corridor, close to the Chunxi ("春熙路") and the Hong Xing Road pedestrian malls such as Taikoo Li ("太古里") Chengdu. The Atrium Mall is well connected by 2 train stations and over 20 bus lines.

Asset enhancement was completed and the mall officially opened in December 2020. Leasing activities are underway.

KEY STATISTICS	
% owned by Group	25
Lettable Area (sqm)	24,698
Occupancy Rate (%)	90.6
Tenure	40-year term from 2007 (24 years remaining)
Valuation (100%)	S$345 million (RMB1,776 million)
Partners	China International Capital Corporation Limited / ARA Asset Management Limited

5 CHANCERY LANE
London

The freehold office property at 5 Chancery Lane, London, has 84,906 square feet of office and ancillary facilities spread across its basement, lower ground, ground and five upper floors.

It is situated in a central and traditional office location in the heart of Midtown Central London and in close proximity to a few underground stations, namely Chancery Lane station, Temple station and the Farringdon station hub of the Crossrail. It is also strategically located in the heart of the traditional legal area that is within a short walking distance from various key legal institutions such as the Law Society Building and the Royal Courts of Justice.

The property was fully leased until 31 May 2023. Thereafter, it will undergo asset enhancement works which is expected to be completed by end 2025.

KEY STATISTICS	
% owned by Group	50
Site Area (acres)	0.5198
Lettable Area (sqm)	7,888
Tenure	Freehold
No. of Tenant	1
Occupancy Rate (%)	100
Valuation (100%)	S$133 million (£81 million)
Partner	Lee Kim Tah Holdings Limited

PORTFOLIO REVIEW

PORTFOLIO OF SIX PURPOSE-BUILT STUDENT ACCOMMODATION[1]

United Kingdom

Dean Street Works, Bristol, UK

73-77 Penrhyn Road, Kingston, UK

In December 2020, Metro established a purpose-built student accommodation ("PBSA") fund, Paideia Capital UK Trust ("Trust") through a newly formed strategic partnership with Lee Kim Tah Holdings Limited and Woh Hup Holdings Pte Ltd, to expand and diversify further in the United Kingdom. Metro and its joint venture partners incorporated Paideia Partners Pte. Ltd. to act as fund manager to grow its fund management arm.

Upon the First Closing of the fund, the Trust acquired its first PBSA seed property in Warwick for a total consideration of £21.5 million (approximately S$38.7 million). In January 2021, the Trust acquired its second asset in Bristol – Dean Street Works, for a total purchase consideration of £30.1 million (approximately S$54.8 million).

In May 2022, the Trust legally completed its acquisition of four PBSA properties in Durham, Exeter, Glasgow and Kingston for a total consideration of £74.4 million (approximately S$119.0 million). The total portfolio of six PBSA properties was valued at £135.5 million (approximately S$222.8 million) and achieved a committed occupancy rate of 83.7% as at 31 March 2023.

Gallery Apartments, Glasgow, UK

Iron Bridge Studios, Exeter, UK

St. Giles Studio, Durham, UK

KEY STATISTICS	
Trust	Paideia Capital UK Trust
Initial Aggregate Committed Capital	£60.0m
% owned by Group	30
No of Beds	902
Committed Occupancy Rate (%)	83.7
Valuation (100%)	S$222.8 million (£135.5 million)
Fund Manager	Paideia Partners Pte. Ltd.
% owned by Group	33.3
Partners	Lee Kim Tah Holdings Limited / Woh Hup Holdings Pte Ltd

[1] See map on page 2 for complete list of six properties

PORTFOLIO REVIEW

PORTFOLIO OF 17 OFFICE & RETAIL PROPERTIES[1]
Australia

In November 2019, Metro expanded its regional footprint by investing 20% in a joint venture with Sim Lian that owns a portfolio of 14 quality freehold properties comprising 4 office buildings and 10 retail centres that span across 4 key states in Australia, namely New South Wales, Victoria, Queensland and Western Australia. The four office buildings are strategically located in the core CBD of Sydney and Brisbane, and the fringe CBD of Melbourne and Perth. The other 10 retail centres are located regionally with over 90% of the retail space being anchored by defensive non-discretionary retailers such as supermarkets that cater to day-to-day necessities of the community within the primary residential catchment area. Metro deepened its footprint in Australia in November 2020 by acquiring Ropes Crossing Village Shopping Centre in New South Wales. In 2021, Metro acquired Cherrybrook Village Shopping Centre in New South Wales. Subsequent to this acquisition, Metro stepped-up its equity stake from 20% to 30% for the Australian portfolio.

In September 2022, Metro acquired Shepparton Marketplace in Victoria. The Australian portfolio, with a total appraised value of A$1.2 billion (approximately S$1.1 billion), has a high occupancy of 96.5% and a WALE of approximately 5.7 years by income as at 31 March 2023.

To align the interest with its strategic partner, Sim Lian, and to grow its asset management arm, the Group invested a 20% equity stake in an asset and investment management company namely, Sim Lian – Metro Capital Pte. Ltd., in November 2019 to manage the portfolio in Australia. In October 2021, Metro stepped-up its equity stake to 30%.

KEY STATISTICS	
% owned by Group	30
Lettable Area (sqm)	163,931
Tenure	Freehold
Occupancy Rate (%)	96.5
Valuation (100%)	S$1,069 million (A$1,205 million)
Partner	Sim Lian Holdings Pte Ltd
Asset & Investment Manager	Sim Lian – Metro Capital Pte. Ltd.

[1] See map on page 3 for complete list of 17 properties

Office Building at 50 Margaret Street, Sydney, NSW

Jordan Springs, NSW

Office Building at 100 Edward Street, Brisbane, QLD

Office Building at 390 St Kilda Road, Melbourne, VIC

PORTFOLIO REVIEW

DEVELOPMENT PROPERTIES

TRANS PARK BEKASI
Jakarta

Trans Park Juanda, Bekasi consists of five 32-storey residential towers with 5,660 units and is part of the larger Trans Park @ Juanda Bekasi, a quality landmark mixed-development consisting of a hotel, a school, Small office Home office ("SoHo") apartments, shophouses, an office building and a Transmart mall over a total site area of 4.5 hectares. The Transmart mall, with a gross floor area of approximately 30,485 square metres, opened in April 2019 with department stores, supermarket, food and beverage and cinemas, as well as a theme park with Snow World and Kidcity.

All five residential towers have topped-off and apartment sales are underway. The units of two towers are being handed over progressively.

KEY STATISTICS	
% owned by Group	90
Construction start date	November 2017
Topped-off date	March 2021
Total saleable GFA (sqm)	162,754
Purchase consideration (100%)	IDR1.99 trillion
Partners	CT Corp / Lee Kim Tah Holdings Limited

TRANS PARK BINTARO
Jakarta

Trans Park Bintaro consists of two residential towers with approximately 1,260 apartment units and 170 SoHo units and is part of the larger Trans Park Bintaro, a quality landmark mixed-development that includes a Transmart mall over a total site area of 1.6 hectares. The Transmart mall, with a gross floor area of approximately 22,361 square metres, opened in December 2019 with department stores, supermarket, F&B and cinemas, as well as a theme park with Snow World and Kidcity.

Both residential towers have topped-off and apartment sales are underway. The units of one tower are being handed over progressively.

KEY STATISTICS	
% owned by Group	90
Construction start date	March 2018
Topped-off date	July 2021
Total saleable GFA (sqm)	61,619
Purchase consideration (100%)	IDR1.33 trillion
Partners	CT Corp / Lee Kim Tah Holdings Limited

PORTFOLIO REVIEW

MIDDLEWOOD LOCKS
Manchester


Middlewood Locks Exterior


Middlewood Locks Interior

KEY STATISTICS	
% owned by Group	25
Site Area (acres)	25
Tenure	Freehold
Estimated total GFA (sqft)	2.4 million
Gross Development Value	£1 billion
Partner	Scarborough Group International Limited

Middlewood Locks is situated at the Western boundary of the Manchester City Centre, next to the River Irwell and the Trinity Way Inner Ring Road. The development is a short distance away from major roads and is set to be a vibrant neighbourhood which will eventually provide 2,215 new homes and 900,000 square feet of commercial space, including offices, hotel, shops and restaurants.

With beautifully landscaped open spaces, waterways and promenades, Middlewood Locks' modern apartments will be nestled within a vibrant and exciting environment. Middlewood Locks' residential properties will be developed in phases.

Phase 1 and Phase 2 development have been fully sold and handed over.

Phase 3 has commenced construction in 2Q2022 with completion expected in late 2024. Sales and marketing activities are in progress.

PORTFOLIO REVIEW

SHEFFIELD DIGITAL CAMPUS
Sheffield

The Sheffield Digital Campus is a striking contemporary landmark that is centrally located on Sheaf Street and is adjacent to the Sheffield City Centre's main railway station. It is a prominent feature for those arriving in the City via the primary road and rail routes.

Acero Works, a Grade-A office building with six floors, spanning 7,460 square metres and with a secure car park facility, was completed in 3Q2017 and sold in May 2018.

Endeavour, another Grade-A office building with seven floors, spanning 6,035 square metres and with a secure car park facility, has achieved practical completion in June 2023.

KEY STATISTICS	
% owned by Group	50
Site Area (acres)	1.03
Tenure	Freehold
Completion date	2023
Lettable Area (sqm)	6,035
Partner	Scarborough Group International Limited

BAY VALLEY
Shanghai

Acquired in September 2017, the office building, 0.9% of C4, comprises a total gross floor area of approximately 328 square metres. Located at No. 25, 1688 Guoquan North Road, the property is well-located within the integrated business community development known as the Bay Valley ("湾谷"). Bay Valley is situated in New Jiangwan City ("新江湾城"), which is in the Yangpu ("杨浦") District of Shanghai, one of China's most established industrial centres.

KEY STATISTICS	
% owned by Group	30
Land use rights tenure ending on	2 November 2058
Saleable/Leaseable GFA (sqm)	328
Gross Development Value (100%)	S$2 million (RMB8 million)
Partner	Top Spring International Holdings Limited

PORTFOLIO REVIEW

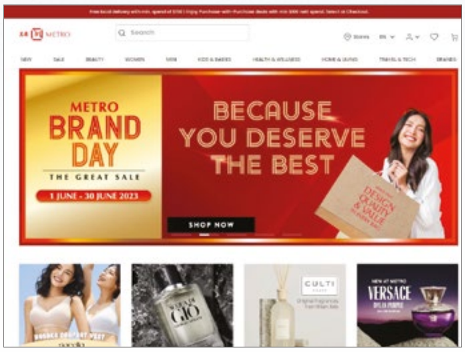
TOP SPRING INTERNATIONAL HOLDINGS LIMITED

The Group owns about 14.9% of Top Spring as at 31 March 2023.

The Top Spring Group is specialised in the development and operation of urban mixed-use communities and the development and sale of residential properties in the Greater Bay Area, the Yangtze River Delta, the Central China, the Beijing-Tianjin and the Chengdu-Chongqing regions in the People's Republic of China (the "PRC").

As at 31 December 2022, the Top Spring Group had a total of 21 projects over 10 cities in various stages of development, including an estimated net saleable/leasable gross floor area ("GFA") of completed projects of approximately 350,503 square metres ("sqm"), an estimated net saleable/leasable GFA of projects under development of approximately 90,849 sqm, and an estimated net saleable/leasable GFA of projects contracted to be acquired or under application for change in land use of approximately 6,497 sqm, totalling an estimated net saleable/leasable GFA of approximately 447,849 sqm.

PORTFOLIO REVIEW



RETAIL

RETAIL OPERATIONS

Since the late Mr Ong Tjoe Kim ("王梓琴") launched his flagship store at 72 High Street in 1957, Metro has grown into a retailer with an established brand name in the region.

Metro Retail is dedicated to continually improving its merchandise mix to provide customers with refreshing shopping experiences. We achieve this through close collaborations with local and international business partners, expanding product categories, and optimising product assortments.

To provide a complete omnichannel customer experience, Metro Retail is undergoing a digital transformation. This transformation aims to meet the evolving buying behaviour and needs of customers. Metro introduced a cross-platform merchandising and selling option to enhance convenience and implement an omnichannel strategy. Customers can now buy, collect, exchange, and return merchandise from any Metro store, regardless of the channel or platform they choose to engage with. This provides a consistent and integrated shopping experience across various touch points, meeting customers' needs and preferences.

In the face of the challenging retail environment, fuelled by rising inflation and an increase in Goods and Services Tax, it is important for Metro Retail to leverage data analytics to gain valuable insights into customer buying behaviour and shopping preferences. This data serves as a foundation for enhancing shopping experience and enables the group to adapt & respond quickly to changing buying behaviour, amidst all the economy uncertainty, by curating relevant products both in-store and online. The focus on customer preferences and data-driven decision-making will ensure that customers can enjoy seamless shopping experiences.

Metro values its loyal customers and rewards them through its Customer Relationship Management ("CRM") program. This platform also enables Metro to innovate and find additional ways to delight loyal customers with curated product offerings.

Metro Retail will continue its relentless pursuit of excellence, striving to provide exceptional shopping experiences and meet the ever-changing expectations of its valued customers.

Metro continues to adhere to the Personal Data Protection Act 2012 ("PDPA"), and ensures that there are proper protocols and processes in place to safeguard its customers' data.

SINGAPORE

Metro Stores

The Group currently has two stores in Singapore under its flagship brand, Metro:

- Metro Paragon
- Metro Causeway Point, Woodlands

Metro Paragon continues to evolve as a fashion store having an array of in-house, local and international brand names while Metro Woodlands continues to serve the neighbourhood community in Singapore's North West District.

On the marketing front, Metro stores are promoted for their best Design, Quality, Value and Services. The Group will continue to build on this principle as the bedrock of its business.

INDONESIA

Metro Trademarks

Metro granted PT Metropolitan Retailmart, which was divested in December 2019 to the Group's existing partner, permission to use its "Metro" trademarks in Indonesia.

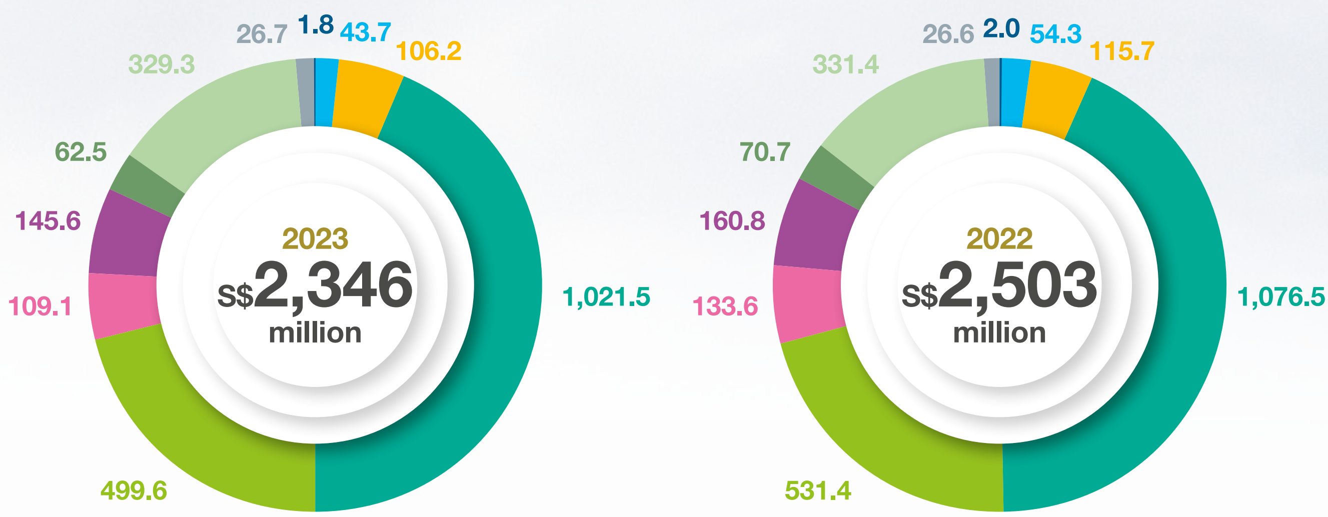
OUTLOOK

Overall Singapore retail environment will continue to be challenging, as total retail sales dropped by 8.2% MoM in January 2023[1], impacted by the higher inflation-driven costs in raw material, labour and energy amidst a highly competitive trading environment. These factors will continue to weigh on our two department stores at Paragon and Causeway Point. The Group's online retail business continues via Metro Online, LazMall and Shopee Mall.

[1] Cushman & Wakefield, Marketbeat Singapore, Retail Q1 2023, 11 April 2023

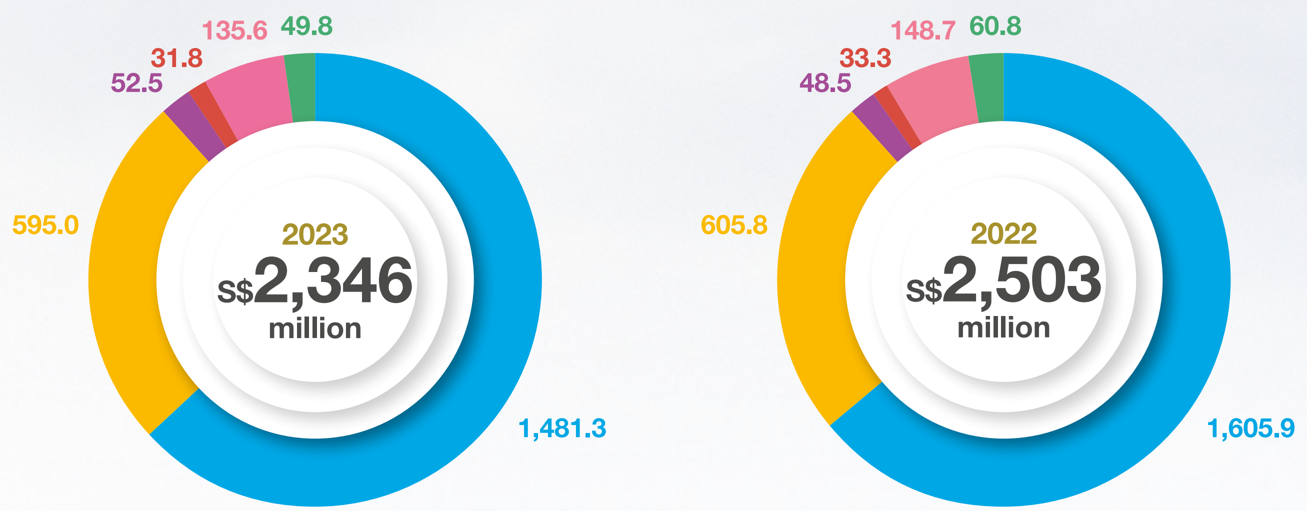
FINANCIAL HIGHLIGHTS

TOTAL ASSETS OWNED
(S$' million)



- Plant and Equipment
- Right-of-Use Assets
- Investment Property
- Associates
- Joint Ventures
- Long Term Investments
- Development Properties
- Accounts and Other Receivables
- Cash and Cash Equivalents
- Others

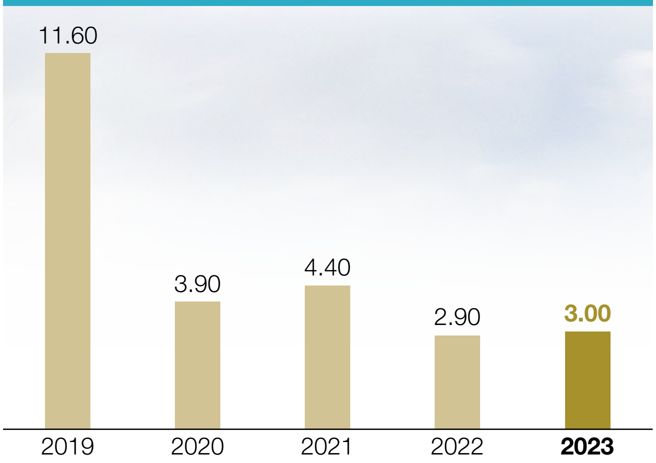
TOTAL LIABILITIES AND CAPITAL
(S$' million)



- Total Equity
- Borrowings
- Accounts and Other Payables and Deferred Income
- Tax and Deferred Tax Liabilities
- Amount Due to Joint Ventures
- Lease Liabilities

FINANCIAL HIGHLIGHTS

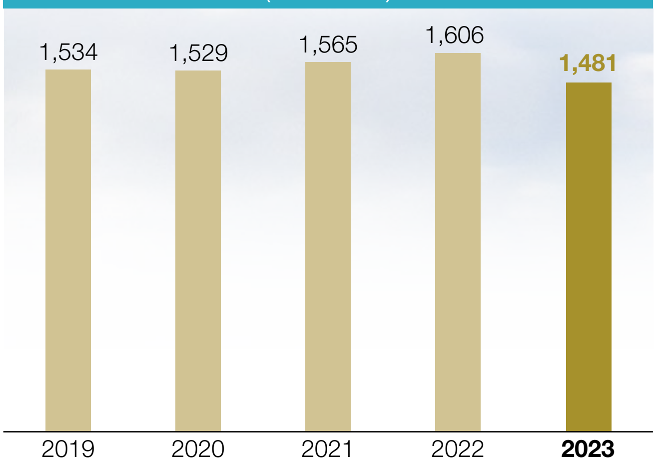
EARNINGS PER SHARE
(cents)



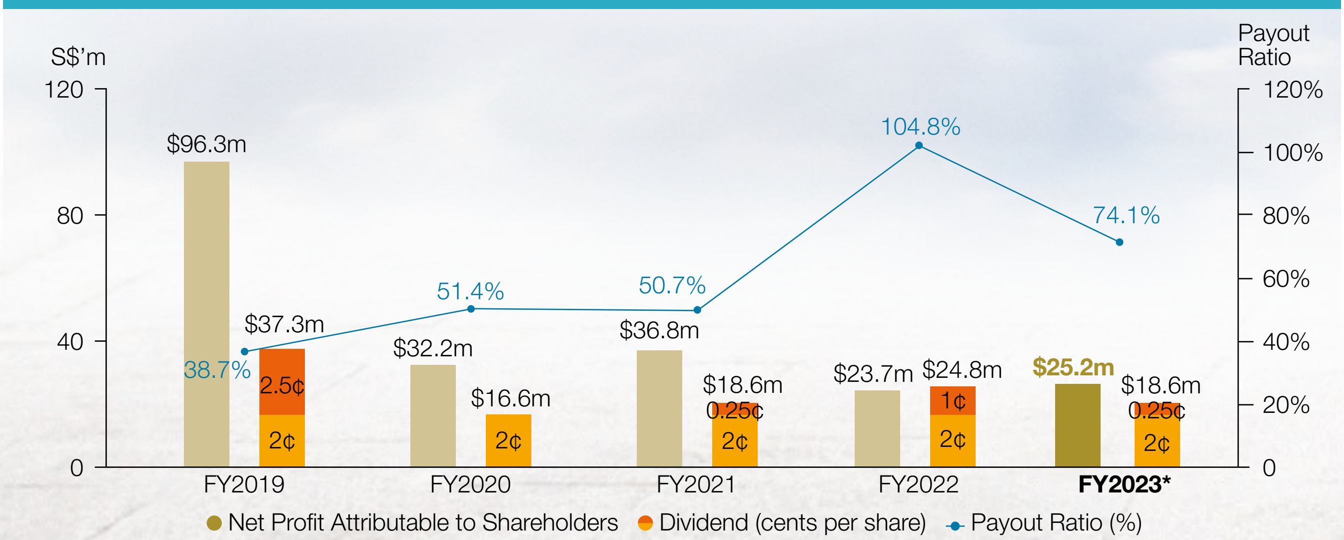
RETURN ON TOTAL ASSETS
(%)

RETURN ON SHAREHOLDERS' FUNDS
(%)

TOTAL NET ASSETS
(S$'million)



DIVIDEND PAYOUT



* FY2023's proposed dividend subject to shareholders' approval at the AGM in July 2023

FINANCIAL SUMMARY

	2023	2022	2021	2020	2019
Financial Results (S$'000)					
Revenue	117,237	100,503	97,323	210,254	171,964
Profit from operations before taxation	31,723	31,699	47,562	39,731	108,033
Taxation	(6,379)	(8,048)	(10,567)	(6,651)	(11,338)
Profit net of taxation	25,344	23,651	36,995	33,080	96,695
Non-controlling interests	(193)	49	(243)	(832)	(413)
Net profit attributable to shareholders	25,151	23,700	36,752	32,248	96,282
Net final dividend proposed/paid	16,561	16,561	16,561	16,561	16,561
Net final special dividend proposed/paid	2,070	8,280	2,070	–	20,701
Balance Sheets (S$'000)					
Plant and equipment	1,844	1,988	2,710	1,465	2,128
Investment property	106,196	115,744	111,725	109,022	112,029
Other non-current assets	1,449,443	1,568,243	1,276,713	1,296,495	1,092,036
Current assets	788,374	817,307	956,225	829,357	693,492
Total assets	2,345,857	2,503,282	2,347,373	2,236,339	1,899,685
Current liabilities	(207,935)	(200,883)	(390,366)	(208,619)	(166,376)
Long term and deferred liabilities	(656,606)	(696,541)	(391,511)	(499,023)	(199,154)
Net assets	1,481,316	1,605,858	1,565,496	1,528,697	1,534,155
Financed by:					
Share capital	169,717	169,717	169,717	169,717	169,717
Treasury shares	(1,768)	(1,768)	(1,768)	(1,768)	(1,768)
Reserves	1,288,741	1,411,897	1,368,700	1,332,130	1,342,350
Shareholders' funds	1,456,690	1,579,846	1,536,649	1,500,079	1,510,299
Non-controlling Interests	24,626	26,012	28,847	28,618	23,856
	1,481,316	1,605,858	1,565,496	1,528,697	1,534,155

FINANCIAL SUMMARY

	2023	2022	2021	2020	2019
Financial Ratios					
Earnings per share after tax and non-controlling interests (cents)#	3.00	2.90	4.40	3.90	11.60
Return on shareholders' funds (%)^#	1.66	1.52	2.42	2.14	6.47
Return on total assets (%)^#	1.04	0.98	1.60	1.56	5.36
Dividend proposed					
Special final & interim net dividend per share (cents)	0.25	1.00	0.25	–	2.50
Final/Interim net dividend per share (cents)	2.00	2.00	2.00	2.00	2.00
Dividend cover (times)#	1.35	0.95	1.97	1.95	2.58
Net assets per share (S$)#	1.76	1.91	1.86	1.81	1.82
Net debt equity ratio	0.18	0.17	0.06	0.10	Net Cash
Total liabilities to shareholders' funds (times)	0.59	0.57	0.51	0.47	0.24
Interest cover (times)#	2.18	2.65	3.46	3.09	19.62

Notes:

^ In calculating return on shareholders' funds and return on total assets, the average basis has been used.

The financial ratios are based on continuing operations.

CORPORATE SOCIAL RESPONSIBILITY

As Metro continues to position for growth through its diversification for resilience strategy, the Group holds firm in its commitment to be a sustainable responsible corporate citizen through positive contributions to society. Specifically, we continue to focus on children, the future pillars of society, enabling them through education; and taking care of the silver generation.

COMMITMENT TO SUSTAINABILITY

Singapore

Metro 65 Tree Planting With National Parks Board ("NParks")

On 23 February 2023, more than 70 Metro volunteers, together with NParks Singapore staff and volunteers, planted 65 trees on Coney Island to commemorate Metro's 65th Anniversary. This is in conjunction with the OneMillionTrees movement, which is a nationwide effort to plant a million trees across Singapore over the next 10 years, bringing the number of trees in Singapore to more than 8 million.

WeCare @ North West – Service Weeks

On 6 January 2023, Metro partnered North West Community Development Council to distribute 295 care packages of essential food items to vulnerable and needy residents, under the Public Rental Housing Scheme. 20 Metro volunteers contributed to this cause, and more than 163,000 residents have benefitted from Service Weeks since its inception in 2014.

"Metro Is Singapore" Corporate Social Responsibility ("CSR") Initiative

Metro raised more than S$250,000 by pledging 1.5% of its sales revenue from its two department stores and online platforms from 1 to 31 December 2022 towards helping Singaporeans under the "Metro Is Singapore" CSR initiative. This is in collaboration with Benjamin Kheng and Annette Lee, who performed in support of this initiative at the Paragon Atrium on 16 December 2022.

Beach Clean-up with World Wide Fund for Nature Singapore ("WWF") and People's Association ("PA")

On 4 October 2022, more than 40 Metro staff, together with volunteers from WWF and PA, collected more than 140 kg of trash along East Coast beach in an effort to

Metro 65 Tree Planting With National Parks Board ("NParks")

WeCare @ North West – Service Weeks

"Metro Is Singapore" CSR initiative

Beach Clean-up with World Wide Fund for Nature Singapore ("WWF") and People's Association ("PA")

CORPORATE SOCIAL RESPONSIBILITY

reduce micro-plastics in Singapore. This is in conjunction with WWF's Plastic ACTion Initiative to reduce plastic disposables, and marks Metro's second year of the Retail Bag charge pledge (since May 2021), to encourage our customers to bring their own bags and thereby reduce disposable bag wastage in an effort to be more sustainable.

EMPOWERING THROUGH EDUCATION

Shanghai, China

Metro Teacher Research Scholarship

Since 1999, Metro and the Shanghai Xuhui District have hosted the "Happy Summer in Metro" event, and this has become a popular community activity central to the Shanghai Metro brand. Each year, Shanghai Metro donates to the Shanghai Xuhui District Education Development Fund: RMB100,000 to further the development of education and RMB150,000 to reward outstanding teachers, and has cumulatively contributed more than RMB3.8 million since inception.

Despite being unable to organise the "Happy Summer in Metro" event in FY2023 given COVID-19 pandemic restrictions, Shanghai Metro signed a commitment in September 2022 to contribute RMB300,000 per year from 2023 to 2025, for a total of RMB900,000 to support teachers in their education and research aspirations. In addition to financial assistance, scholarship recipients will be assigned a mentor, and supported by one-on-one and group guidance sessions to achieve their goal of enabling through education.

Metro Teacher Research Scholarship

Anhui, China

Shanghai Metro Hope School

Despite the challenges of COVID-19 making a physical visit to the Shanghai Metro Hope School in Feng Yang County, Anhui Province, China impossible, the Metro Shanghai team organised a "virtual visit" to encourage the students in October 2022. The Metro Shanghai team donated RMB12,000 worth of story books and reading materials by penning personal notes to the students within the books to cultivate their interest in reading and to develop good study habits, and in return the students wrote letters back.


Shanghai Metro Hope School "virtual visit"

CORPORATE SOCIAL RESPONSIBILITY

CARING FOR THE ELDERLY

Since 2006, Shanghai Metro has contributed to Shanghai Xujiahui Street Home for the elderly annually. Since early 2022, Metro Shanghai staff have volunteered their services by providing guidance and assistance to the elderly in navigating COVID-19 procedures. In FY2023, Shanghai Metro also provided health check-ups, haircuts, mobile phones servicing and spectacles cleaning for the elderly.

A RESPONSIBLE CORPORATE CITIZEN

Recognising that our success was built with the support of the greater community, Metro actively participates in charitable efforts and initiatives that benefit society. The Group remains fully committed to supporting our communities by providing education opportunities whilst caring for the elderly. Through our efforts, we seek to strengthen the future pillars of society, so as to create a ripple effect for future generations to come.

Caring for the Elderly

CORPORATE GOVERNANCE

Metro Holdings Limited ("**Metro**" or the "**Company**") is committed to high standards of corporate governance. This Report describes the Company's corporate governance practices with specific reference made to the principles and provisions of the revised Code of Corporate Governance 2018 (the "**2018 Code**").

Pursuant to Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Board of Directors of the Company (the "**Board**") confirms that the Company and the Group, have for FY2023 complied with the Principles as set out in the 2018 Code. The Board also confirms that where there are deviations from the Provisions of the 2018 Code, explanations for the deviation and how the Group's practices are consistent with the intent of the relevant principle are provided in the sections below.

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.

Provisions 1.1 and 1.2

Board roles and directors' duties

Board's role

The Board oversees the business affairs and sets overall corporate strategy and direction of the Group. The Board is collectively responsible for the long-term success of the Group. Management plays an important role in providing Board members with complete, adequate and timely information to assist the directors in the fulfilment of their responsibilities.

Scope of directors' duties

Apart from its statutory duties, the Board's principal functions include:

(i) reviewing the adequacy and effectiveness of the Group's risk management and ensuring that management maintains a sound system of internal controls framework (including financial, operational and management systems) to safeguard the shareholders' investments and the Group's assets;
(ii) monitoring and managing risks to achieve appropriate balance between risks and Group performance;
(iii) reviewing Management's performance; and
(iv) ensuring that standards of code of conduct applied to Management are observed.

The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group. It works closely with Management, its external and internal auditors to make objective decisions in the interest of the Group. The Board is supported by the Nominating Committee ("**NC**"), Audit Committee ("**AC**"), Remuneration Committee ("**RC**") and Investment Committee ("**IC**") (collectively, the "**Board Committees**") to facilitate the discharge of its functions to which it has delegated specific areas of responsibilities.

Conflicts of interest

All Board members who have a potential conflict of interest in any matter being considered are required to abstain from participating in the relevant Board discussion and decision making. This policy also applies to all the Board Committees.

Continuous Training for Directors and Orientation for incoming Directors

Directors are regularly updated on the business activities of the Group during the Board meetings. Changes to regulations and accounting standards are monitored closely by Management. Directors are updated on regulatory changes, such as changes in laws and regulations, code of corporate governance, financial reporting standards to enable them to effectively discharge their duties. News releases issued by the SGX-ST and the Accounting and Corporate Regulatory Authority ("**ACRA**") which are relevant to the directors are circulated to the Board by the company secretary so that the Board as a whole is kept up-to-date on pertinent matters relating to the relevant regulatory requirements and their key changes such as listing rules, corporate governance, risk management, financial reporting standards and the Companies Act 1967.

CORPORATE GOVERNANCE

Newly-appointed directors will be given briefings by the Management on the business activities of the Group and its strategic directions as well as its corporate governance practices. If a newly-appointed director has no prior experience as a director of SGX-ST listed company, he is required to attend courses and training organised by institutions such as Singapore Institute of Directors ("**SID**"), the ACRA and the SGX at the Company's expense.

To keep abreast with developments in corporate, financial, legal and other compliance requirements, directors are encouraged to attend relevant courses, conferences and seminars funded by the Company.

In FY2023, a director attended the SID courses on LED – Environmental, Social and Governance Essentials (Core), LED 1 - Listed Entity Director Essentials, LED 3 - Board Performance, LED 4 - Stakeholder Engagement and LED 6 - Board Risk Committee Essentials, and the courses attended by the other directors included LED – Environmental, Social and Governance Essentials (Core).

The directors also regularly receive reading materials on topical matters or subjects as well as updates on regulatory changes and their implications.

Provision 1.3 – Internal guidelines on matters requiring Board's approval

The Board oversees the business affairs of the Group and sets overall corporate strategy and direction. It approves the Group's annual budget and strategic plans, key business initiatives and financial objectives, major investment and divestment and funding proposals. The Board also monitors operating and financial performance and oversees the processes for risk management, financial reporting and compliance and evaluating the adequacy of internal controls. It approves nominations to the Board of Directors. Matters specifically reserved for Board's decisions are those involving material acquisitions and disposal of assets, corporate or financial restructuring, share issuances and dividends. The Board has adopted a set of internal guidelines on these matters.

The Board is also responsible for the succession planning, appointment and replacement of directors, as well as appointment of key management personnel and the determination of their remuneration.

Board organisation and support

Provision 1.4 – Delegation to Board Committees

The Board is supported by the Board Committees to assist it in the discharge of its responsibilities and to enhance the Company's corporate governance framework. Each Committee has its own terms of reference which sets out the scope of its duties and responsibilities. Any change to the terms of reference for any Board Committee requires the Board's approval. Each Board Committee examines issues pursuant to their written terms of references and makes recommendations to the Board, who shall then decide after taking into consideration such recommendations. Minutes of all Board Committees meetings are circulated to the Board so that directors are aware of and kept updated as to the proceedings and matters discussed during such Board Committee meetings.

While the Board Committees have the authority to examine particular issues and report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters still lies with the entire Board.

Provision 1.5 – Board and Board Committee meetings and attendance records

The Board and the Board Committees meet regularly based on meeting schedule planned in advance of each financial year so as to ensure maximum attendance by all participants. Ad hoc meetings can be convened as warranted by circumstances. If a director is unable to attend meetings in person, telephonic or video conference participation at meetings is allowed under the Constitution of the Company.

In order to ensure that the Board is able to fulfill its responsibilities, prior to the Board meetings, the Management provides the Board with information containing relevant background or explanatory information required to support the decision-making process.

The Board conducts regular scheduled meetings on a quarterly basis. Management has access to the directors for guidance or exchange of views outside of the formal environment of the Board meetings.

CORPORATE GOVERNANCE

The Board has separate and independent access to the company secretaries at all times. The company secretaries attend Board and Committees' meetings and are responsible for ensuring that Board procedures are followed. The Board also has access to independent professional advice, where necessary, at the Company's expense.

The Company's Constitution permits directors to attend meetings through the use of audio-visual communication equipment. The attendance of directors at Board and Committees' meetings, whilst they were members in FY2023, as well as at the Annual General Meeting held in 2022 are set out below:

Name of Director	Board		Audit Committee		Nominating Committee		Remuneration Committee		Investment Committee		Annual General Meeting
	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	Attended
Lt-Gen (Retd) Winston Choo Wee Leong	7	7	4	–	3	3	2	2	5	5	1
Gerald Ong Chong Keng	7	7	4	4	3	–	2	–	5	5	1
Mrs Fang Ai Lian	7	7	4	4	3	3	2	–	5	–	1
Tan Soo Khoon	7	7	4	4	3	3	2	–	5	5	1
Deborah Lee Siew Yin	7	6	4	–	3	–	2	2	5	4	1
Yip Hoong Mun	7	7	4	4*	3	2*	2	2*	5	5	1
Ng Ee Peng	7	7	4	4	3	–	2	2	5	–	1
Soong Hee Sang[1]	7	5	4	–	3	–	2	–	5	2	N.A.
Ong Sek Hian (Wang ShiXian)[2]	7	4	4	2*	3	–	2	–	5	1*	N.A.

1 Appointed as a non-executive and independent director and a member of Investment Committee on 1 September 2022.

2 Appointed as a non-executive and non-independent director on 1 November 2022.

* Attendance by invitation

During FY2023, the independent directors and non-executive director also met amongst themselves and/or with the Executive Director and Group CEO and management team on an ad hoc basis to approve and/or discuss specific issues or matters relating to the Group. Such informal discussions and meetings are not included in the above table.

Provision 1.6 – Access to Information

Directors are given full access to the management team and company secretary, all Board and Board Committees' minutes and all approval and information papers.

All scheduled Board and Board Committees' meetings are planned in advance of each financial year and meeting papers are distributed to the directors at least one week before the meetings.

In addition to the annual budget submitted to the Board for approval, Management also provides the Board with quarterly operational reports and related materials on the Group's performance position and prospects and any material variances between the actual results with previous corresponding period against the budget with appropriate explanation.

In between Board meetings, important matters concerning the Company are also put to the Board for its decision by way of circulating resolutions in writing for the directors' approval together with supporting memorandum to enable the directors to make informed decisions.

CORPORATE GOVERNANCE

Provision 1.7 – Independent professional advice/company secretary

The Company provides for the directors, individually or as a group to have separate and independent access to management and the company secretary, and to seek external independent professional advice, where necessary, at the expense of the Company in furtherance of their duties and after consultation with the Chairman of the Board.

The role of the company secretary has been clearly defined which includes, inter alia, advising the Board on all matters regarding proper functioning of the Board, compliance with the Company's constitution, the Companies Act 1967, relevant provisions of the Securities and Futures Act and the Listing Manual of the Singapore Exchange Securities Trading Limited. The company secretary assists the Board in implementing and strengthening corporate governance policies and procedures.

Under the direction of the Chairman, the company secretary ensures good information flow to and within the Board and the Board Committees and between management and the non-executive directors.

During FY2023, the company secretary attended meetings of the Board and its committees and the minutes of such meetings were circulated to all members of the Board and Board Committees.

The appointment and removal of the company secretary are subject to the approval of the Board.

BOARD COMPOSITION AND 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.

The Board comprises the following directors as at the date of the Annual Report:

Name of Director	Board	Audit Committee	Nominating Committee	Remuneration Committee	Investment Committee
Lt-Gen (Retd) Winston Choo Wee Leong	Chairman	–	Chairman	Chairman	Chairman
Gerald Ong Chong Keng	Member	Member	–	–	Member
Mrs Fang Ai Lian	Member	Chairman	Member	–	–
Tan Soo Khoon	Member	Member	Member	–	Member
Deborah Lee Siew Yin	Member	–	–	Member	Member
Yip Hoong Mun	Member	–	–	–	Member
Ng Ee Peng	Member	Member	–	Member	–
Soong Hee Sang[1]	Member	–	–	–	Member
Ong Sek Hian (Wang ShiXian)[2]	Member	–	–	–	–

[1] Appointed as a non-executive and independent director and a member of Investment Committee on 1 September 2022.

[2] Appointed as a non-executive and non-independent director on 1 November 2022.

Lt-Gen (Retd) Winston Choo Wee Leong is the non-executive and independent Chairman. Mr Gerald Ong Chong Keng is a non-executive and non-independent director, and a representative of Eng Kuan Company Private Limited with effect from 5 June 2018. Mr Ong Sek Hian (Wang ShiXian), is a non-executive and non-independent director, and is a representative of Leroy Singapore Pte Ltd with effect from 1 November 2022. Mrs Fang Ai Lian, Mr Tan Soo Khoon, Ms Deborah Lee Siew Yin, Mr Ng Ee Peng and Mr Soong Hee Sang are non-executive and independent directors. Mr Yip Hoong Mun is the Executive Director and Group CEO of the Company.

CORPORATE GOVERNANCE

Provision 2.1 – Director Independence

There is strong and independent element on the Board. As at 31 March 2023, the Board consisted of nine board members, out of which six are non-executive and independent directors, two are non-executive and non-independent directors and one executive director.

The NC determines the independence of each director annually. An independent director is one who is independent in conduct, character and judgment and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that can interfere, or be reasonably perceived to interfere with the exercise of the director's independent business judgment to the best interests of the Company.

The NC conducted its annual review of the directors' independence and is satisfied that the Company complies with Rule 210(5)(c) of the Listing Manual of SGX-ST which requires independent directors to consist of at least one-third of the Board.

The NC and the Board take into account the existence of relationships or circumstances, including those identified by the SGX-ST Listing Rule 210(5)(d) and the 2018 Code's Practice Guidance ("**Practice Guidance**"), that are relevant in determining a director's independence.

The Company's process of determining whether a director is independent includes the use of a declaration form on independence which each independent director is required to complete and submit to the NC for its annual review. The results of the self-assessment are then collated by the company secretary and reported to the Board.

For FY2023, the NC had assessed the independence of Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian, Mr Tan Soo Khoon, Ms Deborah Lee Siew Yin, Mr Ng Ee Peng and Mr Soong Hee Sang, and was satisfied that there was no relationship or other factors such as financial assistance, past association, business dealings, being a representative of a shareholder, financial dependence, relationship with the Group or the Group's management, which would impair or compromise their independent judgment or which would deem them not to be independent.

Each independent director had recused himself or herself in the determination of his or her own independence.

Independence of Directors Who Have Served on the Board beyond Nine (9) Years

As at 31 March 2023, three independent directors, namely Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon have served on the Board for more than nine years from the date of their respective first appointment.

Pursuant to Rule 210(5)(d)(iv) of the Listing Manual of the SGX-ST, which takes effect for an issuer's annual general meeting for the financial year ending on or after 31 December 2023, a director will not be independent if he has been a director of the issuer for an aggregate period of more than nine years (whether before or after listing) and such Director may continue to be considered independent until the conclusion of the next annual general meeting of the issuer.

To provide issuers sufficient time for board appointments, SGX RegCo has established transitional arrangements and will implement the nine year limit at issuers' annual general meetings for the financial year ending on or after 31 December 2023. The transitional arrangements apply between 11 January 2023 and the date of issuer's AGM for the financial year ending on or after 31 December 2023 ("**Transitional Period**"). During the Transitional Period, independent directors whose tenure exceeds the nine-year limit may continue to be independent until the conclusion of the next annual general meeting of the issuer for the financial year ending on or after 31 December 2023.

In view of the Transitional Period, Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon continue to be considered independent until the conclusion of the Company's Annual General Meeting ("**AGM**") to be held in 2024.

The NC and the Board have determined that Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon continue to remain objective and independent-minded in Board deliberations. Their respective vast experience enable them to provide the Board and the various Board Committees on which they have been serving, with pertinent experience and competence to facilitate sound decision-making. The NC and the Board noted that each of Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon has not hesitated to express his or her own viewpoints as well as seeking clarifications from Management on issues they deem necessary and each of them is able to exercise objective judgment on corporate matters independently, in particular from Management.

Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon's length of service do not in any way interfere with their exercise of independent judgment nor hinder their ability to act in the best interest of the Company.

After due consideration and careful assessment, the NC and the Board are of the view that each of Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon is able to continue to discharge his or her duties independently with integrity and competence.

Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon has each abstained himself/herself from all NC and Board deliberations and decisions relating to his or her continued independence.

Therefore, the NC and the Board are of the view that Lt-Gen (Retd) Winston Choo Wee Leong, Mrs Fang Ai Lian and Mr Tan Soo Khoon remain independent. The NC and the Board noted that, no individual or small group of individuals dominates the Board's decision making process.

Provision 2.2 – Composition of independent directors on the Board

Provision 2.2 of the 2018 Code requires independent directors to make up a majority of Board where the Chairman is not independent. Currently, Lt-Gen (Retd) Winston Choo Wee Leong, Chairman of the Board, is considered an independent director.

In FY2023, more than half of the Board members were made up of non-executive and independent directors. Therefore, the NC is of the view that the Board has sufficient independent element and its composition is appropriate to facilitate effective decision-making.

Provision 2.3 – Proportion of non-executive directors

In FY2023, independent directors and non-executive directors constitute more than half of the Board. There are six non-executive and independent directors and two non-executive and non-independent directors on the Board. The non-executive and independent directors and the non-executive and non-independent directors had constructively challenged, contributed and helped Management develop proposals for the Company and the Group's short-term and long-term business strategies. Their views and opinions also provide different perspectives to the Group's businesses. The management's progress in implementing such agreed business strategies is being monitored by the independent and non-executive directors who ensured objectivity in such deliberations.

Provision 2.4 – Board composition and size

The NC and the Board review the size and composition of the Board which comprises members from different backgrounds and whose core competencies, qualifications, skills and experiences are extensive.

Taking into account the scope and nature of the Group's operations, the NC considered the Board composition and size to be appropriate. The Board collectively provided relevant competencies to facilitate effective decision making for the existing needs and demands of the Group's businesses. The Board's decision-making process is not dominated by any individual or group of individuals.

Rule710A(2) of the Listing Manual of SGX-STI

The Company recognises and embraces the benefits of diversity of experience, age, skill sets, gender and ethnics on the Board ("**Board Diversity**") and views Board Diversity as an essential element to support the attainment of its strategic objectives and sustainable development.

CORPORATE GOVERNANCE

The Company has adopted a written Board Diversity Policy which set out the policy and framework in achieving Board Diversity which endorses the principle that its Board should have a balance of skills, knowledge, experience and diversity of perspectives appropriate to its business so as to mitigate against group thinking and to ensure that the Group has the opportunity to benefit from all available talents as well as to better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board.

In reviewing Board composition and succession planning, the NC considers the benefits of all aspects of diversity, including diversity of background, experience, gender, age and other relevant factors such as distinguishing qualities of the members of the Board. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately.

The current Board composition reflects the Company's commitment to Board diversity. Every year, the NC conducts its review of the composition of the Board, which comprises members from different backgrounds whose core competencies, qualifications, skills and experiences, meet with the requirements of the Group at the point in time.

To assist the NC in its annual review of the directors' mix of skills and experiences that the Board requires to function competently and efficiently, all directors submitted their profiles, providing information of their areas of specialisation and expertise. The NC, having reviewed the directors' profiles, is satisfied that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies to lead and govern the Group effectively. Each director has been appointed on the strength of his or her calibre, experience and stature and is expected to bring a valuable range of experience and expertise to contribute to the development of the Group strategy and the performance of its business.

In recognition of the importance and value of gender diversity in the composition of the Board, the NC will ensure that female candidates are included for consideration. Nevertheless, gender is but one aspect of diversity and new directors will continue to be selected based on their merits and the potential contributions which they can bring to the Board. Therefore, the Board does not intend pursuant to the Board Diversity Policy to appoint persons as directors by reason of their gender or age as token representatives on the Board or simply to meet quotas. In the Board's view, the fundamental principle is that the candidate must be of the right fit, taking into account the needs and future plans of the Group's businesses, and must meet the relevant needs and vision of the Board and the Company at the material time.

During FY2023, in terms of gender diversity, the Company has two female directors on the Board. In terms of Board independence, there are six non-executive and independent directors out of a total of nine directors. There are also two non-executive and non-independent directors. In addition, the Board also comprises members with varying lengths of tenure, demonstrating a good balance between long-serving directors and recent appointees, merging in-depth experience with contemporary talent.

The Board is of the view that the size of the Board and the Board Committees is appropriate for the needs and demands of the Company's and the Group's operations. In terms of diversity, The Board members with their combined business, management financial, real estate and professional experience, knowledge and expertise, provide the core competencies to allow for diverse and objective perspectives on the Group's business and direction.

The Board's composition enables Management to benefit from a diverse and objective external perspective on issues raised before the Board, and the directors as a group provide the appropriate balance and mix of skills, knowledge, experience and other aspects of diversity.

The NC and the Board have assessed the current level of diversity on the Board to be satisfactory, and given the current size of the Board and the nature of the Group's business at present, the Board does not propose to set specific diversity targets or concrete timelines for achieving board diversity targets. Instead, the Company takes the approach that maintaining a satisfactory level of diversity is an ongoing process which may need to be updated as the business of the Group develops. This will be disclosed in future corporate governance reports as appropriate.

The NC and the Board will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval. It will also continue its identification and evaluation of suitable candidates to ensure there is diversity (including gender diversity) on the Board.

CORPORATE GOVERNANCE

Details of the directors' qualifications, background and working experience are set out under the "Board of Directors" section of this Annual Report.

Provision 2.5 – Regular meetings of non-executive directors

Where appropriate and necessary, the non-executive directors (which include the independent directors) would also meet without the presence of Management.

The Board has no dissenting view on the Chairman's statement for the year in review.

CHAIRMAN AND GROUP CHIEF EXECUTIVE OFFICER

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

Provisions 3.1 and 3.2 – Separation of role of Chairman and CEO

Rule 1207(10A) of the Listing Manual of SGX-ST

The Company's Chairman and the Group CEO who is also an Executive Director are separate persons who are not related. There is a clear segregation of the roles and responsibilities between the Chairman and the Group CEO.

The Chairman provides overall vision and strategic guidance and bears responsibility for the workings of the Board.

The Chairman assumes the responsibilities of scheduling and setting agendas for Board meetings with the assistance of the company secretaries and exercises control over the quality, quantity and timeliness of information flow between the Board and management.

At the general meetings of shareholders, the Chairman plays a pivotal role in fostering constructive dialogue between the shareholders, the Board and the management.

The Group CEO bears full executive responsibility for the Group's operations including making key day-to-day operational decisions.

Provision 3.3 – Lead Independent Director

The 2018 Code encourages the appointment of a lead independent director to provide leadership in situations where the chairman is conflicted, especially the chairman is not independent.

As Lt-Gen (Retd) Winston Choo Wee Leong, Chairman of the Board, is an independent director, the Board is of the view that the appointment of a lead independent director is not necessary.

BOARD MEMBERSHIP

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

Provisions 4.1 and 4.2 – NC membership and key terms of reference

The NC comprises three directors, all of whom, including the Chairman, are independent directors. The Committee Chairman is Lt-Gen (Retd) Winston Choo Wee Leong and the other members are Mrs Fang Ai Lian and Mr Tan Soo Khoon.

CORPORATE GOVERNANCE

The NC's written key terms of reference describe its responsibilities and these include:

(i) reviewing and assessing candidates for directorships (including executive directorships) before nominating such candidates for the approval by the Board of Directors;
(ii) reviewing and recommending to the Board of Directors the re-election of any director under the retirement provisions and appointment of director, if required, in accordance with the Company's Constitution at each annual general meeting;
(iii) reviewing the composition of the Board of Directors annually to ensure that the Board of Directors has an appropriate balance of independent directors and ensuring an appropriate balance of expertise, skills, attributes and abilities among our directors;
(iv) reviewing and determining annually if a director is independent, in accordance with the 2018 Code and any other salient factors;
(v) where a director has multiple board representations, deciding whether the director is able to and has been adequately carrying out his duties as director; and
(vi) reviewing the succession plan for directors and key executives of the Group.

Provision 4.3 – Selection, appointment and re-appointment process for directors

The NC is responsible for recommending identified candidates to the Board to fill vacancies arising from resignation, retirement or any other reasons or if there is a need to appoint additional directors with the required skill or knowledge to the Board in order to fill any identified competency gap in the Board. The potential candidate may be proposed by existing directors, substantial shareholders, management or through third party referrals.

The Company has the following process for the selection and appointment of new directors:

(i) the NC recommends to the Board a suitable size of the Board; and evaluates the balance of skills, knowledge and experience of Board members required to add value and facilitate effective decision-making, taking into consideration the scope and nature of the Group's operations;
(ii) the NC considers the channels for seeking suitable candidates and draw up a list of potential candidates. Such sources include internal promotion, recommendations from directors/substantial shareholders/management or external search consultants;
(iii) short-listed candidates will be required to furnish their curriculum vitae stating in detail their qualification, working experience, employment history, and to complete certain prescribed forms to enable the NC to assess the candidate's independence status;
(iv) the NC evaluates the candidates' capabilities by taking into consideration certain criteria such as diversity of skills, experience, background, gender, age, ethnicity and other relevant factors and how the candidates fit into the overall desired competency matrix of the Board; and
(v) the NC makes recommendation to the Board for approval. The Board is to ensure that the selected candidate is aware of the expectations and the level of commitment required.

The NC also ensures compliance with Article 94 of the Company's constitution which states one-third of the directors (or if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall require to retire from office by rotation and subject themselves to re-election by shareholders at every annual general meeting of the Company. Rule 720(5) of the Listing Manual of the SGX-ST also requires that all directors must submit themselves for re-nomination and re-appointment at least once every three years.

The Company's constitution also stipulates that a new director appointed by the Board must subject himself or herself for retirement and re-election at the AGM immediately following his or her appointment. The NC, in considering the nominating of any director for re-election, will evaluate the performance of the director involved.

CORPORATE GOVERNANCE

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

Name of Director	Appointment	Date of Initial Appointment	Date of Last re-election
Lt-Gen (Retd) Winston Choo Wee Leong	Non-Executive/ Independent Director	18 June 2007	22 July 2022
Gerald Ong Chong Keng	Non-Executive/ Non-Independent Director	18 June 2007	29 July 2021
Mrs Fang Ai Lian	Non-Executive/ Independent Director	16 July 2008	11 September 2020
Tan Soo Khoon	Non-Executive/ Independent Director	9 December 2011	22 July 2022
Deborah Lee Siew Yin	Non-Executive/ Independent Director	12 June 2018	29 July 2021
Yip Hoong Mun	Executive Director and Group Chief Executive Officer	1 June 2019	22 July 2022
Ng Ee Peng	Non-Executive/ Independent Director	13 April 2021	29 July 2021
Soong Hee Sang	Non-Executive/ Independent Director	1 September 2022	Not applicable
Ong Sek Hian (Wang ShiXian)	Non-Executive/ Non-Independent Director	1 November 2022	Not applicable

The following directors are due to retire by rotation at the forthcoming 2023 AGM under Article 94 of the Company's Constitution:

(i) Mrs Fang Ai Lian;
(ii) Mr Gerald Ong Chong Keng; and
(iii) Mr Ng Ee Peng

Mr Soong Hee Sang and Mr Ong Sek Hian (Wang ShiXian) will retire at the forthcoming 2023 AGM under Article 100 of the Company's Constitution.

Mr Gerald Ong Chong Keng, Mr Ng Ee Peng, Mr Soong Hee Sang and Mr Ong Sek Hian (Wang ShiXian) have offered themselves for re-election.

Mrs Fang Ai Lian, who will not seek re-election, will retire from the Board of Directors upon conclusion of the forthcoming 2023 AGM. She will also relinquish her position as the Chairman of the AC and a member of NC.

After assessing the contribution and performance of the retiring directors, the NC has recommended that Mr Gerald Ong Chong Keng, Mr Ng Ee Peng, Mr Soong Hee Sang and Mr Ong Sek Hian (Wang ShiXian) be re-elected at the forthcoming 2023 AGM. The Board has accepted the recommendations of the NC.

Each director had recused himself relating to the recommendation on his re-election as director of the Company.

Subject to their re-election:

(i) Mr Gerald Ong Chong Keng shall continue to serve as a non-executive and non-independent director, and a member of the AC and IC;
(ii) Mr Ng Ee Peng shall continue to serve as a non-executive and independent director, and a member of the AC and RC;
(iii) Mr Soong Hee Sang shall continue to serve as a non-executive and independent director, and a member of the IC; and
(iv) Mr Ong Sek Hian (Wang ShiXian) shall continue to serve as a non-executive and non-independent director.

CORPORATE GOVERNANCE

The requisite information required under Appendix 7.4.1 of the SGX-ST Listing Manual pertaining to Mr Gerald Ong Chong Keng, Mr Ng Ee Peng, Mr Soong Hee Sang and Mr Ong Sek Hian (Wang ShiXian) can be found on pages 175 to 181 of this Annual Report.

Provision 4.4 – Continuous review of the directors' independence

Each independent director of the Company will confirm his independence (or otherwise) based on a checklist annually. The checklist is drawn up based on the guidelines provided under the 2018 Code. In FY2023, the NC had reviewed the independence of the independent directors, having regard to the circumstances set forth in Provision 2.1 of the 2018 Code, its Practice Guidance and the SGX-ST Listing Manual. Details of the review process are set out under Provision 2.1 of this report.

Provision 4.5 – Multiple directorships

Information of each director including his/her directorship(s) or chairmanship(s) in other listed company(ies) and other principal commitment(s) are furnished under the "Board of Directors" section of this Annual Report.

When a director has multiple board representations, such director has to ensure that sufficient time and attention is given to the affairs of the Company and the NC is satisfied that the director is able to and has been adequately carrying out his duties as a director of the Company. The NC is of the view that the issue relating to multiple board representations should be left to the judgment and discretion of each director. As such, the NC and the Board have decided not to set any maximum number of listed company board representations that any director may hold.

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.

Provisions 5.1 and 5.2 – Board evaluation process, Board performance criteria and individual director evaluation

The NC evaluates and assesses the effectiveness of the Board taking into consideration appropriate performance criteria.

The Company has implemented a formal process to evaluate the performance and effectiveness of the Board as a whole and of each of its Board Committees as well as each individual director annually. The evaluation of each individual director is done through self-evaluation.

The performance criteria were recommended by the NC and approved by the Board.

The evaluation of the Board and the Board Committees focus on a set of performance criteria approved by the Board which includes the size and composition of the Board, Board independence, the Board's access to information and Board's accountability, Board Committee performance in relation to discharging their responsibilities as set out in their respective terms of reference.

The self-evaluation questionnaire of individual directors' focus on their competency, attendance and contributions at meetings, preparedness for meetings and their interactive and interpersonal skills.

All directors are given a board evaluation questionnaire and self-evaluation questionnaire to express their view of various aspects of the performance of the Board, the Board Committees and their individual performance so as to assess the overall effectiveness of the Board. The completed questionnaires are submitted to the company secretaries for collation. The findings of such evaluations are presented to the NC for review before submitting to the Board for discussion and identifying areas for improvement and implementing certain recommendations to further enhance the effectiveness of the Board.

No external facilitator has been engaged by the Board for this purpose.

CORPORATE GOVERNANCE

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

Principle 6: 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.

Provisions 6.1 and 6.2 – Remuneration Committee composition and terms of reference

The RC is chaired by Lt-Gen (Retd) Winston Choo Wee Leong with Ms Deborah Lee Siew Yin and Mr Ng Ee Peng, who are all non-executive and independent directors as members.

The RC's written key terms of reference describe its responsibilities and these include:

(i) recommending to the Board of Directors, in consultation with the Chairman of the Board of Directors, for endorsement, a comprehensive remuneration policy framework and guidelines for remuneration of the directors and key executives of the Group;
(ii) recommending specific remuneration packages for each of the directors and the Group CEO;
(iii) in the case of service agreements, considering what compensation commitments the directors' or key executives' contracts of service, if any, would entail in the event of early termination with a view to be fair and avoid rewarding poor performance and to recognise the duty to mitigate loss;
(iv) approving performance targets for assessing the performance of each of the key executives of the Group and recommending such targets as well as employee specific remuneration packages for each of such key executive for endorsement by the Board of Directors; and
(v) administering the share incentive plans of the Company, if any.

Provision 6.3 – Developing remuneration framework

The RC reviews and recommends to the Board the framework of remuneration for key executives and for directors serving on the Board and Board committees. The review of specific remuneration packages includes fees, salaries, bonuses and incentives. Although the recommendations are made in consultation with Management, the remuneration packages are ultimately approved by the Board. No director is involved in deciding his or her own remuneration.

In setting the remuneration framework, the RC has considered all aspects of remuneration. The RC aims to be fair and avoids rewarding poor performance.

Provision 6.4 – RC access to advice on remuneration matters

The RC has explicit authority to seek appropriate expert advice in the field of executive compensation outside the Company on remuneration matters when necessary. During FY2023, the RC did not engage the service of an external remuneration consultant.

LEVEL AND MIX OF REMUNERATION

Principle 7: 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.

Provisions 7.1, 7.2 and 7.3 – Remuneration of directors and key executives

The executive director who is also the CEO has a service contract which includes terms of termination under appropriate notice.

The RC also reviews all matters concerning the remuneration of the independent directors and non-executive directors to ensure that the remuneration commensurate with the effort, time spent and responsibilities of the directors and not to be over-compensated to the extent that their independence may be compromised.

The independent directors and non-executive directors are remunerated based on basic fees for serving on the Board and Board committees as is the executive director. Such fees are recommended for approval by shareholders as a lump sum payment at the AGM.

CORPORATE GOVERNANCE

Remuneration for key executives are based on corporate and individual performance with certain key executives entitled to profit-sharing bonuses calculated as a percentage of profit from operations and based on certain profits arising from disposals of investments and investment properties on a realised basis.

At the moment, the Company does not use any contractual provisions to reclaim incentive components of remuneration from executive directors and key management executives in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The RC will consider, if required, whether there is a requirement to institute such contractual provisions to allow the Company to reclaim the incentive components of the remuneration of the executive directors and key management executives paid in prior years in such exceptional circumstances.

The Company does not have a share option scheme or long-term incentive plan for the executive or key executives after considering the size of the current business operations of the Group as well as its existing workforce.

DISCLOSURE ON REMUNERATION

Principle 8: Transparency on remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationship between remuneration, performance and value creation.

Provisions 8.1 and 8.3 – Breakdown of remuneration of Directors and CEO, and key executives

The breakdown of directors' remuneration for FY2023 is as follows:

Name of Director	Total Remuneration S$'000	Base Salary etc/Directors' Fees	Performance-Related/ Bonuses	Long Term Incentive
Lt-Gen (Retd) Winston Choo Wee Leong	248	100%	–	–
Gerald Ong Chong Keng	153	100%	–	–
Mrs Fang Ai Lian	132	100%	–	–
Tan Soo Khoon	160	100%	–	–
Deborah Lee Siew Yin	134	100%	–	–
Yip Hoong Mun	2,434	57%	40%	3%
Ng Ee Peng	100	100%	–	–
Soong Hee Sang[1]	74	100%	–	–
Ong Sek Hian (Wang ShiXian)[2]	28	100%	–	–

1 Appointed as director on 1 September 2022.

2 Appointed as director on 1 November 2022.

For FY2023, the top three key executives (who are not directors) have been identified as follows:

1. Wong Sioe Hong;
2. Eve Chan Bee Leng; and
3. David Tang Kai Kong.

On the disclosure of remuneration of the Group's top key executives, the Company is of the view that it would not be in its best interest to make such disclosure on a named basis in bands of S$250,000 with breakdowns of each key executive's remuneration earned through base salary, performance-related bonuses and benefits in kind. Accordingly, such details are not disclosed as the Company believes that in view of the competitive nature of the human resource environment, tight labour market and to support the Company's efforts in attracting and retaining executive talents, it should maintain confidentiality on all employees' remuneration matters. Their profiles are found on pages 27 and 28 of the Annual Report.

The aggregate total remuneration of the top three key executives (who are not directors or the Group CEO) for FY2023 was S$2,424,000.

CORPORATE GOVERNANCE

Provision 8.2 – Employee related to substantial shareholder, directors or Group CEO

Mr Ong Jenn, who is the Director of Business Development, is the only employee of the Group who is a substantial shareholder and who is also an immediate family member of substantial shareholders, and the brother of Mr Ong Sek Hian (Wang ShiXian), a non-executive and non-independent director. Mr Ong Jenn's total remuneration for FY2023 was below S$500,000.

ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT & INTERNAL CONTROLS

Principle 9: Board's governance of risk management system and internal controls

Provision 9.1 – Nature and Extent of Risks

The Board is responsible for the governance of risks and sets the tone and direction for the Group in the way risks are being managed. The Board has the responsibility to approve the strategy of the Group in a manner which addresses stakeholders' expectations without subjecting to an unacceptable level of risks.

The Group has also put in place appropriate risk management policies and processes to evaluate the operating, investment and financial risks of the Group. The IC and the AC assist the Board by providing an oversight of the operating, investment and financial risks. In evaluating a new investment proposal or business opportunity, several factors will be considered by Management and the Board before a decision is being taken. These factors, which are essentially designed to ensure that the rate of returns commensurate with the risk exposure taken, including evaluating (i) return on investment; (ii) the pay-back period; (iii) cash flow generated from the operation; (iv) potential for growth; (v) investment climate; and (vi) political stability.

The main areas of financial risk faced by the Group are foreign currency exchange risk, interest rate risk, credit risk and liquidity risk. Further details of the financial risks and how the Group manages them are set out in note 31 to the financial statements.

The Board is cognizant of its responsibility for maintaining a sound system of internal controls to safeguard the investment of its shareholders and the assets and business of the Group. The Group has outsourced the internal audit function of the Group to KPMG. They conduct regular audit of internal control systems of the Group's companies, recommend necessary improvements and enhancements, and report to the AC.

The AC examines the effectiveness of the Group's internal control systems. The many assurance mechanisms are supplemented by the Internal Auditors' reviews of the effectiveness of the Group's material internal controls, including financial, operational and compliance and information technology controls. Any material non-compliance or failures in internal controls and recommendations for improvements are reported to the AC. The AC reviews the effectiveness of the actions taken by Management on the recommendations made by the Internal Auditors in this respect.

The system of internal controls and risk management established by the Company provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

Provision 9.2 – Assurance from Group CEO, Group Chief Financial Officer ("Group CFO") and Key Management Personnel

The Company has established a practice whereby business and finance heads of the subsidiaries and strategic business units are required to provide yearly written representation in specific template confirming, inter alia, that the financial processes and internal controls are in place and to confirm the integrity of the Group's financial statements. The report will also highlight material financial risk and impact, as well as providing updates on significant financial issues of the Group. This report is presented to the AC and Board for information.

CORPORATE GOVERNANCE

In FY2023, based on the Group CEO and the Group CFO's representation, the Board issued negative assurance statements in its half year financial results announcements, confirming to the best of its knowledge that nothing had come to the attention of the Board which might render the financial statements false or misleading in any material aspect.

The Board has obtained a written confirmation from:

(a) the Group CEO, who is also the Executive Director, and the Group Chief Financial Officer that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
(b) the Group CEO and other key management personnel who are responsible regarding the adequacy and effectiveness of the Group's risk management and internal control systems.

Rule 1207(10) of the Listing Manual of SGX-ST

Based on the internal controls established and maintained by the Group, work performed by the Internal Auditors, and the statutory audit conducted by the External Auditor, and reviews performed by Management and various Board committees including the AC and IC, the Board, with the concurrence of the AC, is of the opinion that the system of internal controls, including financial, operational, compliance and information technology controls and risk management, were adequate and effective as at 31 March 2023 to meet the needs of the Group's existing business objectives, having addressed the risks which the Group considers relevant and material to its operations. While acknowledging their responsibility for the system of internal controls, the directors are aware that such a system is designed to manage, rather than eliminate risks, and therefore cannot provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors or misstatements, poor judgment in decision-making, human errors, losses, fraud or other irregularities.

There was no material weakness in risk management and internal controls noted as at 31 March 2023.

Principle 10: Audit Committee

Provisions 10.1, 10.2 and 10.3

The AC comprises three non-executive and independent directors and one non-executive director. It is chaired by Mrs Fang Ai Lian and the members are Mr Gerald Ong Chong Keng, Mr Tan Soo Khoon and Mr Ng Ee Peng. The AC has full authority to investigate matters relating to the Group and any matters within its terms of reference.

The Board is satisfied that the AC members, collectively, have relevant accounting and related financial management expertise and experience to discharge their duties and responsibilities.

None of the AC members are former partners or directors of the Company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The AC's written key terms of reference describe its responsibilities and these include:

(i) assisting the Board of Directors in discharging its statutory responsibilities on financing and accounting matters;
(ii) reviewing significant financial reporting issues and judgments to ensure the integrity of the financial statements and any formal announcements relating to financial performance;
(iii) reviewing the scope and results of the audit and its cost effectiveness, and the independence and objectivity of the External Auditor;
(iv) reviewing and evaluating with Internal Auditors, the adequacy and effectiveness of the system of internal controls, including financial, operational, compliance and information technology controls, and risk management policies and framework;
(v) reviewing any interested person transactions as defined in the Listing Manual;

CORPORATE GOVERNANCE

(vi) appraising and reporting to the Board of Directors on the audits undertaken by the External Auditor and Internal Auditors, the adequacy of disclosure of information, and the appropriateness and quality of the system of management and internal controls;

(vii) making recommendations to the Board of Directors on the appointment, re-appointment and removal of the External Auditor and Internal Auditors, and approving the remuneration and terms of engagement of the External Auditor and Internal Auditors; and

(viii) reviewing whistle blowing and fraud investigations within the Group and ensuring appropriate follow up action, if required.

Updates on changes in accounting standards and treatment are prepared by the External Auditor and circulated to members of the AC periodically for information.

The AC has been given full access and obtained the co-operation from the Management of the Company. The AC has the explicit authority to investigate any matter within its terms of reference. It also has full access to and co-operation by Management and full discretion to invite any director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly.

The AC has discussed with Management the accounting principles that were applied and their judgment of items that might affect the integrity of the financial statements. The following significant issues were discussed with management and the External Auditor and reviewed by the AC in respect of FY2023:

Significant matters	How the Audit Committee addressed these issues
Valuation of investment property	The AC considered the appropriateness of the approach and methodology applied to the valuation model in assessing the valuation of the investment property, as well as the independence, objectivity and competence of the external appraiser appointed to perform the valuation. The AC also considered the reasonableness of the basis and the inputs used in the valuation model. The valuation of investment property was also an area of focus for the External Auditor. The External Auditor has included this item as a key audit matter in its audit report for FY2023 on page 81 of the Annual Report.
Accounting of interests in associates and joint ventures	The AC considered the appropriateness of the approach and methodology used in the accounting of interests in associates and joint ventures, which are mainly involved in the business of property investment and development. The recoverability of the interests in and results from these associates and joint ventures are dependent on the fair valuation of the investment properties and the success of the relevant development projects. The AC was periodically briefed on the factors affecting the valuation of the investment properties and development of key projects, including the economy, government policies, and demand and supply for properties in their respective markets. The AC also considered the risk of changes in carrying value of the investment properties and development projects in light of the prevailing conditions. The accounting of interests in associates and joint ventures was also an area of focus for the External Auditor. The External Auditor has included this item as a key audit matter in its audit report for FY2023 on pages 81 and 82 of the Annual Report.

CORPORATE GOVERNANCE

Provision 10.4 – Internal Audit Function

As mentioned in Provision 9.1, the Group outsources its internal audit function to KPMG who reports directly to the AC. The Internal Auditors plans its internal audit schedules in consultation with Management and its plans are submitted to the AC for approval. The AC reviews and approves the internal audit plans and resources and also ensures that KPMG has the necessary resources to adequately perform its functions and is adequately staffed with persons with the relevant qualifications and experience.

The Internal Auditors has unfettered access to all the Company's documents, records, properties and personnel including the AC.

Rule 1207(10C) of the Listing Manual of SGX-ST

The AC has also reviewed and believed that the Internal Auditors is independent and has the appropriate standing and adequately resourced to perform its functions effectively.

The AC assesses the adequacy and effectiveness of the internal audit function annually. The function of internal audit is guided by the Standards for the Professional Practice of Internal Auditing.

Provision 10.5 – Meeting with External Auditor and Internal Auditors without presence of Management

The AC has met with the External Auditor and Internal Auditors separately without the presence of Management for the year in review.

Rule 1207(6)(b) of the Listing Manual of SGX-ST

The AC having reviewed the nature and extent of non-audit services provided by Ernst & Young LLP ("EY") and Ernst & Young member firms, including the fees paid for their audit services, non-audit services and the aggregate amount of fees paid in respect of the year ended 31 March 2023, is of the view that the independence of the External Auditor of the Company has not been compromised.

Rule 712 of the Listing Manual of SGX-ST

The AC has also reviewed and confirmed that EY is a suitable audit firm to meet the Company's audit obligations, after taking into consideration the Audit Quality Indicators Disclosure Framework published by ACRA and having regard to the adequacy of resources and experience of the firm and the assigned audit engagement partner, EY's other audit engagements, size and complexity of the Group, number and experience of supervisory and professional staff assigned to the audit. Accordingly, the AC recommended to the Board the re-appointment of EY as External Auditor of the Group for the year ending 31 March 2024. Therefore, the Company complies with Rule 712 of the Listing Manual.

Rule 715 of the Listing Manual of SGX-ST

The Group has complied with Rule 715 of the Listing Manual in relation to its external auditors. Rule 716 does not apply to the Group as all its Singapore-incorporated subsidiaries are audited by EY and its Singapore-incorporated joint venture and associated companies, which are not considered significant*, are audited by one of the big four audit firms and a local audit firm.

The financial statements of the significant* foreign-incorporated associated company is audited by KPMG, one of the big four audit firms.

Name of significant* foreign-incorporated Associate	Name of Auditor
Top Spring International Holdings Limited	KPMG

* Significant or not considered significant as defined under Rule 718 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

CORPORATE GOVERNANCE

The AC meets quarterly to review the quarter and full year results, including any interested person transactions prior to their submission to the Board.

Rule 1207(18A) and (18B) of the Listing Manual of SGX-ST

The AC has put in place "Whistle-Blowing" arrangements by which staff and third parties may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The objective is to ensure that arrangements are in place for independent investigations of such matters and for appropriate follow up action.

The Company has created a whistleblowing group email address "ac.whistleblowing@metroholdings.com.sg" and posted it on the Company's Corporate Governance's website so that any whistle-blowing complaints will be made directly to the AC Chairman, AC Members and Human Resources Department for investigation. When whistle-blower complaints are received, the AC will ensure independent and thorough investigation and adequate follow up.

Safeguards are in place so that harassment, victimization of or retaliatory action against the complainant will not be tolerated and appropriate steps will be taken to ensure the complainant suffers no detriment or retaliation as a result of raising concerns in accordance with this policy. Any person who raises a genuine concern will not be at risk of losing his or her job or suffering from retribution or harassment as a result. This is provided that the person who whistle-blows is acting in good faith and it does not matter if he or she is mistaken.

The Group encourages the whistle-blower to identify himself/herself when raising a concern or providing information. All concerns will be treated with strict confidentiality.

Exceptional circumstances under which information provided by the whistle-blower could or would not be treated with strictest confidentiality include:

(i) Where the Group is under a legal obligation to disclose information provided;
(ii) Where the information is given on a strictly confidential basis to legal or auditing professionals for the purpose of obtaining professional advice; or
(iii) Where the information is given to the Police or other authorities for criminal investigation.

In the event the Group is faced with a circumstance not covered by the above, and where the whistle-blower's identity has to be revealed, it will endeavour to discuss this with the whistle-blower first.

The Company has maintained a whistle-blowing register to record all the whistle-blowing incidents. The contents including "nil" returns in the register are reviewed by the AC at its quarterly meetings.

There was no whistle-blower complaint received by the Group in respect of FY2023.

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.

The Company does not practice selective disclosure. Price and trade sensitive information are always released via SGX-ST's website after trading hours. Results and annual reports are announced or issued within the mandatory periods.

Provision 11.1 – Providing opportunity for shareholders to participate and vote at general meetings

Shareholders are encouraged to attend the Annual General Meeting to ensure a greater level of shareholders' participation and for them to be kept up to date as to the strategies and goals of the Group. To embrace sustainability, the Company has stopped sending printed copies of annual reports and circulars to all shareholders. Instead, the Company will only send notices of AGMs and EGMs, proxy forms and request forms (requesting for printed copies of the annual reports

CORPORATE GOVERNANCE

and/or circulars, if any) to all shareholders. Shareholders are able to access all annual reports and circulars, including any documents relating to the AGMs and EGMs on the Company's website and SGX-ST's website. Printed copies of annual reports and/or circulars, if any, will be sent to shareholders upon receipt of the request forms. To facilitate participation by the shareholders, the Constitution of the Company allows the shareholders to attend and vote at general meetings of the Company by proxies. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the general meetings while a member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the general meetings through proxy forms deposited 72 hours before the meeting.

In FY2022, due to the COVID-19 pandemic crisis and in line with the initiatives implemented by the regulatory bodies (i.e. the Joint Guidance issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the SGX-ST), the Company conducted a virtual annual general meeting ("**2022 AGM**"). The virtual 2022 AGM was conducted on 22 July 2022 in accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debentures Holders) Order 2020 issued by the Ministry of Law (the "**Meeting Order**"). A "live" webcast of the virtual 2022 AGM was made available to participating shareholders who had registered and were assigned a unique link to access the live audio-visual webcast or live audio-only stream. The 2022 AGM results of the poll votes on each resolution tabled at the AGM (including the total number of votes cast for or against each resolution) were announced at the virtual AGM and via SGXNet thereafter.

Provisions 11.2 and 11.4 – Separate resolutions at general meeting and absentia voting at general meetings

Every matter requiring shareholders' approval is proposed as a separate resolution. Each item of special business included in the notice of meeting is accompanied, where appropriate, by an explanation for the proposed resolution. As authentication of shareholder identity information and other related security issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by mail, facsimile or email. Participation of shareholders is encouraged at all general meetings through the open question and answer session.

Provision 11.3 – Attendees at general meetings

The directors, management and the External Auditor are present and available at the general meetings to address any queries or concerns on matters relating to the Group and its operations.

The entire Board was present at the virtual 2022 AGM with some of the Board members who attended the AGM remotely. All key executives (or executives of equivalent rank) and the External Auditor attended the AGM remotely as well.

Provision 11.5 – Minutes of general meetings and Practice Note 7.5 - General Meetings (applies to general meetings held on or after 1 July 2023)

In line with the Meeting Order, the minutes of the 2022 AGM were announced via SGXNet and posted on the Company's corporate website within the prescribed timeframe, i.e. within one month from the date of AGM.

The Company will publish the minutes of all general meetings within one month after the general meetings on SGXNET and on the Company's corporate website in accordance with clause 6.1 of the Practice Note 7.5 - General Meetings.

Provision 11.6 – Dividend policy

While the Company has not formally instituted a dividend policy, it has a good track record of paying annual dividends to shareholders. In proposing any dividend payout and/or determining the form, frequency and/or the amount of such dividend payout, the Board will take into account, inter alia, the Group's financial position, retained earnings, results of operation and cash flow, the Group's expected working capital requirements, the Group's expected capital expenditure and future expansion and investment plans and other funding requirements, general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group.

The Board endeavours to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend payout.

CORPORATE GOVERNANCE

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.

Provision 12.1 – Avenue of communication between the Board and shareholders

In line with the continuous disclosure obligations under the requirements of the SGX-ST Listing Manual and requirements of the Companies Act 1967, the Board informs the shareholders promptly of all major developments that may have a material impact on the Group.

In addition, the Company communicates (at least once annually at the AGM) with its shareholders and facilitates the participation of shareholders during general meetings and (where applicable) other dialogues to allow shareholders to communicate their views on various matters affecting the Company.

Provisions 12.2 and 12.3 – Investor relations policy

The Company has engaged an external professional investor relation ("**IR**") firm, Citigate Dewe Rogerson Singapore Pte Ltd as its IR with the aim to better communicate with its shareholders and analyst on a regular basis and to gather views or inputs and take any of their queries or concerns. The IR firm also manages the dissemination of information to the media, public, institutional investors and public shareholders, and act as liaison with these parties. Shareholders can contact or provide their views directly to the IR firm.

MANAGING STAKEHOLDERS RELATIONSHIPS

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.

Provisions 13.1, 13.2 and 13.3 – Engagement with material stakeholder groups

The Company values input from all of its stakeholder groups and uses a variety of channels and platforms to engage with them as well as receive their feedback. The Company identifies stakeholders as groups that have an impact or have the potential to be impacted by its business, as well as those external organisations that have expertise in aspects that the Company consider material.

More details on the Company's strategy and key areas of focus in relation to the management of stakeholders' relationships will be disclosed in the standalone Sustainability Report for FY2023 which is issued not later than 4 months after the end of the financial year.

The Company has a corporate website to communicate and engage with all stakeholders. The Company's corporate website is https://www.metroholdings.com.sg.

OTHER CORPORATE GOVERNANCE MATTERS

DEALINGS IN SECURITIES

The Group has adopted an internal code which prohibits the Company, directors and employees of the Group from dealings in securities of the Company while in possession of price-sensitive information, and during the periods beginning one month until the date of announcement of the Company's first half financial results (both dates inclusive) and the Company's full year financial results (both dates inclusive).

In addition, the directors and officers are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period.

CORPORATE GOVERNANCE

Directors and employees are also discouraged from dealing in the Company's securities on short-term consideration.

Directors and employees are required to report securities dealings to the company secretaries who will assist to make the necessary announcements.

The guidelines on share buyback under the Share Buyback Mandate, to be renewed at the Company's forthcoming AGM also provides that the Company will not effect any purchases of shares on the SGX-ST during the period of one month immediately preceding the announcement of the Company's half year and full year financial statements.

DIRECTORS' INTERESTS IN CONTRACTS ENTERED WITH THE GROUP

There was no transaction by the directors or with firms/companies in which they are members and/or have a substantial financial interest during FY2023.

INTERESTED PERSON TRANSACTIONS

There was an interested person transaction ("**IPT**") the Company had with a wholly-owned company of Mr Ong Jenn, a substantial shareholder of the Company. The value of the IPT was less than S$500 during FY2023.

DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS

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DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of Metro Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 March 2023.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

(i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company 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 March 2023 and the financial performance, changes in equity and cash flows of the Group and the changes in equity of the Company for the financial year ended on that date, and

(ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. DIRECTORS

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

Winston Choo Wee Leong	(Chairman)
Gerald Ong Chong Keng	
Fang Ai Lian (Mrs)	
Tan Soo Khoon	
Deborah Lee Siew Yin	
Yip Hoong Mun	(Group Chief Executive Officer)
Ng Ee Peng	
Soong Hee Sang	(Appointed on 1 September 2022)
Ong Sek Hian (Wang ShiXian)	(Appointed on 1 November 2022)

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

According to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act 1967 (the "Act"), none of the directors holding office at the end of the financial year had any interests in the shares or debentures of the Company or its related corporations, either at the beginning of the financial year/date of their appointment or at the end of the financial year, except as follows:

	Shareholdings registered in the name of the director			Shareholdings in which the director is deemed to have an interest		
Name of Director	As at 1.11.2022 (Date of appointment)	As at 31.3.2023	As at 21.4.2023	As at 1.11.2022 (Date of appointment)	As at 31.3.2023	As at 21.4.2023
Ordinary shares						
Ong Sek Hian (Wang ShiXian)	63,360	63,360	63,360	293,047,743	293,047,743	293,047,743

DIRECTORS' STATEMENT

4. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (CONT'D)

Mr Ong Sek Hian (Wang ShiXian)'s deemed interest in 293,047,743 ordinary shares is held through his interests in Eng Kuan Company Private Limited, Dynamic Holdings Pte Ltd and Leroy Singapore Pte Ltd.

By virtue of Section 7 of the Act, Mr Ong Sek Hian (Wang ShiXian) is deemed to have an interest in the related corporations of the Company.

5. OPTIONS

There is presently no option scheme on unissued shares in respect of the Company.

6. AUDIT COMMITTEE

The Audit Committee comprises non-executive and independent directors, Mrs Fang Ai Lian (who chairs the Audit Committee), Mr Tan Soo Khoon and Mr Ng Ee Peng, and non-executive and non-independent director, Mr Gerald Ong Chong Keng.

The Committee meets at least four times a year and performs its functions in accordance with the Act.

The Committee reviews the overall scope of both internal and external audits and the assistance given by the Company's officers to the auditors. It meets with the Company's internal and external auditors to discuss the results of their respective examinations and their evaluation of the Group's system of internal accounting and financial controls. The Committee also reviews the annual financial statements of the Company and of the Group and the auditor's report thereon before submission to the Board, as well as interested person transactions. All major findings and recommendations are brought to the attention of the Board of Directors.

The Committee has also reviewed all non-audit services provided by the external auditor to the Group and is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

The Committee recommends that Ernst & Young LLP be nominated for re-appointment as auditor at the forthcoming Annual General Meeting.

7. AUDITOR

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Winston Choo Wee Leong
Chairman

Yip Hoong Mun
Executive Director

26 June 2023

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF METRO HOLDINGS LIMITED
For the financial year ended 31 March 2023

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Metro Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 March 2023, the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of cash flows of the Group and the statements of changes in equity of the Group and the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year then ended.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon.

We have fulfilled our responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF METRO HOLDINGS LIMITED

For the financial year ended 31 March 2023

Key audit matters (cont'd)

1. Valuation of investment property

As at 31 March 2023, the carrying value of the Group's investment property amounted to S$106.2 million. The Group measures its investment property at fair value based on valuation performed by the independent professional valuer ("External Appraiser") that was engaged by management. Management reviews the valuation carried out by the External Appraiser and adopts the valuation as fair value.

The valuation of the investment property is considered a key audit matter because it involves the use of a range of estimates (amongst others, capitalisation rates and rental rates) made by management and the External Appraiser.

As part of our audit procedures, we evaluated the professional competency, independence and objectivity of the External Appraiser. We also read the terms of engagement of the External Appraiser to determine whether there was any limitation in the scope of work or matters that might affect the objectivity of the External Appraiser. We read the external valuation report, inquired with the External Appraiser and obtained explanations to support the selection of valuation method and the reasonableness of key assumptions adopted such as rental income and capitalisation rate used in the projected cash flows by comparing to supporting leases and available market data.

We also reviewed the adequacy of the Group's disclosures in Note 12, 32(d) and 3.2(i) of the financial statements relating to investment property, fair value of assets or liabilities, level 3 fair value measurements and key sources of estimation uncertainty which are fundamental to users understanding of this matter. They comprise key assumptions, estimation uncertainty and sensitivity of the fair value, including information that the fair value of the investment property recorded in the Group's balance sheet as at 31 March 2023 was estimated based on conditions prevailing on that date.

Based on the work performed, we considered the valuation methodologies and key assumptions used to be appropriate.

2. Accounting of interests in associates and joint ventures

The Group has significant interests in associates and joint ventures which comprise the investments in and amounts due from associates and joint ventures. The associates and joint ventures of the Group are mainly involved in the business of property investment and development. As at 31 March 2023, the carrying value of the interests in associates and joint ventures amounted to S$1,296.6 million, representing 83.3% of non-current assets and 55.3% of total assets of the Group. For the financial year ended 31 March 2023, the Group's share of associates and joint ventures results was S$39.4 million representing 124.3% of the Group's profit before taxation.

The recoverability of the interests in and results from these associates and joint ventures are dependent on the fair valuation of their investment properties and the success of the relevant development projects. The valuation of the investment properties and contributions from development projects are dependent on a number of factors including the economy, government policies, and demand and supply for properties in their respective markets. Consequently, there is a risk of changes in the carrying value of the investment properties and development projects. Annually, management conducts an assessment to determine whether any indicator of impairment exists.

We identified this as a key audit matter because the interests in associates and joint ventures and the share of the results are material to the Group's balance sheet and profit or loss, and the valuation and impairment assessment involve significant management judgement and estimation uncertainty.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF METRO HOLDINGS LIMITED
For the financial year ended 31 March 2023

Key audit matters (cont'd)

2. Accounting of interests in associates and joint ventures (cont'd)

In assessing the recoverability of the Group's interest in associates and joint ventures, we discussed with management and auditors of the associates and joint ventures about the future market conditions and the status of the development projects and properties. We assessed the reasonableness of revenue recognised during the financial year and performance of the projects. In addition, we assessed the reasonableness of the estimated selling prices of the development properties and properties under construction by comparing to recently transacted prices and prices of comparable projects located in the same vicinity as the development projects. For those associates and joint ventures with significant investment properties, we read the valuation reports, inquired with the external valuers and/or management and obtained explanations to support the selection of valuation methods and the reasonableness of key assumptions adopted such as rental income, capitalisation rates and discount rates used in the projected cash flows by comparing to supporting leases and available market data.

We obtained the latest available audited financial statements of the Group's associates and joint ventures, and checked mathematical accuracy on the computation of the share of results. Where the accounting periods of the associates, joint ventures and the Group are not coterminous, we reviewed management's adjustments made for the effects of significant transactions or events that occurred between the date of those financial statements and the date of the Group's financial statements.

We also reviewed the adequacy of the Group's disclosures in Note 15, 16 and 3.2(ii) to the financial statements relating to Associates, Joint Ventures and Key sources of estimation uncertainty which are fundamental to users understanding of this matter.

The results of our evaluation show that management's accounting for interests in associates and joint ventures are reasonable.

Other Information

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

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

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

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), 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 METRO HOLDINGS LIMITED
For the financial year ended 31 March 2023

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF METRO HOLDINGS LIMITED
For the financial year ended 31 March 2023

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Wei Hock.

Ernst & Young LLP
Public Accountants and
Chartered Accountants

Singapore

26 June 2023

CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 March 2023

(In Singapore dollars)

	Note	2023 $'000	2022 $'000
Revenue	4	117,237	100,503
Cost of revenue	5	(96,865)	(85,199)
Gross profit		20,372	15,304
Other net income	6	19,360	34,114
Fair value gain/(loss) on an investment property	12	776	(341)
General and administrative expenses		(21,375)	(21,019)
Finance costs	7	(26,856)	(19,168)
Associates			
– Share of results, net of tax	15	4,137	11,821
– Impairment of amounts due from associates	15	–	(36,327)
		4,137	(24,506)
Joint ventures			
– Share of results, net of tax	16	35,309	47,315
Profit from operations before taxation	8	31,723	31,699
Taxation	9	(6,379)	(8,048)
Profit net of taxation		25,344	23,651
Attributable to:			
Owners of the Company		25,151	23,700
Non-controlling interests		193	(49)
		25,344	23,651
		Cents	**Cents**
Earnings per share			
Basic	10	3.0	2.9
Diluted	10	3.0	2.9

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2023

(In Singapore dollars)

	2023 $'000	2022 $'000
Profit net of taxation	25,344	23,651
Other comprehensive (expense)/income, net of tax:		
Items that will not be reclassified subsequently to profit or loss:		
– Net change in fair value of equity investments at fair value through other comprehensive income ("FVOCI") (Note a)	(16,484)	2,421
Items that may be reclassified subsequently to profit or loss:		
– Currency translation adjustments on foreign subsidiaries, associates and joint ventures (Note b)	(85,226)	28,377
– Share of other comprehensive (expense)/income of associates and joint ventures (Note c)	(23,335)	7,923
Other comprehensive (expense)/income for the financial year	(125,045)	38,721
Total comprehensive (expense)/income for the financial year	(99,701)	62,372
Total comprehensive (expense)/income attributable to:		
Owners of the Company	(98,315)	61,828
Non-controlling interests	(1,386)	544
	(99,701)	62,372

Note:

(a) For the financial year ended 31 March 2023, the net change in fair value of equity investments at FVOCI of $16,484,000 mainly relates to fair value loss of $14,713,000 in the Group's long term investment in Daiwa House Logistics Trust.

(b) For the financial year ended 31 March 2023, currency translation adjustments of $85,226,000 mainly relates to the exchange translation loss of foreign operations' net assets due to the depreciation of RMB ($59.2 million), IDR ($15.3 million), HKD ($4.2 million) and USD ($3.8 million) against SGD.

For the financial year ended 31 March 2022, currency translation adjustments of $28,377,000 mainly relates to the exchange translation gain of foreign operations' net assets due to the appreciation of RMB ($22.1 million), IDR ($5.7 million), USD ($1.1 million) and HKD ($0.2 million) against SGD.

(c) For the financial year ended 31 March 2023, share of other comprehensive expense of$23,335,000 was largely attributable to our associate i.e. Top Spring International Holdings Limited ("Top Spring"), as a result of depreciating RMB against HKD.

For the financial year ended 31 March 2022, share of other comprehensive income of$7,923,000 was largely attributable to our associate i.e. Top Spring, as a result of appreciating RMB against HKD.

BALANCE SHEETS
As at 31 March 2023

(In Singapore dollars)

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
ASSETS					
Non-current assets					
Plant and equipment	11	1,844	1,988	131	260
Right-of-use assets	27	43,733	54,262	5,779	6,421
Investment property	12	106,196	115,744	–	–
Subsidiaries	13	–	–	46,828	21,828
Amounts due from subsidiaries	14	–	–	685,690	676,190
Associates	15	955,908	985,671	500	500
Joint ventures	16	340,737	394,689	–	–
Long term investments	17	109,065	133,621	–	–
		1,557,483	1,685,975	738,928	705,199
Current assets					
Development properties	18	145,555	160,843	–	–
Inventories	19	11,283	9,081	–	–
Prepayments		714	1,201	–	–
Accounts and other receivables	20	62,491	70,722	1,586	666
Amounts due from subsidiaries	14	–	–	261,778	317,080
Amounts due from associates	15	65,610	90,847	–	–
Amounts due from joint ventures	16	158,836	136,760	4,055	4,044
Short term investments	17	14,580	16,493	–	–
Cash and cash equivalents	21	329,305	331,360	118,431	67,349
		788,374	817,307	385,850	389,139
Total assets		2,345,857	2,503,282	1,124,778	1,094,338
EQUITY AND LIABILITIES					
Current liabilities					
Borrowings	22	139,201	135,524	29,832	44,152
Accounts and other payables	23	49,234	46,788	7,847	7,108
Amounts due to subsidiaries	23	–	–	242,503	193,696
Lease liabilities	27	11,454	10,996	595	578
Provision for taxation		8,046	7,575	350	94
		207,935	200,883	281,127	245,628
Net current assets		580,439	616,424	104,723	143,511
Non-current liabilities					
Borrowings	22	455,802	470,277	455,802	470,277
Amounts due to joint ventures	16	135,584	148,653	–	–
Lease liabilities	27	38,303	49,757	5,448	6,044
Deferred income		3,154	2,087	–	–
Deferred tax liabilities	9	23,763	25,767	37	70
		656,606	696,541	461,287	476,391
Total liabilities		864,541	897,424	742,414	722,019
Net assets		1,481,316	1,605,858	382,364	372,319
Equity attributable to owners of the Company					
Share capital	24	169,717	169,717	169,717	169,717
Treasury shares	24	(1,768)	(1,768)	(1,768)	(1,768)
Reserves	25	1,288,741	1,411,897	214,415	204,370
		1,456,690	1,579,846	382,364	372,319
Non-controlling interests		24,626	26,012	–	–
Total equity		1,481,316	1,605,858	382,364	372,319
Total equity and liabilities		2,345,857	2,503,282	1,124,778	1,094,338

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2023

(In Singapore dollars)

Group	Note	Share capital $'000	Treasury shares $'000	Fair value reserve $'000	Foreign currency translation reserve $'000	Statutory reserve $'000	Other reserve $'000	Revenue reserve $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
At 1 April 2022		169,717	(1,768)	2,421	41,590	5,952	544	1,361,390	1,579,846	26,012	1,605,858
Profit for the year		–	–	–	–	–	–	25,151	25,151	193	25,344
Other comprehensive (expense)/income											
Net change in fair value of equity investments at FVOCI		–	–	(16,484)	–	–	–	–	(16,484)	–	(16,484)
Currency translation adjustments on foreign subsidiaries, associates and joint ventures		–	–	–	(83,647)	–	–	–	(83,647)	(1,579)	(85,226)
Share of other comprehensive (expense)/income of associates and joint ventures		–	–	–	(25,622)	–	2,287	–	(23,335)	–	(23,335)
Other comprehensive (expense)/income for the financial year, net of tax		–	–	(16,484)	(109,269)	–	2,287	–	(123,466)	(1,579)	(125,045)
Total comprehensive (expense)/income for the financial year		–	–	(16,484)	(109,269)	–	2,287	25,151	(98,315)	(1,386)	(99,701)
Contributions by and distributions to owners											
Dividends paid	26	–	–	–	–	–	–	(24,841)	(24,841)	–	(24,841)
Total contributions by and distributions to owners		–	–	–	–	–	–	(24,841)	(24,841)	–	(24,841)
Others											
Transfer to statutory reserve fund		–	–	–	–	378	–	(378)	–	–	–
Total others		–	–	–	–	378	–	(378)	–	–	–
At 31 March 2023		169,717	(1,768)	(14,063)	(67,679)	6,330	2,831	1,361,322	1,456,690	24,626	1,481,316

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2023

(In Singapore dollars)

Group	Note	Share capital $'000	Treasury shares $'000	Fair value reserve $'000	Foreign currency translation reserve $'000	Statutory reserve $'000	Other reserve $'000	Revenue reserve $'000	Total $'000	Non-controlling interests $'000	Total equity $'000
At 1 April 2021		169,717	(1,768)	–	5,580	5,184	847	1,357,089	1,536,649	28,847	1,565,496
Profit/(loss) for the year		–	–	–	–	–	–	23,700	23,700	(49)	23,651
Other comprehensive income/(expense)											
Net change in fair value of equity investments at FVOCI		–	–	2,421	–	–	–	–	2,421	–	2,421
Currency translation adjustments on foreign subsidiaries, associates and joint ventures		–	–	–	27,784	–	–	–	27,784	593	28,377
Share of other comprehensive income/(expense) of associates and joint ventures		–	–	–	8,226	–	(303)	–	7,923	–	7,923
Other comprehensive income/(expense) for the financial year, net of tax		–	–	2,421	36,010	–	(303)	–	38,128	593	38,721
Total comprehensive income/(expense) for the financial year		–	–	2,421	36,010	–	(303)	23,700	61,828	544	62,372
Contributions by and distributions to owners											
Dividends paid	26	–	–	–	–	–	–	(18,631)	(18,631)	–	(18,631)
Total contributions by and distributions to owners		–	–	–	–	–	–	(18,631)	(18,631)	–	(18,631)
Changes in ownership interests in a subsidiary											
Interest in a subsidiary		–	–	–	–	–	–	–	–	(3,379)	(3,379)
Total changes in ownership interests in a subsidiary		–	–	–	–	–	–	–	–	(3,379)	(3,379)
Others											
Transfer to statutory reserve fund		–	–	–	–	768	–	(768)	–	–	–
Total others		–	–	–	–	768	–	(768)	–	–	–
At 31 March 2022		169,717	(1,768)	2,421	41,590	5,952	544	1,361,390	1,579,846	26,012	1,605,858

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 March 2023

(In Singapore dollars)

Company	Note	Share capital $'000	Treasury shares $'000	Revenue reserve $'000	Total equity $'000
At 1 April 2022		169,717	(1,768)	204,370	372,319
Profit for the year, representing total comprehensive income for the financial year		–	–	34,886	34,886
Contributions by and distributions to owners					
Dividends paid	26	–	–	(24,841)	(24,841)
At 31 March 2023		169,717	(1,768)	214,415	382,364
At 1 April 2021		169,717	(1,768)	187,597	355,546
Profit for the year, representing total comprehensive income for the financial year		–	–	35,404	35,404
Contributions by and distributions to owners					
Dividends paid	26	–	–	(18,631)	(18,631)
At 31 March 2022		169,717	(1,768)	204,370	372,319

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2023

(In Singapore dollars)

	Note	Group 2023 $'000	Group 2022 $'000
Cash flows from operating activities:			
Operating cash flows before changes in working capital			
Operating profit before re-investment in working capital	(a)	12,362	5,010
Decrease in development properties		4,983	5,931
Increase in inventories		(2,002)	(3)
Decrease in accounts and other receivables		5,645	13,274
Increase in accounts and other payables		3,152	961
Cash flows from operations		24,140	25,173
Interest expense paid		(26,426)	(20,634)
Interest income received		33,944	46,962
Income taxes paid		(3,119)	(5,128)
Net cash flows from operating activities		28,539	46,373
Cash flows from investing activities:			
Purchase of plant and equipment	11	(1,051)	(488)
Increase in long term investments		(5,299)	(46,229)
Investment in associates		(17,124)	(71,639)
Increase in amounts due to joint ventures		–	18,720
Increase in amounts due from associates		(19,683)	(125,844)
(Increase)/decrease in amounts due from joint ventures		(5,366)	3,881
Dividends received from associates		5,511	9,979
Dividends received from joint ventures		29,792	2,280
Dividends received from long term investments	6	7,571	13,039
Dividends received from short term investments	6	747	651
Net cash flows used in investing activities		(4,902)	(195,650)
Cash flows from financing activities:			
Drawdown of long term borrowings	22	–	267,015
Drawdown/(repayment) of short term borrowings (net)	22	16,833	(33,309)
Redemption of $150 million 4% Notes due 2021	22	–	(150,000)
Payment of lease liabilities	27(b)	(11,649)	(8,628)
Dividends paid	26	(24,841)	(18,631)
Capital reduction by non-controlling interests		–	(3,379)
Net cash flows (used in)/from financing activities		(19,657)	53,068
Net increase/(decrease) in cash and cash equivalents		3,980	(96,209)
Effect of exchange rate changes in cash and cash equivalents		(6,035)	1,900
Cash and cash equivalents at 1 April		331,360	425,669
Cash and cash equivalents at 31 March	21	329,305	331,360

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2023

(In Singapore dollars)

Notes to the consolidated statement of cash flows

(a) **Operating cash flows before changes in working capital**

Reconciliation between profit from operations before taxation and operating cash flows before changes in working capital:

	Note	Group 2023 $'000	Group 2022 $'000
Profit from operations before taxation		31,723	31,699
Adjustments for:			
Fair value (gain)/loss on an investment property	12	(776)	341
Finance costs	7	26,856	19,168
Depreciation of plant and equipment	11	1,194	1,209
Depreciation of right-of-use assets	27	9,544	7,831
Share of results of associates, net of tax	15	(4,137)	(11,821)
Impairment of amounts due from associates	15	–	36,327
Share of results of joint ventures, net of tax	16	(35,309)	(47,315)
Interest income	6	(24,205)	(20,825)
Dividends from long term investments	6	(8,162)	(13,039)
Dividends from short term investments	6	(747)	(651)
Inventories written down	8	84	225
Allowance for doubtful debts	8	23	1
Plant and equipment written off	8	–	1
Write-back of allowance for obsolete inventories	8	(284)	(281)
Net change in fair value of investments at fair value through profit or loss	6	13,741	2,154
Unrealised foreign exchange adjustments		2,817	(14)
Operating profit before re-investment in working capital		12,362	5,010

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

1. CORPORATE INFORMATION

Metro Holdings Limited (the "Company") is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited.

The registered office and principal place of business of the Company is located at 391A Orchard Road, #19-00, Tower A, Ngee Ann City, Singapore 238873.

The principal activities of the Company are those of a management, property investment and holding company.

The principal activities of the Group are those of management and holding companies, retailers and department store operators, property investment and developers.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (SGD or $) and all values are rounded to the nearest thousand ($'000) except where otherwise indicated.

2.2 *Adoption of new and amended standards and interpretations*

On 1 April 2022, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.3 *Standards issued but not yet effective*

The Group has not adopted the following standards that have been issued but not yet effective:

Description	***Effective for annual periods beginning on or after***
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) 1-1: *Classification of Liabilities as Current or Non-current*	1 January 2024
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
Amendments to SFRS(I) 1-7 and SFRS(I) 7: *Supplier Finance Arrangements*	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*	Date to be determined

The directors expect that the adoption of the standards and interpretations above will have no material impact on the financial statements in the year of initial application.

2.4 *Basis of consolidation and business combinations*

(a) *Basis of consolidation*

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as 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 within a subsidiary are attributed to the non-controlling interest even if that results in a net deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest;
- derecognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss;
- reclassifies the Group’s share of components previously recognised in other comprehensive income to profit or loss or revenue reserve, as appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.4 *Basis of consolidation and business combinations (cont'd)*

(b) *Business combinations and goodwill*

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in the profit or loss.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another SFRS(I).

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in the profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group’s cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

2.5 *Transactions with non-controlling interests*

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company’s ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

2.6 *Foreign currency*

The financial statements are presented in Singapore Dollars, which is also the Company’s functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.6 *Foreign currency (cont'd)*

(a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in the profit or loss.

Net investment in foreign operations

Exchange differences arising on monetary items that form part of the Group's net investment in foreign operations and financial liabilities designated as hedges of net investment in a foreign operation to the extent that such hedges are effective, are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the profit or loss.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences are re-attributed to non-controlling interest and are not recognised in the profit or loss. For partial disposals of associates or joint ventures that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to the profit or loss.

2.7 *Plant and equipment*

All items of plant and equipment are initially recorded at cost. Subsequent to initial recognition, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment loss.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Equipment, furniture and fittings – 1 to 5 years or over the lease period

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year end, and adjusted prospectively, if appropriate.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset is included in the profit or loss in the year the asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.8 *Investment property*

Investment property is property that is either owned by the Group or leased under a finance lease that is held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment property comprises completed investment property and property that is being constructed or developed for future use as investment property. Property held under operating leases is classified as an investment property when the definition of an investment property is met.

Investment property is initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in the fair values of investment property is included in the profit or loss in the year in which it arises.

Investment property is derecognised when either it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the profit or loss in the year of retirement or disposal.

2.9 *Development properties*

Development properties are property rights for properties under development that were purchased from the property developer. These rights will be sold to end buyers.

The rights are measured initially at cost. Following initial acquisition, the property rights are carried at cost less any accumulated impairment losses. Property rights are assessed for impairment whenever there is an indication that the rights may be impaired.

The costs of development properties recognised in profit or loss are determined with reference to the specific costs incurred on the property rights sold.

Gains or losses arising from derecognition of the property rights are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss when the asset is derecognised.

2.10 *Subsidiaries*

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.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

2.11 *Joint arrangements*

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

A joint arrangement is classified either as joint operation or joint venture, based on the rights and obligations of the parties to the arrangement.

To the extent the joint arrangement provides the Group with rights to the assets and obligations for the liabilities relating to the arrangement, the arrangement is a joint operation. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.11 *Joint arrangements (cont'd)*

Joint ventures

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method. The accounting policy for investment in joint venture is set out in Note 2.12.

2.12 *Joint ventures and associates*

An associate is an entity over which the Group has the power to participate in the financial and operating policy decisions of the investee but does not have control or joint control of those policies.

The Group accounts for its investments in associates and joint ventures using the equity method from the date on which it becomes an associate or joint venture.

On acquisition of the investment, any excess of the cost of the investment over the Group's share of the net fair value of the investee's identifiable assets and liabilities represents goodwill and is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate or joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the investment in associates or joint ventures are carried in the balance sheet at cost plus post-acquisition changes in the Group's share of net assets of the associates or joint ventures. The profit or loss reflects the share of results of the operations of the associates or joint ventures. Distributions received from joint ventures or associates reduce the carrying amount of the investment. Where there has been a change recognised in other comprehensive income by the associates or joint ventures, the Group recognises its share of such changes in other comprehensive income. Unrealised gains and losses resulting from transactions between the Group and associate or joint venture are eliminated to the extent of the interest in the associates or joint ventures.

When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate or joint venture.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in associate or joint venture. The Group determines at the end of each reporting period whether there is any objective evidence that the investment in the associate or joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount in profit or loss.

For financial statements of the associate or joint venture which are prepared as of the same reporting date of the Company, the most recent available audited financial statements of the associates are used by the Group in applying the equity method. Where the date of the audited financial statements used is not coterminous with that of the Group, the share of results is arrived at from the last audited financial statements available and unaudited management financial statements to the end of the financial year.

When the financial statements of an associate or joint venture used in applying the equity method are prepared as of a different reporting date from that of the Company, adjustments are made for the effects of significant transactions or events that occur between that date and the reporting date of the Company. In any case, the difference between the end of the reporting period of the associate or joint venture and that of the investor shall be no more than three months. The length of the reporting periods and any difference between the ends of the reporting periods shall be the same from period to period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.13 *Financial instruments*

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

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

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.

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest 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.

Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss.

Derivatives

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the profit or loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. 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 is recognised in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 March 2023

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

2.13 *Financial instruments (cont'd)*

(b) *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.

All financial liabilities are recognised initially at fair value plus, in the case of other financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss 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.

Derecognition

A financial liability is derecognised when the obligation under the liability 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 the profit or loss.

(c) *Hedges of a net investment*

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as other comprehensive income while any gains or losses relating to the ineffective portion are recognised in the statement of profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to the statement of profit or loss.

The Group uses loans as a hedge of its exposure to foreign exchange risk on its investments in foreign associates. Refer to Note 31(b) for more details.

2.14 *Impairment of financial assets*

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. 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.

ECLs are recognised in two stages. 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 ("a 12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default ("a lifetime ECL").

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. 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 March 2023

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

2.14 *Impairment of financial assets (cont'd)*

The Group considers a financial asset in default when the counterparty fails to make contractual payments and 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. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.15 *Impairment of non-financial assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in profit or loss, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in the profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

2.16 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.17 *Inventories*

Inventories are stated at the lower of cost and net realisable value.

For retail inventories, cost is calculated using the Retail Method where the selling price of the merchandise is reduced by the calculated gross margin.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to 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 necessary to make the sale. Net realisable value is arrived at after due allowance is made for all obsolete and slow-moving inventories.

2.18 *Borrowings*

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the end of the reporting period.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in income statement over the period of the borrowings using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.19 *Provisions*

General

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 the amount of the obligation can be estimated reliably.

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, the provision is 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. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.20 *Government grants*

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an income item, it is recognised in the profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. Grants related to income are presented as a credit in profit or loss, either separately or under a general heading such as "Other income". Alternatively, they may be deducted in reporting the related expenses. The presentation approach is applied consistently to all similar grants.

2.21 *Financial guarantees*

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 a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are recognised as income in the profit or loss over the period of the guarantee. If it is probable that the liability will be higher than the amount initially recognised less amortisation, the liability is recorded at the higher amount with the difference charged to the profit or loss.

2.22 *Borrowing costs*

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of a qualifying asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are ready for their intended use or sale. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.23 *Employee benefits*

(a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme.

Subsidiaries incorporated and operating in The People's Republic of China ("PRC") are required to provide certain staff pension benefits to its employees under existing PRC legislations. Pension contributions are made at rates stipulated by PRC legislations to a pension fund managed by government agencies, who are responsible for administering these amounts for the subsidiaries' employees.

Contributions to national pension schemes are recognised as an expense in the period in which the related service is performed.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.23 *Employee benefits (cont'd)*

(b) *Employee leave entitlements*

Employee entitlements to annual leave are recognised as a liability when they are accrued to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

(c) *Long-service benefits*

Employee entitlement to long-service gratuities are recognised as a liability when they are accrued to the employees upon the fulfilment of service conditions. The estimated liability for gratuities is recognised for services rendered by the employees up to the end of the reporting period.

(d) *Profit-sharing bonuses*

Certain key executives are entitled to profit-sharing bonuses on certain profits on a realised basis. The amounts payable are recognised in the profit or loss in the period which these profits are realised.

2.24 *Leases*

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(a) *As lessee*

The Group applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Retail and office space – 2 to 10 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.24 *Leases (cont'd)*

(a) *As lessee (cont'd)*

Lease liabilities (cont'd)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short term leases and leases of low-value assets

The Group applies the short term lease recognition exemption to its short term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

COVID-19 rent concessions

The Group has adopted the practical expedients under Amendments to SFRS(I) 16: *Covid-19 Related Rent Concessions*. As a practical expedient, a lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from COVID-19 related rent concession the same way it would account for the change under SFRS(I) 16, as if the change were not a lease modification.

The Group has applied this practical expedient to all rent concessions occurring as a direct consequence of the COVID-19 pandemic. As a result of applying the practical expedient, rent concessions of $985,000 (2022: $2,496,000) (Note 8) was recognised in the profit or loss during the year.

(b) *As lessor*

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising from operating leases on the Group's investment property is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.25 *Revenue*

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

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.25 *Revenue* (cont'd)

(a) *Sale of goods – retail*

Revenue from the sale of goods is recognised upon the satisfaction of each performance obligations which is usually on the delivery of goods to customers. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(b) *Sale of property rights, completed development properties and development properties under construction*

Revenue from sale of property rights for properties under development that were purchased from the property developer, completed development properties and development properties under construction is recognised upon the satisfaction of performance obligations which is when the control of the asset has been transferred to the buyer.

(c) *Rental income*

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(d) *Commissions from concessionaire sales*

Commissions from concessionaire sales are recognised upon the sale of goods by the relevant stores.

(e) *Fee and service income*

Fee and service income are recognised as revenue on an accrual basis upon services rendered on a straight-line basis over the service period.

(f) *Dividend income*

Dividend income is recognised when the Group's right to receive payment has been established.

(g) *Interest income*

Interest income is recognised using the effective interest method.

2.26 *Taxes*

(a) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in the profit or loss except to the extent that the tax relates to items recognised outside the profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.26 ***Taxes*** *(cont'd)*

(b) *Deferred tax*

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

– Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

– Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

– In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside the profit or loss is recognised outside the profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) *Sales tax*

Revenues, expenses and assets are recognised net of the amount of sales tax except:

– Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

– Receivables and payables that are stated with the amount of sales tax included.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

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

2.27 *Segment reporting*

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 30, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.28 *Share capital and share issuance expenses*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.29 *Treasury shares*

Treasury shares are the Group's own equity instruments, which have been reacquired. These are recognised at cost and deducted from equity. No gain or loss is recognised in the profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.30 *Contingencies*

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(b) a present obligation that arises from past events but is not recognised because:

  (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

  (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's and Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 *Judgements made in applying accounting policies*

In the process of applying the Group's and Company's accounting policies, management has made the following judgements which have the most significant effect on the amounts recognised in the financial statements:

(i) *Investments in associates and joint ventures*

The Group is able to exercise significant influence over an associate, as disclosed in Note 15, notwithstanding that the Group holds less than 20% interests in this investee. The Group has the ability to exercise significant influence by virtue of its representation on the board.

The Group has not accounted for its interests in certain joint ventures as subsidiaries, as disclosed in Note 34, although its interests is in excess of 50% because under the joint venture agreements, the joint venture parties are entitled to a share of the profits of the joint ventures in proportion to their respective capital contributions but have contractual joint control of the joint ventures and require unanimous consent for all major decisions over the relevant activities.

(ii) *Taxation*

The Group has exposure to income and other taxes in various jurisdictions. 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 issues 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 income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's income tax payables and net deferred tax liabilities at 31 March 2023 are $8,046,000 (2022: $7,575,000) and $23,763,000 (2022: $25,767,000) respectively.

(iii) *Impairment of investment in subsidiaries (Company-level)*

The Company assesses, at each reporting date, whether there are indicators that its investment in subsidiaries are impaired. Factors such as deteriorating financial conditions of the subsidiaries are objective evidence of impairment. The Company also considers whether there is observable data indicating that there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the subsidiaries operate in.

The carrying amount of the Company's investment in subsidiaries recognised at the end of the reporting period is disclosed in Note 13 to the financial statements.

3.2 *Key sources of estimation uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group and the Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group and the Company. Such changes are reflected in the assumptions when they occur.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

3.2 *Key sources of estimation uncertainty* (cont'd)

(i) *Valuation of investment property*

The Group records its investment property at fair value, with changes in fair value being recognised in profit or loss.

Management engages an independent professional valuer ("External Appraiser") in the country in which the investment property is located to determine the fair value of the property. Management reviews the valuation carried out by the External Appraiser and adopts the valuation as fair value.

The determination of the fair value of the investment property involves the use of a range of estimates (amongst others, capitalisation rates and rental rates) made by management and the External Appraiser.

The carrying amount and key assumptions used to determine the fair value of the investment property are further explained in Note 32(d).

(ii) *Impairment assessment of interests in associates and joint ventures*

The Group has significant interests in associates and joint ventures which comprise the investments in and amounts due from associates and joint ventures. The associates and joint ventures of the Group are mainly involved in the business of property investment and development.

The recoverability of the interests in and results from these associates and joint ventures are dependent on the fair valuation of their investment properties and the success of the relevant development projects. The valuation of the investment properties and contributions from development projects are dependent on a number of factors including the economy, government policies, and demand and supply for properties in their respective markets. Consequently, there is a risk of changes in carrying value of the investment properties and development projects. Annually, management conducts an assessment to determine whether any indicator of impairment exists.

The carrying amounts of the Group's interests in associates and joint ventures at the end of the reporting period are disclosed in Note 15 and 16 to the financial statements.

(iii) *Impairment assessment of plant and equipment and right-of-use assets (Retail)*

The Group assesses, at each reporting date, whether there are any indicators of impairment or that an impairment loss may no longer exist or may have decreased, for its plant and equipment and right-of-use assets. In assessing whether there are any indications that an asset may be impaired or that an impairment may no longer exist or may have decreased, the Group considers both external and internal sources of information. Significant judgement is involved in determining whether indicators exists.

Operating losses in the Group's retail segment is an indicator of impairment of plant and equipment and right-of-use assets.

For the purpose of impairment testing, recoverable amount of plant and equipment and right-of-use assets have been determined based on the Value-in-Use ("VIU"). The VIU calculation requires an estimation of the cash flow projections, suitable discount rate and other assumptions.

The carrying amounts of the Group's plant and equipment and right-of-use assets at the end of the reporting period are disclosed in Notes 11 and 27 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

3.2 *Key sources of estimation uncertainty (cont'd)*

(iv) *Fair value of financial instruments (unquoted)*

Where the fair values of financial instruments recorded on the balance sheet cannot be derived from active markets, they are determined using valuation techniques including the market comparable and net assets value. The inputs to these models are derived from observable market data where possible, but where this is not feasible, a degree of judgement is required in determining the fair values (Level 3). The valuation of financial instruments is described in more detail in Note 32.

(v) *Impairment assessment of amounts due from subsidiaries*

The Company has applied the applicable accounting guidance in determining whether any impairment of the amounts due from subsidiaries as at year end is required. In relation to the assessment of the loss allowance for the amounts due from subsidiaries, certain assumptions are made, including the future repayment by the subsidiaries, the business environment and economic outlook and growth rate. The carrying amount of amounts due from subsidiaries is disclosed in Note 14 to the financial statements.

4. REVENUE

	Note	Group 2023 $'000	Group 2022 $'000
Revenue from contracts with customers	(a)	110,814	94,249
Rental income from an investment property	12	6,423	6,254
		117,237	100,503

(a) Disaggregation of revenue:

Segments	Retail 2023 $'000	Retail 2022 $'000	Property 2023 $'000	Property 2022 $'000	Total revenue 2023 $'000	Total revenue 2022 $'000
Primary geographical markets						
Singapore	103,980	86,594	–	–	103,980	86,594
Indonesia	–	–	6,834	7,655	6,834	7,655
Total revenue from contracts with customers	103,980	86,594	6,834	7,655	110,814	94,249
Major revenue streams						
Sales of goods	76,192	65,091	–	–	76,192	65,091
Net commission from concessionaires	27,788	21,503	–	–	27,788	21,503
Sales of property rights	–	–	6,834	7,655	6,834	7,655
Total revenue from contracts with customers	103,980	86,594	6,834	7,655	110,814	94,249

Revenue from contracts with customers are recognised at a point in time.

The gross revenue from concessionaire sales is analysed as follows:

	Group 2023 $'000	Group 2022 $'000
Gross revenue from concessionaire sales	98,578	81,208

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

5. COST OF REVENUE

	Group 2023 $'000	Group 2022 $'000
Retail	90,250	77,265
Property		
– Cost of property rights sold	5,527	6,629
– Rental	1,088	1,305
	96,865	85,199

6. OTHER NET INCOME

	Group 2023 $'000	Group 2022 $'000
Interest income from:		
– Financial instruments at amortised cost	24,205	20,825
Dividends, gross from:		
– Long term investments	8,162	13,039
– Short term investments	747	651
	8,909	13,690
Net change in fair value of investments at fair value through profit or loss:		
– Long term investments	(11,828)	(2,715)
– Short term investments	(1,913)	561
	(13,741)	(2,154)
Foreign exchange (loss)/gain	(2,614)	216
Other rental income	939	–
Sundry income	1,662	1,537
	19,360	34,114

7. FINANCE COSTS

	Note	Group 2023 $'000	Group 2022 $'000
Interest on borrowings carried at amortised cost		14,541	4,047
Interest on notes carried at amortised cost		8,896	12,486
Interest on lease liabilities	27	1,638	1,539
Others		1,781	1,096
		26,856	19,168

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

8. PROFIT FROM OPERATIONS BEFORE TAXATION

Profit from operations before taxation is stated after charging/(crediting):

	Group	
	2023 $'000	2022 $'000
Staff costs, including Directors' emoluments, are as follows:		
Salaries, bonuses and other related costs[1]	18,940	16,618
Contributions to CPF	1,852	1,620
Provision for long-service benefits	358	369
	21,150	18,607
Directors' emoluments included in staff costs are as follows:		
Directors of the Company		
– Other emoluments	2,347	2,330
– Fees payable	1,116	1,016
	3,463	3,346

	Note	Group	
		2023 $'000	2022 $'000
Rental expense[2]		5,117	4,720
Depreciation of plant and equipment	11	1,194	1,209
Depreciation of right-of-use assets[3]	27	9,544	7,831
Inventories written down	19	84	225
Write-back of allowance for obsolete inventories	19	(284)	(281)
Audit fees:			
– Auditor of the Company		430	403
– Other auditors		184	187
Non-audit fees:			
– Auditor of the Company		121	70
– Other auditors		253	534
Allowance for doubtful debts	20	23	1
Plant and equipment written off		–	1

(1) These are presented net of government grants of $Nil (2022: $1,243,000), comprising mainly those from the Jobs Support Scheme during the financial year.

(2) Rental expense includes total contingent rents recognised as an expense for the financial year ended 31 March 2023 amounting to $635,000 (2022: $620,000).

(3) These are presented net of rental rebate of $985,000 (2022: $2,496,000) during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

9. TAXATION

(a) *Major components of income tax expense*

The major components of income tax expense for the financial years ended 31 March are:

Consolidated income statement

	Group 2023 $'000	Group 2022 $'000
Current taxation		
– Current income taxation	7,361	5,247
– (Over)/under provision in respect of prior financial years	(1,649)	610
	5,712	5,857
Deferred taxation		
– Origination and reversal of temporary differences	(109)	2,192
– Under/(over) provision in respect of prior financial years	156	(1)
	47	2,191
Withholding tax	620	–
Income tax expense recognised in the consolidated income statement	6,379	8,048

(b) *Relationship between tax expense and accounting profit*

The reconciliation of taxation determined on the results of the Group by applying the Singapore statutory income tax rate for the financial years ended 31 March are as follows:

	Group 2023 $'000	Group 2022 $'000
Profit from operations before taxation	31,723	31,699
Less: Share of results of equity-accounted associates*	(4,137)	(11,821)
Less: Share of results of equity-accounted joint ventures*	(35,309)	(47,315)
	(7,723)	(27,437)
Taxation calculated at Singapore statutory income tax rate of 17% (2022: 17%)	(1,313)	(4,664)
Expenses not deductible for tax purposes	9,426	13,303
Difference arising from tax rates applicable to foreign entities	1,185	1,863
Income not subject to tax	(3,792)	(3,752)
Unremitted foreign sourced income	1,918	2,493
(Over)/under provision in respect of prior financial years	(1,493)	609
Withholding tax	620	–
Utilisation of previously unrecognised tax losses	(155)	(1,049)
Others	(17)	(755)
Taxation expense recognised in the consolidated income statement	6,379	8,048

* These are presented net of tax in the income statement.

Taxation for other jurisdictions are calculated at the rates prevailing in the respective jurisdictions. During the current financial year, the income tax rates applicable to foreign subsidiaries are as follows:

	Group 2023	Group 2022
China	25%	25%
Hong Kong	16.5%	16.5%
Indonesia	22%	22%
Mauritius	15%	15%

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

9. TAXATION (CONT'D)

(c) *Deferred taxation*

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Balance at beginning of financial year	25,767	22,774	70	3
Charged/(credited) to income statement	47	2,191	(33)	67
Foreign exchange adjustments	(2,051)	802	–	–
Balance at end of financial year	23,763	25,767	37	70

Deferred taxation (prior to offsetting of balances within the same tax jurisdiction) as at 31 March relates to the following:

	Consolidated balance sheet		Consolidated income statement		Company balance sheet	
	2023	2022	2023	2022	2023	2022
	$'000	$'000	$'000	$'000	$'000	$'000
Deferred tax liabilities						
Differences in depreciation	16,232	17,194	579	618	–	–
Undistributed profits of subsidiaries, associates and joint ventures	4,682	4,741	364	681	–	–
Unremitted foreign sourced interest income	4,152	4,217	66	653	37	70
Others	515	1,133	(542)	245	–	–
	25,581	27,285			37	70
Deferred tax assets						
Fair value (loss)/gain on an investment property	(809)	(1,122)	194	(85)	–	–
Deferred income and other deferred tax assets	(1,009)	(396)	(614)	79	–	–
	(1,818)	(1,518)			–	–
Total	23,763	25,767			37	70
Deferred tax expense			47	2,191		

Unrecognised tax losses

Singapore tax law allows for Group relief where a Singapore company belonging to a group may transfer its current year unabsorbed capital allowances, current year unutilised trade losses and current year unabsorbed donations (loss items) to other Singapore companies belonging to the same group, to be deducted against the assessable income in the year of income.

There are estimated tax losses and unabsorbed capital allowances amounting to $8,154,000 and $408,000 (2022: $9,038,000 and $27,000) respectively, available for offset against future taxable profits of certain subsidiaries of which $7,930,000 (2022: $8,833,000) has not been recognised as deferred tax asset due to the uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

9. TAXATION (CONT'D)

(c) *Deferred taxation (cont'd)*

Tax consequences of proposed dividends

There are no further Singapore income tax consequences (2022: $Nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements.

10. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by dividing the profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

	Group	
	2023 Cents	2022 Cents
Basic	3.0	2.9
Diluted	3.0	2.9

	Group	
	2023 $'000	2022 $'000
Profit net of taxation attributable to owners of the Company, used in the computation of basic and diluted earnings per share	25,151	23,700

	No. of shares '000	No. of shares '000
Weighted average number of ordinary shares for basic and diluted earnings per share computation	828,036	828,036

As at 31 March 2023, there are no dilutive potential ordinary shares (2022: Nil).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

11. PLANT AND EQUIPMENT

	Equipment, furniture and fittings $'000
Group	
Cost	
At 1 April 2021	21,034
Additions	488
Disposals	(7)
Write-offs	(567)
Foreign exchange adjustments	1
At 31 March 2022	20,949
Additions	1,051
Disposals	(10)
Write-offs	(19)
Foreign exchange adjustments	(3)
At 31 March 2023	21,968
Accumulated depreciation and impairment loss	
At 1 April 2021	18,324
Charge for the year	1,209
Disposals	(7)
Write-offs	(566)
Foreign exchange adjustments	1
At 31 March 2022	18,961
Charge for the year	1,194
Disposals	(10)
Write-offs	(19)
Foreign exchange adjustments	(2)
At 31 March 2023	20,124
Net book value	
At 31 March 2022	1,988
At 31 March 2023	1,844

Impairment of plant and equipment

For the current financial year ended 31 March 2023, the Group assessed that there are no indications of further impairment of the plant and equipment and assessed that the recoverable amount approximates the carrying amount.

The recoverable amount was assessed based on Value-in-Use ("VIU") determined by discounted cash flow model and the discount rate used as at 31 March 2023 was 5.0% per annum. The growth rates and other significant assumptions applied in the VIU computations are based on management's cash flow projections.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

11. PLANT AND EQUIPMENT (CONT'D)

	Equipment, furniture and fittings $'000
Company	
Cost	
At 1 April 2021	2,115
Additions	55
Disposals	(7)
At 31 March 2022	2,163
Additions	2
Disposals	(10)
At 31 March 2023	2,155
Accumulated depreciation	
At 1 April 2021	1,781
Charge for the year	129
Disposals	(7)
At 31 March 2022	1,903
Charge for the year	131
Disposals	(10)
At 31 March 2023	2,024
Net book value	
At 31 March 2022	260
At 31 March 2023	131

12. INVESTMENT PROPERTY

	Note	Group 2023 $'000	Group 2022 $'000
Balance sheet:			
Balance at 1 April		115,744	111,725
Adjustments to fair value		776	(341)
Foreign exchange adjustments		(10,324)	4,360
Balance at 31 March		106,196	115,744
Consolidated income statement:			
Rental income from an investment property	4	6,423	6,254
Direct operating expenses (including repairs, maintenance and refurbishment) arising from a rental generating property		(1,088)	(1,305)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

12. INVESTMENT PROPERTY (CONT'D)

The Group's investment property as at 31 March is as follows:

Name of building	Description	Tenure of land	Name of valuer	Valuation method	Fair value 2023 $'000	Fair value 2022 $'000
GIE Tower, Guangzhou	Part of a 7-storey shopping podium & 35-storey office tower along Huan Shi Dong Road, Guangzhou, People's Republic of China	50 years' lease from 18 October 1994 (21 years remaining)	Cushman & Wakefield Limited	Average of direct capitalisation and direct comparison method	106,196	115,744

Valuation of investment property

Investment property is stated at fair value, which has been determined based on valuation at the end of the reporting period. Valuation is performed by accredited independent valuer with recent experience in the location and category of the property being valued.

Details of valuation techniques and inputs used are disclosed in Note 32(d).

13. SUBSIDIARIES

	Company 2023 $'000	Company 2022 $'000
Unquoted equity shares, at cost	46,828	21,828

Movement in impairment loss is as follows:

	Company 2023 $'000	Company 2022 $'000
Balance at beginning of financial year	–	4,038
Write-back of impairment loss	–	(4,038)
Balance at end of financial year	–	–

In the previous financial year, write-back of impairment loss on investment in a subsidiary mainly relate to the excess of recoverable amount over the carrying amount of the cost of investment.

Details of subsidiaries are shown in Note 34.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

14. AMOUNTS DUE FROM SUBSIDIARIES

	Note	Company 2023 $'000	Company 2022 $'000
Non-current			
Amounts due from subsidiaries	(a)	685,690	676,190
Current			
Amounts due from subsidiaries	(b)	261,778	317,080

Movement in impairment loss is as follows:

	Company 2023 $'000	Company 2022 $'000
Balance at beginning of financial year	–	2,927
Write-back of impairment loss	–	(2,927)
Balance at end of financial year	–	–

In the previous financial year, write-back of impairment loss on amount due from a subsidiary mainly relate to the excess of recoverable amount over the carrying amount from a subsidiary.

(a) ***Amounts due from subsidiaries – Non-current***

The non-current amounts due from subsidiaries are unsecured, have no fixed terms of repayment and are interest-free, except for $236,955,000 (2022: $251,955,000), which bear interest of 1.7% to 5.4% (2022: 1.7% to 4.2%) per annum. The total amounts are not expected to be repaid within the next financial year, of which $448,735,000 (2022: $545,675,000) forms part of the Company's net investment in the subsidiaries.

(b) ***Amounts due from subsidiaries – Current***

The current amounts due from subsidiaries are unsecured, repayable on demand and interest-free, except for $47,020,000 (2022: $61,127,000) which bear interest ranging from 1.1% to 5.4% (2022: 1.1% to 5.1%) per annum.

15. ASSOCIATES

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Non-current					
Investment in associates	(a)	399,284	438,937	500	500
Add:					
Amounts due from associates	(b)	556,624	546,734	–	–
		955,908	985,671	500	500
Current					
Amounts due from associates	(c)	101,293	127,174	–	–
Impairment losses	(d)	(35,683)	(36,327)	–	–
		65,610	90,847	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

15. ASSOCIATES (CONT'D)

Movement in impairment loss is as follows:

		Group 2023 $'000	Group 2022 $'000
Balance at beginning of financial year		36,327	–
Impairment losses	(d)	–	36,327
Foreign exchange adjustments		(644)	–
Balance at end of financial year		35,683	36,327

(a) ***Investment in associates***

	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Quoted equity shares, at cost	117,700	117,700	–	–
Share of post-acquisition reserves	120,101	125,095	–	–
Foreign currency translation reserve	(12,082)	18,023	–	–
Other reserves	2,413	392	–	–
	228,132	261,210	–	–
Unquoted equity shares, at cost	267,150	245,070	500	500
Share of post-acquisition reserves	(84,345)	(75,427)	–	–
Foreign currency translation reserve	(12,071)	7,987	–	–
Other reserve	418	97	–	–
	171,152	177,727	500	500
	399,284	438,937	500	500
Market value of quoted shares	38,984	33,980	–	–

(b) ***Amounts due from associates – Non-current***

Included in the non-current amounts due from associates of $556,624,000 (2022: $546,734,000), $321,847,000 (2022: $324,567,000) are interest-free and $234,777,000 (2022: $222,167,000) are interest-bearing with interest rates ranging from 2.8% to 11.0% (2022: 2.1% to 11.0%) per annum. Out of the interest-bearing amounts of $234,777,000 (2022: $222,167,000), comprised an amount of $88,660,000 (2022: $75,660,000) of 7.0 per cent notes issued by an associate, Boustead Industrial Fund.

The total amounts are not expected to be repaid within the next financial year, of which $332,504,000 (2022: $335,614,000) forms part of the Company's net investment in the associates.

The amounts are unsecured except for $135,460,000 (2022: $135,460,000), whereby the loan to an associate is secured by way of share charge over the issued share capital of certain companies (which owns properties), assignment of shareholders' loans and corporate guarantee.

(c) ***Amounts due from associates – Current***

The current amounts due from associates are interest-free, unsecured and repayable on demand, except for $92,457,000 (2022: $94,126,000), whereby the loans extended by the associates to third parties are secured by way of share charge over the issued share capital of certain companies (which owns land and properties), personal guarantees and/or corporate guarantees and bear interest ranging from 11.1% to 16.8% (2022: 11.1% to 16.8%) per annum.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

15. ASSOCIATES (CONT'D)

(d) *Impairment losses*

In the previous financial year ended 31 March 2022, due to the China property sector credit situation, impairment losses of $36,327,000 on the amounts due from associates (current) was recognised in the Group's consolidated income statement. The impairment assessment was performed based on the associates' exposure on underlying debt instruments which was tied to the associated development projects of the borrowers.

Amounts due from associates (current and non-current) denominated in foreign currencies are as follows:

	Group	
	2023	2022
	$'000	$'000
Amounts due from associates:		
– Sterling Pound	10,657	11,048
– Chinese Renminbi	321,995	346,441
– United States Dollar	56,774	57,799
– Australian Dollar	7,528	10,016

Details of the associates are shown in Note 34.

The Group's share of the associates' results (as presented in the Consolidated Income Statement), adjusted for the proportion of ownership interest by the Group, is as follows:

	Group	
	2023	2022
	$'000	$'000
Operating results	12,377	2,452
Fair value adjustments on investment properties	(981)	19,019
Non-operating results[1]	–	5,127
Taxation	(7,058)	(14,434)
Others	(201)	(343)
	4,137	11,821

[1] In the previous financial year, the non-operating results of associates of $5,127,000 included the Group's share of non-operating results from Top Spring International Holdings Limited ("TSI") which included (a) gains on disposal of property development projects and (b) recovery of certain impaired receivables with the related compensation income, which were partially offset by (c) impairment provision due to resumption of a land parcel by the HKSAR Government.

Aggregate information about the Group's investment in associates that are not individually material are as follows:

	Group	
	2023	2022
	$'000	$'000
Profit net of taxation	6,585	8,790
Other comprehensive income/(loss)	209	(928)
Total comprehensive income	6,794	7,862

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

15. ASSOCIATES (CONT'D)

The summarised financial information in respect of material investment in an associate, based on its HKFRS financial statements for the financial year ended 31 December 2022 (2022: 31 December 2021) (not adjusted for the percentage of ownership held by the Group), and reconciliation with the carrying amount of the investment in the consolidated statements are as follows:

	Top Spring International Holdings Limited	
	2023 $'000	2022 $'000
Summarised balance sheet		
Current assets	1,929,270	2,818,651
Non-current assets	1,760,446	2,090,018
Total assets	3,689,716	4,908,669
Current bank and other borrowings (excluding bonds)	(434,131)	(1,072,041)
Other current liabilities	(604,202)	(1,151,188)
Non-current bank and other borrowings	(861,405)	(631,308)
Other non-current liabilities	(221,319)	(260,151)
Total liabilities	(2,121,057)	(3,114,688)
Net assets	1,568,659	1,793,981
Non-controlling interests	(9,823)	(11,592)
Net assets excluding non-controlling interests	1,558,836	1,782,389
Net assets excluding non-controlling interests	1,558,836	1,782,389
Proportion of the Group's ownership	14.9%	14.9%
Group's share of net assets(1)	232,734	266,111
Other adjustments(2)	(4,602)	(4,901)
Carrying amount of the investment	228,132	261,210

(1) Included the Group's share of the carrying value of the sales consideration to be received by TSI amounting to $25,900,000 (2022: $27,900,000). These receivables from third parties will be settled upon the obtaining of certain specific approval from the local authorities for the underlying disposed projects.

(2) Other adjustments comprise fair value adjustments to the assets of the associate at date of acquisition by the Group, and the effects of significant transactions or events that occur between that associate's financial statements' date and the reporting date of the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

15. ASSOCIATES (CONT'D)

The summarised financial information in respect of material investment in an associate, based on its HKFRS financial statements for the financial year ended 31 December 2022 (2022: 31 December 2021) (not adjusted for the percentage of ownership held by the Group), and reconciliation with the carrying amount of the investment in the consolidated statements are as follows (cont'd):

	Top Spring International Holdings Limited	
	2023	2022
	$'000	$'000
Summarised statement of comprehensive income		
Revenue	619,751	110,540
(Loss)/profit net of taxation	(31,035)	8,082
Other comprehensive (loss)/income	(162,794)	63,219
Total comprehensive (loss)/income	(193,829)	71,301
Notes to the consolidated financial statements		
Contingent liabilities		
Guarantees given to the financial institutions for mortgage loan facilities granted to purchasers of the TSI Group's properties	78,138	149,120

The directors of TSI Group consider that it is not probable that the TSI Group will sustain a loss under these guarantees as the TSI Group can take over the ownerships of the related properties and sell the properties to recover any amounts paid by the TSI Group to the banks. The directors of TSI Group also consider that the fair market value of the underlying properties is able to cover the outstanding mortgage loans guaranteed by the TSI Group in the event the purchasers default payments to the banks.

In view of the above, there is no substantive exposure to the Metro Group.

Other summarised information		
Dividends received/receivable	402	2,765

Top Spring International Holdings Limited ("TSI")

TSI is a public company listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Group has a nominated representative on TSI's board. The Group has assessed that it has the ability to exercise significant influence in TSI and accordingly, equity accounted TSI's results. As at 31 March 2023, the Group has an effective indirect equity stake of approximately 16.2% voting rights and 14.9% ownership interest in TSI.

The financial year end of TSI is 31 December. Due to the timing of availability of the financial information of TSI and as TSI is unable to provide financial information to the Group without providing equivalent information to all its other investors, the Group equity accounts for TSI for the period from 1 January 2022 to 31 December 2022 (2022: 1 January 2021 to 31 December 2021) and adjusts for any significant transactions and events that occur between 1 January 2023 and 31 March 2023. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

The Group's share of results from its associates and the recoverability of these interests are dependent on the performance of their underlying investment properties and property development projects.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

16. JOINT VENTURES

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Non-current					
Investment in joint ventures	(a)	260,756	320,234	–	–
Add:					
Amounts due from joint ventures	(b)	79,981	74,455	–	–
		340,737	394,689	–	–
Amounts due to joint ventures	(c)	135,584	148,653	–	–
Current					
Amounts due from joint ventures	(d)	158,836	136,760	4,055	4,044

(a) ***Investment in joint ventures***

	Group 2023 $'000	Group 2022 $'000
Unquoted equity shares, at cost	96,312	96,312
Share of post-acquisition reserves	177,527	211,406
Foreign currency translation reserve	(13,083)	12,462
Other reserve	–	54
	260,756	320,234

(b) ***Amounts due from joint ventures – Non-current***

The non-current amounts due from joint ventures are unsecured and interest-free, except for $28,281,000 (2022: $23,505,000) which bear interest ranging from 6.6% to 10.1% (2022: 6.0% to 10.0%) per annum. The total amounts are not expected to be repaid within the next financial year, of which $51,700,000 (2022: $50,950,000) form part of the Company's net investment in the joint ventures.

(c) ***Amounts due to joint ventures – Non-current***

The non-current amounts due to joint ventures bear interest ranging from 1.7% to 2.5% (2022: 1.3% to 1.4%), are unsecured and not expected to be repaid within the next financial year.

(d) ***Amounts due from joint ventures – Current***

Group

The current amounts due from joint ventures are interest-free, except for $4,055,000 (2022: $6,930,000) which bear interest ranging from 2.5% to 6.3% (2022: 1.6% to 3.0%) per annum, unsecured and expected to be repaid within the next financial year.

Company

The current amount due from joint venture of $4,055,000 (2022: $4,044,000) bear interest ranging from 2.5% to 6.3% (2022: 1.6% to 1.7%) per annum, is unsecured and expected to be repaid within the next financial year.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

16. JOINT VENTURES (CONT'D)

Amounts due from/(to) joint ventures (current and non-current) denominated in foreign currencies are as follows:

	Group		Company	
	2023 $'000	2022 $'000	2023 $'000	2022 $'000
Amounts due from joint ventures				
Sterling Pound	28,281	23,505	–	–
United States Dollar	4,055	4,044	4,055	4,044
Chinese Renminbi	154,583	129,831	–	–
Amounts due to joint ventures				
Chinese Renminbi	135,584	148,653	–	–

Details of the joint ventures are shown in Note 34.

The Group's share of the joint ventures' results (as presented in the Consolidated Income Statement), adjusted for the proportion of ownership interest by the Group, is as follows:

	Group	
	2023 $'000	2022 $'000
Operating results	49,362	59,691
Fair value adjustments on investment properties	(6,994)	1,705
Taxation	(7,059)	(14,081)
	35,309	47,315

Aggregate information about the Group's investment in joint ventures that are not individually material are as follows:

	Group	
	2023 $'000	2022 $'000
Profit net of taxation	5,951	17,562
Other comprehensive (loss)/income	(54)	1,050
Total comprehensive income	5,897	18,612

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

16. JOINT VENTURES (CONT'D)

The summarised financial information in respect of material investment in joint ventures, based on their IFRS financial statements (not adjusted for the percentage of ownership held by the Group), and reconciliation with the carrying amount of the investments in the consolidated statements are as follows:

	Shanghai Metro City Commercial Management Co. Ltd		Shanghai Huimei Property Co Ltd	
	2023 $'000	2022 $'000	2023 $'000	2022 $'000
Summarised balance sheet				
Cash and cash equivalents	80,860	96,823	32,582	31,201
Current assets (other than cash and cash equivalents)	2,786	17,113	656	2,495
Non-current assets	146,057	191,313	216,258	241,240
Total assets	229,703	305,249	249,496	274,936
Current liabilities	(88,335)	(80,079)	(31,962)	(24,955)
Non-current liabilities	(22,318)	(28,751)	(49,091)	(53,992)
Total liabilities	(110,653)	(108,830)	(81,053)	(78,947)
Net assets	119,050	196,419	168,443	195,989
Net assets	119,050	196,419	168,443	195,989
Proportion of the Group's ownership	60.0%	60.0%	60.0%	60.0%
Carrying amount of the investment	71,430	117,851	101,066	117,593
Summarised statement of comprehensive income				
Revenue	65,803	85,309	21,896	23,517
Interest income	4,419	3,422	1,163	915
Interest expenses	–	–	(182)	(68)
Depreciation expenses	(95)	(55)	(83)	(81)
Profit before tax	35,891	56,394	16,798	16,475
Taxation	(9,026)	(14,100)	(4,153)	(4,157)
Profit after tax	26,865	42,294	12,645	12,318
Other comprehensive income	–	–	–	–
Total comprehensive income	26,865	42,294	12,645	12,318
Profit after tax				
– Lease income	38,608	54,138	12,733	12,428
– Fair value adjustments	(11,743)	(11,844)	(88)	(110)
	26,865	42,294	12,645	12,318
Other summarised information				
Dividends received/receivable	50,352	27,758	12,977	7,316

The Group's share of results from its joint ventures and the recoverability of these interests are dependent on the performance of their underlying investment properties and property development projects.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

17. INVESTMENTS

	Group 2023 $'000	Group 2022 $'000
Current:		
Financial assets at fair value through profit or loss		
Equity securities (quoted)	14,580	16,493
Non-current:		
Financial assets at fair value through other comprehensive income		
Equity securities (quoted)	33,919	49,858
Financial assets at fair value through profit or loss		
Equity securities (unquoted)	70,699	78,062
Equity securities (quoted)	4,447	5,701
	75,146	83,763
	109,065	133,621

Equity investments designated at FVOCI

The Group has elected to designate the investments in quoted equity instruments as FVOCI because these quoted equity investments represent investments that the Group intends to hold for the long term strategic purposes.

	Fair value as at 31 March 2023 $'000	Dividend income recognised 2023 $'000	Fair value as at 31 March 2022 $'000	Dividend income recognised 2022 $'000
Quoted investment:				
Daiwa House Logistic Trust	28,910	2,942	43,623	–

Other quoted equity investment designated at FVOCI not included in the table above are insignificant to the Group. No strategic investments were disposed of during the financial year ended 31 March 2023 and 31 March 2022, and there were no transfers of any cumulative gain or loss within equity relating to these investments during the current reporting period.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

18. DEVELOPMENT PROPERTIES

	Group 2023 $'000	Group 2022 $'000
Development properties (at cost)	145,555	160,843

Development properties are property rights of certain properties under development purchased from a property developer where such rights will be sold to end-buyers.

19. INVENTORIES

	Note	Group 2023 $'000	Group 2022 $'000
Balance sheet:			
Inventories held for resale (at cost or net realisable value)		11,182	8,990
Raw materials (at cost)		101	91
Total inventories at lower of cost or net realisable value		11,283	9,081
Movement in allowance for obsolete inventories as follows:			
Balance at 1 April		665	946
Write-back to the consolidated income statement	8	(284)	(281)
Balance at 31 March		381	665
Consolidated income statement:			
Inventories recognised as an expense in cost of sales		60,215	52,219
Inventories recognised as an expense in cost of sales is inclusive of the following charge/(credit):			
– Inventories written down	8	84	225
– Write-back of allowance for obsolete inventories	8	(284)	(281)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

20. ACCOUNTS AND OTHER RECEIVABLES

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Accounts and other receivables					
Trade receivables		46,148	52,008	–	–
Deposits		2,151	2,158	214	214
VAT receivables		10,540	12,648	–	–
Other receivables		3,652	3,908	1,372	452
		62,491	70,722	1,586	666
Financial assets					
Current					
Accounts and other receivables		51,951	58,074	1,586	666
Amounts due from subsidiaries	14	–	–	261,778	317,080
Amounts due from associates	15	65,610	90,847	–	–
Amounts due from joint ventures	16	158,836	136,760	4,055	4,044
Non-current					
Amounts due from subsidiaries	14	–	–	236,955	130,515
Amounts due from associates	15	224,120	211,120	–	–
Amounts due from joint ventures	16	28,281	23,505	–	–
Total receivables (current and non-current)		528,798	520,306	504,374	452,305
Add:					
Cash and cash equivalents	21	329,305	331,360	118,431	67,349
Total financial assets carried at amortised cost		858,103	851,666	622,805	519,654

Trade receivables are non-interest bearing and are recognised at their original invoiced amounts which represent their fair values on initial recognition.

(a) *Expected credit losses*

The movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL are as follows:

	Note	Group 2023 $'000	Group 2022 $'000
Trade receivables – nominal amounts		79	56
Less: Allowance for impairment		(79)	(56)
Balance at 31 March		–	–
Movement in allowance for impairment account:			
Balance at 1 April		56	55
Charge for the year	8	23	1
Balance at 31 March		79	56

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

20. ACCOUNTS AND OTHER RECEIVABLES (CONT'D)

(b) *Current receivables denominated in foreign currencies are as follows:*

	Group	
	2023	2022
	$'000	$'000
Indonesian Rupiah	55,935	64,303
Chinese Renminbi	322	1,191
United States Dollar	453	510

21. CASH AND CASH EQUIVALENTS

Cash and bank balances and fixed deposits placed with financial institutions are as follows:

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Fixed deposits	250,300	224,194	115,563	50,482
Cash on hand and at bank	79,005	107,166	2,868	16,867
Cash and cash equivalents	329,305	331,360	118,431	67,349

Fixed deposits are placed for varying periods of not more than six months depending on the immediate cash requirements of the Group and the Company and bear interest ranging from 0.2% to 5.35% (2022: 0.1% to 4.3%) per annum. Cash on hand and at bank earn interest at floating rates based on daily bank deposit rates at 0.2% to 3.0% (2022: 0.1% to 3.0%) per annum.

Cash and cash equivalents denominated in foreign currencies are as follows:

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
United States Dollar	14,324	21,404	1,511	412
Chinese Renminbi	57,743	36,289	–	–
Indonesian Rupiah	29,048	19,284	–	–
Sterling Pound	6,509	10,000	5	4

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

22. BORROWINGS

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Current					
Bank borrowings					
– Unsecured	(a)	139,201	135,524	29,832	44,152
Unsecured borrowings under the multicurrency debt issuance programme					
– 4.00% p.a. fixed rate SGD notes (redeemed in October 2021)	(b)	–	–	–	–
		139,201	135,524	29,832	44,152
Non-current					
Bank borrowings					
– Unsecured	(c)	256,097	270,862	256,097	270,862
Unsecured borrowings under the multicurrency debt issuance programme					
– 4.30% p.a. fixed rate SGD notes (repayable in April 2024)	(d)	199,705	199,415	199,705	199,415
		455,802	470,277	455,802	470,277
Maturity of borrowings					
Repayable:					
Within 1 year		139,201	135,524	29,832	44,152
Within 2 to 5 years		455,802	470,277	455,802	470,277
		595,003	605,801	485,634	514,429

(a) The Group's current bank borrowings are denominated in Sterling pounds and Australian dollars. The revolving credit facilities bear interest at rates ranging from 0.9% to 5.1% (2022: 0.9% to 1.7%) per annum.

(b) On 25 October 2018, the Company issued $150 million of unsecured fixed rate notes under its $1 billion multicurrency debt issuance programme which was established on 4 October 2018. The notes matured in October 2021, bore an interest of 4.00% per annum payable semi-annually in arrears, was fully redeemed in the previous financial year.

(c) The Group's non-current bank borrowings are denominated in Singapore dollars and Australian dollars. The term loan facilities bear interest at rates ranging from 1.7% to 5.4% (2022: 1.7% to 2.1%) per annum.

(d) On 2 April 2019, the Company issued $200 million of unsecured fixed rate notes under its $1 billion multicurrency debt issuance programme which was established on 4 October 2018. The notes will mature in April 2024 and bear an interest of 4.30% per annum payable semi-annually in arrears.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

22. BORROWINGS (CONT'D)

A reconciliation of liabilities arising from financing activities is as follows:

		Cash flows		Non-cash changes		
	1 April 2022 $'000	Drawdown $'000	Repayment $'000	Foreign exchange movement $'000	Others $'000	31 March 2023 $'000
Borrowings						
– Current	135,524	22,925	(6,092)	(13,156)	–	139,201
– Non-current	470,277	–	–	(15,000)	525	455,802
	605,801	22,925	(6,092)	(28,156)	525	595,003

		Cash flows		Non-cash changes		
	1 April 2021 $'000	Drawdown $'000	Repayment $'000	Foreign exchange movement $'000	Others $'000	31 March 2022 $'000
Borrowings						
– Current	324,957	99,921	(283,230)	(6,309)	185	135,524
– Non-current	199,128	267,015	–	3,720	414	470,277
	524,085	366,936	(283,230)	(2,589)	599	605,801

Borrowings (current and non-current) denominated in foreign currencies are as follows:

	Group		Company	
	2023 $'000	2022 $'000	2023 $'000	2022 $'000
Australian Dollar	151,455	172,799	125,422	143,097
United States Dollar	–	6,137	–	6,137
Sterling Pound	94,185	78,028	10,850	16,358

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

23. ACCOUNTS AND OTHER PAYABLES

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Accounts and other payables					
Current					
Trade payables		17,564	14,936	–	–
Other payables					
– Sundry creditors		5,676	5,265	1,213	827
– Accruals		16,148	15,330	6,634	6,281
– Refundable deposits		1,706	2,124	–	–
Deferred income		8,140	9,133	–	–
		49,234	46,788	7,847	7,108
Financial liabilities					
Current					
Trade payables		17,564	14,936	–	–
Other payables					
– Sundry creditors		5,676	5,265	1,213	827
– Accruals		13,192	12,436	6,236	5,965
– Refundable deposits		1,706	2,124	–	–
		38,138	34,761	7,449	6,792
Amounts due to subsidiaries		–	–	242,503	193,696
Non-current					
Amounts due to joint ventures	16	135,584	148,653	–	–
Total payables (current and non-current)		173,722	183,414	249,952	200,488
Add: Total borrowings	22	595,003	605,801	485,634	514,429
Add: Total lease liabilities	27	49,757	60,753	6,043	6,622
Total financial liabilities carried at amortised cost		818,482	849,968	741,629	721,539

Trade payables

Trade payables are non-interest bearing and are normally settled within 7 to 90 days (2022: 7 to 90 days).

Amounts due to subsidiaries

The current amounts due to subsidiaries are unsecured, repayable on demand and interest-free.

Current payables denominated in foreign currencies are as follows:

	Group 2023 $'000	Group 2022 $'000
Indonesian Rupiah	10,101	10,547
Chinese Renminbi	3,102	3,251
Sterling Pound	63	51
Hong Kong Dollar	74	91
United States Dollar	917	517

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

24. SHARE CAPITAL AND TREASURY SHARES

(a) *Share capital*

	Group and Company			
	2023		2022	
	No. of shares '000	$'000	No. of shares '000	$'000
Issued and fully paid:				
Ordinary shares				
Balance at beginning and end of the financial year	831,549	169,717	831,549	169,717

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

(b) *Treasury shares*

	Group and Company			
	2023		2022	
	No. of shares '000	$'000	No. of shares '000	$'000
Balance at beginning and end of the financial year	3,513	1,768	3,513	1,768

Treasury shares relate to ordinary shares of the Company that are held by the Company.

25. RESERVES

	Note	Group 2023 $'000	Group 2022 $'000	Company 2023 $'000	Company 2022 $'000
Revenue reserve		1,361,322	1,361,390	214,415	204,370
Foreign currency translation reserve	(a)	(67,679)	41,590	–	–
Fair value reserve	(b)	(14,063)	2,421	–	–
Statutory reserve	(c)	6,330	5,952	–	–
Other reserve	(d)	2,831	544	–	–
		1,288,741	1,411,897	214,415	204,370

(a) *Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency as well as from the translation of foreign currency loans used to hedge the Group's net investment in foreign entities.

(b) *Fair value reserve*

Fair value reserve comprises the cumulative net change in fair value of equity investments designated to be measured at fair value through other comprehensive income (Note 17). The surplus will be transferred to retained earnings upon disposal of the respective investments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

25. RESERVES (CONT'D)

(c) *Statutory reserve*

Statutory reserve represents the fund set aside on the appropriation of net profit by a subsidiary and joint ventures, which is restricted in use as required by the relevant laws and regulations of the People's Republic of China.

(d) *Other reserve*

Other reserve comprises the share of other reserves of certain associates and a joint venture.

26. DIVIDENDS

	Group and Company	
	2023	**2022**
	$'000	**$'000**
Dividends paid during the financial year:		
Final exempt (one-tier) dividend for 2022 of 2.0 cents (2021: 2.0 cents) per ordinary share	16,561	16,561
Final special exempt (one-tier) dividend for 2022 of 1.0 cent (2021: 0.25 cent) per ordinary share	8,280	2,070
	24,841	18,631
Dividends proposed but not recognised as a liability as at 31 March:		
Dividends on ordinary shares, subject to shareholders' approval at the Annual General Meeting:		
Final exempt (one-tier) dividend for 2023 of 2.0 cents (2022: 2.0 cents) per ordinary share	16,561	16,561
Final special exempt (one-tier) dividend for 2023 of 0.25 cent (2022: 1.0 cent) per ordinary share	2,070	8,280
	18,631	24,841

27. LEASES

As lessee

The Group has commercial lease contracts for retail and office spaces. The Group's obligations under these leases are secured by the lessor's title to the leased assets or leased assets pledged as security. The leases generally have lease terms between 2 and 5 years with renewal option of 3 to 5 years. The Group is restricted from assigning and subleasing the leased properties to third parties.

The Group also has leases with lease terms of 12 months or less and leases of certain office equipment that are considered low value. The Group applies the 'short term lease' and 'lease of low-value assets' recognition exemptions for these leases.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

27. LEASES (CONT'D)

As lessee (cont'd)

(a) ***Right-of-use assets***

Set out below are the carrying amounts of right-of-use assets recognised and the movement during the financial year:

	Retail and office space	
	Group $'000	Company $'000
Cost		
At 1 April 2021	92,130	5,486
Additions	17,629	3,678
At 31 March 2022 and 31 March 2023	109,759	9,164
Accumulated depreciation and impairment loss		
At 1 April 2021	45,170	2,194
Depreciation charge	10,327	549
At 31 March 2022	55,497	2,743
Depreciation charge	10,529	642
At 31 March 2023	66,026	3,385
Net carrying amount		
At 31 March 2022	54,262	6,421
At 31 March 2023	43,733	5,779

Impairment of right-of-use assets

For the current financial year ended 31 March 2023, the Group assessed that there are no indications of further impairment of right-of-use assets and the recoverable amount approximates the carrying amount of the right-of-use assets. Accordingly, no reversal of prior year impairment losses is required for the current financial year ended 31 March 2023.

The recoverable amount was assessed based on Value-in-Use ("VIU") determined by discounted cash flow model and the discount rate used as at 31 March 2023 was 5.0% per annum. The growth rates and other significant assumptions applied in the VIU computations are based on management's cash flow projections.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

27. LEASES (CONT'D)

As lessee (cont'd)

(b) ***Lease liabilities***

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Current	11,454	10,996	595	578
Non-current	38,303	49,757	5,448	6,044
	49,757	60,753	6,043	6,622

Reconciliation of liabilities arising from financing activities

A reconciliation of liabilities arising from financing activities is as follows:

			Non-cash items			
	1 April 2022	Cash flows	Addition	Accretion of interest	Rental rebate	31 March 2023
	$'000	$'000	$'000	$'000	$'000	$'000
Lease liabilities	60,753	(11,649)	–	1,638	(985)	49,757

			Non-cash items			
	1 April 2021	Cash flows	Addition	Accretion of interest	Rental rebate	31 March 2022
	$'000	$'000	$'000	$'000	$'000	$'000
Lease liabilities	52,709	(8,628)	17,629	1,539	(2,496)	60,753

(c) ***Amounts recognised in consolidated income statement***

	2023	2022
	$'000	$'000
Depreciation of right-of-use assets (Note 8)	9,544	7,831
Interest expense on lease liabilities (Note 7)	1,638	1,539
Lease expense not capitalised in lease liabilities:		
Expenses relating to short term leases	338	25
Expenses relating to leases of low-value assets	26	22
Expenses relating to variable lease payments not included in the measurement of lease liabilities	635	620
Advertising, promotion and service charges	4,118	4,053

(d) ***Extension options***

The Group has several lease contracts that include extension options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises judgement in determining whether these extension options are reasonably certain to be exercised.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

27. LEASES (CONT'D)

As lessor

The Group has entered into commercial property leases on its property portfolio. These non-cancellable leases have remaining lease terms of between 2 months and 5 years (2022: 2 months and 5 years). Certain leases include a clause to enable upward revision of the rental charge on a periodic basis based on prevailing market conditions.

Future minimum lease payments receivable under non-cancellable operating leases as at 31 March are as follow:

	Group	
	2023	2022
	$'000	$'000
Not later than one year	5,050	5,708
Later than one year but not later than five years	7,233	7,605
	12,283	13,313

28. CONTINGENT LIABILITIES

	Company	
	2023	2022
	$'000	$'000
Financial support given to certain subsidiaries having:		
– deficiencies in shareholders' funds	1,565	13,770
– current liabilities in excess of current assets	22,497	25,414

29. RELATED PARTY DISCLOSURES

In addition to the related party information disclosed elsewhere in the financial statements, the significant transactions between the Group and related parties on terms agreed between the parties are as follows:

(a) ***Services and other fees***

	Group	
	2023	2022
	$'000	$'000
Interest income from associates	(12,214)	(14,601)
Interest income from joint ventures	(698)	(272)
Service fee received from associates	(59)	(74)
Service fee received from joint ventures	(198)	(273)
Interest expense paid to joint ventures	1,355	847

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

29. RELATED PARTY DISCLOSURES (CONT'D)

(b) ***Compensation of key management personnel***

	Group	
	2023	**2022**
	$'000	**$'000**
Salary, bonus and other benefits	4,780	4,591
Contributions to CPF	78	82
Total compensation paid to key management personnel	4,858	4,673
Comprise amounts paid to:		
Directors of the Company	2,434	2,417
Other key management personnel	2,424	2,256
	4,858	4,673

30. SEGMENT INFORMATION

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

(i) The property sector is involved in the leasing of shopping and office spaces owned by the Group and investing in property-related investments.
(ii) The retail segment is involved in the business of retailing and operating of department stores.

Except as indicated above, no operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

30. SEGMENT INFORMATION (CONT'D)

Business segments

	Property $'000	Retail $'000	Total $'000
2023			
Segment revenue			
– Sales of goods and net commission from concessionaires	–	103,980	103,980
– Sales of property rights	6,834	–	6,834
– Rental income	6,423	–	6,423
	13,257	103,980	117,237
Segment results[1]	9,539	8,818	18,357
Fair value gain on an investment property	776	–	776
Finance costs	(25,405)	(1,451)	(26,856)
Associates			
– Share of results, net of tax	4,137	–	4,137
Joint ventures			
– Share of results, net of tax	35,309	–	35,309
Segment profit from operations before taxation	24,356	7,367	31,723
Taxation	(4,942)	(1,437)	(6,379)
Profit net of taxation	19,414	5,930	25,344
2022			
Segment revenue			
– Sales of goods and net commission from concessionaires	–	86,594	86,594
– Sales of property rights	7,655	–	7,655
– Rental income	6,254	–	6,254
	13,909	86,594	100,503
Segment results[1]	24,185	4,214	28,399
Fair value loss on an investment property	(341)	–	(341)
Finance costs	(17,724)	(1,444)	(19,168)
Associates			
– Share of results, net of tax	11,821	–	11,821
– Impairment of amounts due from associates	(36,327)	–	(36,327)
	(24,506)	–	(24,506)
Joint ventures			
– Share of results, net of tax	47,315	–	47,315
Segment profit from operations before taxation	28,929	2,770	31,699
Taxation	(9,116)	1,068	(8,048)
Profit net of taxation	19,813	3,838	23,651

(1) Segment results include gross profit, other net income and general and administrative expenses. (refer to Consolidated Income Statement)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

30. SEGMENT INFORMATION (CONT'D)

Business segments (cont'd)

	Property $'000	Retail $'000	Total $'000
2023			
Assets and liabilities			
Segment assets	737,862	86,904	824,766
Associates	1,021,518	–	1,021,518
Joint ventures	499,573	–	499,573
Total assets	2,258,953	86,904	2,345,857
Segment liabilities	762,684	70,048	832,732
Provision for taxation	6,647	1,399	8,046
Deferred tax liabilities	23,763	–	23,763
Total liabilities	793,094	71,447	864,541
Other segment information			
Additions to non-current assets			
– Plant and equipment	4	1,047	1,051
Finance costs	25,405	1,451	26,856
Interest income	(24,020)	(185)	(24,205)
Depreciation of plant and equipment	133	1,061	1,194
Depreciation of right-of-use assets	642	8,902	9,544
Other material non-cash items			
Inventories written down	–	84	84
Net loss in fair value of investments at fair value through profit or loss (unrealised)	13,741	–	13,741
Net loss in fair value of investments at fair value through other comprehensive income (unrealised)	16,484	–	16,484
Fair value gain on an investment property	(776)	–	(776)
Write-back of allowance for obsolete inventories	–	(284)	(284)

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 March 2023

30. SEGMENT INFORMATION (CONT'D)

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

	Property $'000	Retail $'000	Total $'000
2022			
Assets and liabilities			
Segment assets	808,059	87,256	895,315
Associates	1,076,518	–	1,076,518
Joint ventures	531,449	–	531,449
Total assets	2,416,026	87,256	2,503,282
Segment liabilities	785,235	78,847	864,082
Provision for taxation	7,575	–	7,575
Deferred tax liabilities	25,767	–	25,767
Total liabilities	818,577	78,847	897,424
Other segment information			
Additions to non-current assets			
– Plant and equipment	55	433	488
Finance costs	17,724	1,444	19,168
Interest income	(20,809)	(16)	(20,825)
Depreciation of plant and equipment	130	1,079	1,209
Depreciation of right-of-use assets	549	7,282	7,831
Other material non-cash items			
Inventories written down	–	225	225
Net loss in fair value of investments at fair value through profit or loss (unrealised)	2,154	–	2,154
Net gain in fair value of investments at fair value through other comprehensive income (unrealised)	(2,421)	–	(2,421)
Fair value loss on an investment property	341	–	341
Write-back of allowance for obsolete inventories	–	(281)	(281)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

30. SEGMENT INFORMATION (CONT'D)

Geographical information

Revenue, profit/(loss) from operations before taxation and non-current assets information based on the geographical location of the customers and assets respectively, are as follows:

	Asean[1] [2] $'000	People's Republic of China $'000	Australia $'000	Others[3] $'000	Group $'000
2023					
Segment revenue from external customers	110,814	6,423	–	–	117,237
Profit/(loss) from operations before taxation	6,499	28,037	177	(2,990)	31,723
Non-current assets					
– Plant and equipment	1,836	8	–	–	1,844
– Right-of-use assets	43,733	–	–	–	43,733
– Investment property	–	106,196	–	–	106,196
– Associates	111,174	631,409	156,266	57,059	955,908
– Joint ventures	75,283	222,069	–	43,385	340,737
– Long term investments	6,000	11,437	–	91,628	109,065
	238,026	971,119	156,266	192,072	1,557,483
2022					
Segment revenue from external customers	94,249	6,254	–	–	100,503
Profit/(loss) from operations before taxation	12,206	(5,784)	9,490	15,787	31,699
Non-current assets					
– Plant and equipment	1,980	8	–	–	1,988
– Right-of-use assets	54,262	–	–	–	54,262
– Investment property	–	115,744	–	–	115,744
– Associates	97,099	677,765	172,317	38,490	985,671
– Joint ventures	72,473	280,945	–	41,271	394,689
– Long term investments	–	12,786	–	120,835	133,621
	225,814	1,087,248	172,317	200,596	1,685,975

(1) Asean includes retail segment, investment holding companies and costs of provision of corporate and management services.

(2) Non-current assets primarily relate to those attributable to Singapore.

(3) Others include investment properties and projects (held through associates and joint ventures) mainly in the United Kingdom as well as long term investments in quoted and unquoted securities that mainly invests in the United States, Europe and Japan.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to interest rate, foreign currency, credit, liquidity and market price risks. The Group's risk management approach seeks to minimise the potential material adverse impact of these exposures.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) *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 on interest bearing assets and liabilities arises primarily from their bank borrowings and interest-bearing loans given to related parties. The Group's loans at floating rate given to related parties form a natural hedge for its non-current floating rate bank loans.

All of the Group's and Company's financial assets and liabilities at floating rates are contractually repriced at intervals of 1 to 3 months (2022: 1 to 3 months) from the end of the reporting period.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the Group's floating rate loans and borrowings, with all other variables held constant and the impact on the Group's profit before tax.

	Increase/ decrease in basis points	2023 $'000	2022 $'000
Group			
– Sterling Pound	+100	(942)	(780)
– Sterling Pound	-100	942	780
– Australian Dollar	+100	(1,515)	(1,728)
– Australian Dollar	-100	1,515	1,728
– United States Dollar	+100	–	(61)
– United States Dollar	-100	–	61
– Singapore Dollar	+100	(1,500)	(1,500)
– Singapore Dollar	-100	1500	1,500

(b) *Foreign currency risk*

The Group is exposed to the effects of foreign currency exchange rate fluctuations, primarily in relation to Chinese renminbi (RMB), United States dollar (USD), Hong Kong dollar (HKD), Sterling pound (GBP), Australian dollar (AUD) and Indonesian rupiah (IDR). Whenever possible, the Group seeks to maintain a natural hedge through the matching of liabilities, including borrowings, against assets in the same currency or against the entity's functional currency, in particular its future revenue stream. Transactional exposures in currencies other than the entity's functional currency are kept to a minimal level.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) *Foreign currency risk (cont'd)*

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including United Kingdom and Australia. The Group's investment in certain United Kingdom and Australia associates and a joint venture are hedged by GBP and AUD denominated bank loans, which mitigates structural currency exposure arising from the associates' and joint venture's net assets. Gains or losses on the translation of the borrowings are transferred to other comprehensive income to offset any gains or losses on translation of the net investments in the foreign operations.

Impact of hedging on equity

Set out below is the reconciliation of foreign currency translation reserve and the analysis of other comprehensive income:

	Group	
	2023 $'000	2022 $'000
As at 1 April	41,590	5,580
Foreign currency revaluation of the foreign currency denominated borrowings	23,676	682
Foreign currency revaluation of the net foreign operations	(107,323)	27,102
Share of other comprehensive income	(25,622)	8,226
As at 31 March	(67,679)	41,590

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the RMB, USD, HKD, GBP, IDR and AUD exchange rates (against SGD), with all other variables held constant, on the Group's profit before tax and equity.

		2023		2022	
		Profit before tax $'000	Equity $'000	Profit before tax $'000	Equity $'000
RMB	– strengthened 5% (2022: 5%)	3,698	16,100	1,729	16,364
	– weakened 5% (2022: 5%)	(3,698)	(16,100)	(1,729)	(16,364)
USD	– strengthened 5% (2022: 5%)	2,800	2,839	3,445	2,890
	– weakened 5% (2022: 5%)	(2,800)	(2,839)	(3,445)	(2,890)
HKD	– strengthened 5% (2022: 5%)	221	13	285	13
	– weakened 5% (2022: 5%)	(221)	(13)	(285)	(13)
GBP	– strengthened 5% (2022: 5%)	398	662	943	584
	– weakened 5% (2022: 5%)	(398)	(662)	(943)	(584)
IDR	– strengthened 5% (2022: 5%)	–	3,744	–	3,667
	– weakened 5% (2022: 5%)	–	(3,744)	–	(3,667)
AUD	– strengthened 5% (2022: 5%)	5	–	128	–
	– weakened 5% (2022: 5%)	(5)	–	(128)	–

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For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy to ensure that credit customers are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis with the result that the Group's exposure to bad debts is not significant. Collaterals are obtained when appropriate. The amount and type of collateral depends on an assessment of the credit risk of the counterparty. Sufficient rental deposits are obtained to mitigate against the credit risk from tenants.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments and 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.

A significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the debtor
- A breach of contract, such as a default or past due event
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off where the receivable remains uncollectible after all reasonable collection efforts have been exhausted. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The carrying amounts of investments, trade and other receivables represent the Group's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

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For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) ***Credit risk*** *(cont'd)*

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its financial assets on an on-going basis. The credit risk concentration profile of the Group's financial assets at the end of the reporting period by geographical region and country is as follows:

By country:	Note	Asean $'000	People's Republic of China $'000	Australia $'000	Others $'000	Total $'000
2023						
Amounts due from associates						
– Non-current	15	88,660	135,460	–	–	224,120
– Current	15	1,308	56,774	7,528	–	65,610
Amounts due from joint ventures						
– Non-current	16	–	–	–	28,281	28,281
– Current	16	198	158,638	–	–	158,836
Accounts and other receivables	20	49,922	2,029	–	–	51,951
Total		140,088	352,901	7,528	28,281	528,798
2022						
Amounts due from associates						
– Non-current	15	75,660	135,460	–	–	211,120
– Current	15	1,306	79,525	10,016	–	90,847
Amounts due from joint ventures						
– Non-current	16	–	–	–	23,505	23,505
– Current	16	2,884	133,876	–	–	136,760
Accounts and other receivables	20	55,274	2,800	–	–	58,074
Total		135,124	351,661	10,016	23,505	520,306

Of the total financial assets of $528,798,000 (2022: $520,306,000) disclosed above, 99.5% (2022: 99.5%) is invested in the property sector.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and cash equivalents and investments that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 20.

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For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(d) *Liquidity risk*

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group's cash and short term deposits, operating cash flows, availability of banking facilities and debt maturity profile are actively managed to ensure adequate working capital requirements and that repayment and funding needs are met.

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

Group	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
2023				
Financial assets:				
Accounts and other receivables	51,951	–	–	51,951
Amounts due from associates	84,643	169,713	108,333	362,689
Amounts due from joint ventures	160,224	28,846	–	189,070
Short term investments	14,580	–	–	14,580
Cash and cash equivalents	329,828	–	–	329,828
Total undiscounted financial assets	641,226	198,559	108,333	948,118
Financial liabilities:				
Borrowings	157,358	467,433	–	624,791
Accounts and other payables	38,138	–	–	38,138
Amounts due to joint ventures	–	139,769	–	139,769
Lease liabilities	12,761	37,354	3,082	53,197
Total undiscounted financial liabilities	208,257	644,556	3,082	855,895
Total net undiscounted financial assets/(liabilities)	432,969	(445,997)	105,251	92,223
2022				
Financial assets:				
Accounts and other receivables	58,074	–	–	58,074
Amounts due from associates	94,837	166,056	97,730	358,623
Amounts due from joint ventures	137,763	25,470	–	163,233
Short term investments	16,493	–	–	16,493
Cash and cash equivalents	331,587	–	–	331,587
Total undiscounted financial assets	638,754	191,526	97,730	928,010
Financial liabilities:				
Borrowings	149,278	487,628	–	636,906
Accounts and other payables	34,761	–	–	34,761
Amounts due to joint ventures	–	154,449	–	154,449
Lease liabilities	12,633	49,087	4,110	65,830
Total undiscounted financial liabilities	196,672	691,164	4,110	891,946
Total net undiscounted financial assets/(liabilities)	442,082	(499,638)	93,620	36,064

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For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(d) ***Liquidity risk*** *(cont'd)*

Company	1 year or less $'000	1 to 5 years $'000	Over 5 years $'000	Total $'000
2023				
Financial assets:				
Accounts and other receivables	1,586	–	–	1,586
Amounts due from subsidiaries	272,866	244,878	–	517,744
Amount due from a joint venture	4,230	–	–	4,230
Cash and cash equivalents	118,648	–	–	118,648
Total undiscounted financial assets	397,330	244,878	–	642,208
Financial liabilities:				
Borrowings	47,754	467,433	–	515,187
Trade and other payables	7,449	–	–	7,449
Amounts due to subsidiaries	242,503	–	–	242,503
Lease liabilities	765	3,060	3,060	6,885
Total undiscounted financial liabilities	298,471	470,493	3,060	772,024
Total net undiscounted financial assets/(liabilities)	98,859	(225,615)	(3,060)	(129,816)
2022				
Financial assets:				
Accounts and other receivables	666	–	–	666
Amounts due from subsidiaries	317,080	135,813	–	452,893
Amount due from a joint venture	4,111	–	–	4,111
Cash and cash equivalents	67,382	–	–	67,382
Total undiscounted financial assets	389,239	135,813	–	525,052
Financial liabilities:				
Borrowings	57,841	487,628	–	545,469
Trade and other payables	6,792	–	–	6,792
Amounts due to subsidiaries	193,696	–	–	193,696
Lease liabilities	765	3,060	3,825	7,650
Total undiscounted financial liabilities	259,094	490,688	3,825	753,607
Total net undiscounted financial assets/(liabilities)	130,145	(354,875)	(3,825)	(228,555)

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For the financial year ended 31 March 2023

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(e) *Market price risk*

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates). The Group is exposed to equity price risk arising from its investment in quoted equity instruments. These instruments are mainly quoted on the Singapore Stock Exchange and on the Hong Kong Stock Exchange and are classified as financial assets at fair value through profit or loss and fair value through other comprehensive income. The Group does not have exposure to commodity price risk. The Group's objective is to manage investment returns and equity price risk using a mix of investment grade shares with steady dividend yield and non-investment grade shares.

Sensitivity analysis for equity price risk

The following table demonstrates the sensitivity to a reasonably possible change in the Straits Times Index (STI) and Hang Seng Index (HSI), with all other variables held constant, on the fair value of equity instruments held by the Group. The correlation of variables will have a significant effect in determining the ultimate impact on equity price risk, but to demonstrate the impact due to changes in variables, variables had to be changed on an individual basis.

	2023		2022	
	Profit before tax $'000	Equity $'000	Profit before tax $'000	Equity $'000
HSI				
– 10% higher	445	–	570	–
– 10% lower	(445)	–	(570)	–
STI				
– 10% higher	1,458	3,392	1,649	4,986
– 10% lower	(1,458)	(3,392)	(1,649)	(4,986)

32. FAIR VALUE OF ASSETS AND LIABILITIES

(a) *Fair value hierarchies*

The Group categorises fair value measurement using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date,

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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For the financial year ended 31 March 2023

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) *Assets measured at fair value*

The following table shows an analysis of each class of assets measured at fair value at the end of the reporting period:

	2023 Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1) $'000	**Significant observable inputs other than quoted prices (Level 2) $'000**	**Significant unobservable inputs (Level 3) $'000**	**Total $'000**
Group				
Recurring fair value measurements				
Financial assets:				
Current				
Financial assets at fair value through profit or loss (Note 17)				
– Quoted equity instruments	14,580	–	–	14,580
Non-current				
Financial assets at fair value through other comprehensive income (Note 17)				
– Quoted equity instruments	33,919	–	–	33,919
Financial assets at fair value through profit or loss (Note 17)				
– Quoted equity instruments	4,447	–	–	4,447
– Unquoted equity instruments	–	–	70,699	70,699
Total long term financial assets	38,366	–	70,699	109,065
Financial assets as at 31 March 2023	52,946	–	70,699	123,645
Non-financial asset:				
Investment property (Note 12)	–	–	106,196	106,196
Non-financial asset as at 31 March 2023	–	–	106,196	106,196

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32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) ***Assets measured at fair value*** *(cont'd)*

	2022 Fair value measurements at the end of the reporting period using			
	Quoted prices in active markets for identical instruments (Level 1) $'000	**Significant observable inputs other than quoted prices (Level 2) $'000**	**Significant unobservable inputs (Level 3) $'000**	**Total $'000**
Group				
Recurring fair value measurements				
Financial assets:				
Current				
Financial assets at fair value through profit or loss (Note 17)				
– Quoted equity instruments	16,493	–	–	16,493
Non-current				
Financial assets at fair value through other comprehensive income (Note 17)				
– Quoted equity instruments	49,858	–	–	49,858
Financial assets at fair value through profit or loss (Note 17)				
– Quoted equity instruments	5,701	–	–	5,701
– Unquoted equity instruments	–	–	78,062	78,062
Total long term financial assets	55,559	–	78,062	133,621
Financial assets as at 31 March 2022	72,052	–	78,062	150,114
Non-financial asset:				
Investment property (Note 12)	–	–	115,744	115,744
Non-financial asset as at 31 March 2022	–	–	115,744	115,744

There have been no transfers between Level 1, Level 2 and Level 3 during 2023 and 2022.

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For the financial year ended 31 March 2023

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(c) *Level 1 fair value measurements*

The fair value of quoted equity instruments are determined directly by reference to their published market bid price at the end of the reporting date.

(d) *Level 3 fair value measurements*

(i) *Information about significant unobservable inputs used in Level 3 fair value measurements*

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair Value at 31 March 2023 $'000	Valuation techniques	Key unobservable inputs	Range
Recurring fair value measurements				
Financial assets at fair value through profit or loss:				
– Unquoted equity instruments	6,000	Market comparable	Not applicable	Not applicable
– Unquoted equity instruments	64,699	Net asset value[1]	Not applicable	Not applicable
Investment property	106,196	Average of direct capitalisation method and direct comparison method[2]	– Capitalisation rate[3]	5.5% per annum
			– Rental rate[4]	RMB 107 to RMB 143 per square meter per month
			– Comparable price[5]	Retail and office: RMB 18,848 to RMB 22,447 per square meter Carpark space: RMB 300,000 per carpark lot

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For the financial year ended 31 March 2023

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(d) *Level 3 fair value measurements (cont'd)*

(i) *Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)*

Description	Fair Value at 31 March 2022 $'000	Valuation techniques	Key unobservable inputs	Range
Recurring fair value measurements				
Financial assets at fair value through profit or loss:				
– Unquoted equity instruments	78,062	Net asset value[1]	Not applicable	Not applicable
Investment property	115,744	Average of direct capitalisation method and direct comparison method[2]	– Capitalisation rate[3]	6.00% per annum
			– Rental rate[4]	RMB 117 to RMB 143 per square meter per month
			– Comparable price[5]	Retail and office: RMB 18,848 to RMB 22,447 per square meter Carpark space: RMB 300,000 per carpark lot

(1) The fair value of unquoted equity instruments is determined by reference to the underlying assets value of the investee company.

(2) Adjustments are made for any difference in the nature, location or condition of the specific property.

(3) An increase/(decrease) in the capitalisation rate would result in a (decrease)/increase in the fair value of the investment property.

(4) An increase/(decrease) in the rental rate would result in an increase/(decrease) in the fair value of the investment property.

(5) An increase/(decrease) in the comparable price would result in an increase/(decrease) in the fair value of the investment property.

The valuation of the investment property is generally sensitive to changes in yield and rental rates. A significant increase/decrease in yield and rental adjustments based on management's assumptions would result in a significantly higher/lower fair value measurement.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 March 2023

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(d) *Level 3 fair value measurements (cont'd)*

(ii) *Movements in Level 3 assets measured at fair value*

The following table presents the reconciliation for all assets measured at fair value based on significant unobservable inputs (Level 3):

	Financial assets at fair value through profit or loss (Unquoted equity instruments) $'000	Investment property $'000	Total $'000
Group			
2023			
Opening balance	78,062	115,744	193,806
Total gains or losses for the financial year			
– Fair value (loss)/gain recognised in profit or loss	(12,530)	776	(11,754)
Additions	6,492	–	6,492
Redemptions	(1,194)	–	(1,194)
Foreign exchange differences	(131)	(10,324)	(10,455)
Closing balance	70,699	106,196	176,895
2022			
Opening balance	82,880	111,725	194,605
Total gains or losses for the financial year			
– Fair value loss recognised in profit or loss	(3,766)	(341)	(4,107)
Additions	16,601	–	16,601
Redemptions	(17,767)	–	(17,767)
Foreign exchange differences	114	4,360	4,474
Closing balance	78,062	115,744	193,806

(iii) *Valuation policies and procedures*

It is the Group's policy to engage external valuation experts to perform the valuation. The management is responsible for selecting and engaging valuation experts that possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies, and SFRS(I) 13 fair value measurement guidance.

Management reviews the appropriateness of the valuation methodologies and assumptions adopted, and the reliability of the inputs used in the valuations in light of the prevailing conditions at 31 March 2023. Please refer to Note 12 for more details.

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For the financial year ended 31 March 2023

32. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(e) ***Fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value***

The fair value of financial assets and liabilities by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value are as follows:

	Group			
	Carrying amount		Fair value	
	2023 $'000	2022 $'000	2023 $'000	2022 $'000
Financial assets:				
Amounts due from associates (non-current)				
– Fixed rate[1]	224,120	211,120	251,004	231,858
Amounts due from a joint venture (non-current)[2]				
– Fixed rate[1]	13,202	9,368	13,835	10,891
	237,322	220,488	264,839	242,749

	Company			
	Carrying amount		Fair value	
	2023 $'000	2022 $'000	2023 $'000	2022 $'000
Financial assets:				
Amounts due from subsidiaries (non-current)[2]				
– Fixed rate[1]	130,515	130,515	133,267	135,812

(1) The fair value of fixed rate amounts due from associates, joint venture and subsidiaries are estimated using discounted cash flow analysis based on current rates for similar types of borrowing arrangements.

(2) The interest-bearing amounts due from a joint venture and subsidiaries have been excluded as they are charged at floating interest rates and their carrying amounts approximate their fair values.

33. CAPITAL MANAGEMENT POLICY

The primary objective of the Group's capital management is to ensure that it maintains a strong credit standing and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in the light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce borrowings. No changes were made in the objectives, policies or processes during the financial years ended 31 March 2022 and 31 March 2023.

As disclosed in Note 25(c), a subsidiary and joint ventures of the Group are required by the Foreign Enterprise Law of the PRC to contribute to and maintain non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant PRC authorities. This externally imposed capital requirement has been complied with by the above-mentioned subsidiary and joint ventures for the financial years ended 31 March 2022 and 31 March 2023.

The Group monitors capital using a debt-equity ratio, which is net debt divided by shareholders' funds. Net debt is calculated as borrowings less cash and bank balances. Capital includes equity attributable to the owners of the Company less the above-mentioned restricted statutory reserve fund.

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For the financial year ended 31 March 2023

34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Investments in the unquoted equity interests in subsidiaries at cost at 31 March are:

	Group	
	2023 $'000	2022 $'000
Name of company		
Metro (Private) Limited	8,914	8,914
Orchard Square Development Corporation Pte Ltd	7,576	7,576
Metrobilt Pte Ltd	4,038	4,038
Metro Australia Holdings Pte Ltd	1,000	1,000
Meren Pte Ltd	300	300
Metro China Holdings Pte Ltd	*	*
Sun Capital Assets Pte Ltd	25,000	*
Metro ARC Investments Pte Ltd	*	*
Metro Investments Holdings Pte Ltd	*	*
	46,828	21,828

* Cost is less than $1,000

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34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

Details of subsidiaries, associates and joint ventures at 31 March are:

	Subsidiaries (Country of incorporation)	Place of business	Percentage of equity held by the Group 2023 %	2022 %
	Held by the Company			
	Retailers and department store operators			
	Metro (Private) Limited (Singapore)	Singapore	100.0	100.0
	Property			
	Orchard Square Development Corporation Pte Ltd (Singapore)	Singapore	100.0	100.0
	Investment holding			
	Metrobilt Pte Ltd (Singapore)	Singapore	100.0	100.0
	Metro China Holdings Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
	Metro Australia Holdings Pte Ltd (Singapore)	Singapore	100.0	100.0
	Sun Capital Assets Pte Ltd (Singapore)	Singapore	100.0	100.0
	Metro ARC Investments Pte Ltd (Singapore)	Singapore	100.0	100.0
	Metro Investments Holdings Pte Ltd (Singapore)	Singapore	100.0	100.0
	Investment trading			
	Meren Pte Ltd (Singapore)	Singapore	100.0	100.0
	Held by subsidiaries			
	Property			
+	Guangzhou International Electronics Building Co Ltd (People's Republic of China)	People's Republic of China	100.0	100.0

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For the financial year ended 31 March 2023

34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

	Subsidiaries (cont'd) (Country of incorporation)	Place of business	Percentage of equity held by the Group 2023 %	2022 %
	***Held by subsidiaries** (cont'd)*			
	Investment holding			
	Metro Xinjiang Investments Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
	Metro Properties (Shanghai) Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
	Metro Leisure (Shanghai) Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
	Metro Shanghai HQ Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
+	Metrobilt South China Ltd (Hong Kong)	Hong Kong	100.0	100.0
+	Metrobilt Enterprise Ltd (Hong Kong)	People's Republic of China	100.0	100.0
+	MetroProp (China) (Mauritius)	People's Republic of China	94.0	94.0
	Metro City (Beijing) Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
+	Crown Investments Ltd (Mauritius)	People's Republic of China	100.0	100.0
Ω	Firewave Management Limited (British Virgin Islands)	People's Republic of China	100.0	100.0
	Metro Prop Singapore Pte Ltd (Singapore)	Singapore	100.0	100.0
	Metro (Shanghai) Enterprise Management Pte Ltd (Singapore)	People's Republic of China	100.0	100.0
Ω	Xing Metro Enterprise Management (Shanghai) Co. Ltd (People's Republic of China)	People's Republic of China	100.0	100.0
Ω	Shanghai Xing Luo Business Consulting Co. Ltd (People's Republic of China)	People's Republic of China	100.0	100.0
+	PT. Metro Property Investment (Indonesia)	Indonesia	90.0	90.0

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34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

	Subsidiaries (cont'd) (Country of incorporation)	Place of business	Percentage of equity held by the Group 2023 %	2022 %
	***Held by subsidiaries** (cont'd)*			
	Investment holding (cont'd)			
Ω	Shanghai Xing Chu Business Consulting Co. Ltd (People's Republic of China)	People's Republic of China	100.0	100.0
Ω	Sunshine (BVI) Ltd (British Virgin Islands)	People's Republic of China	100.0	100.0
(1)	Metro Prop Investments Ltd (Mauritius)	People's Republic of China	–	100.0
Ω	Metro Property (BVI) Limited (British Virgin Islands)	People's Republic of China	100.0	100.0
Ω	Metro-LKT (BVI) Limited (British Virgin Islands)	People's Republic of China	100.0	79.2
Ω	Shanghai Xing Guang Business Consulting Co. Ltd (People's Republic of China)	People's Republic of China	100.0	100.0
Ω	Shanghai Xing Shu Business Consulting Co. Ltd (People's Republic of China)	People's Republic of China	100.0	100.0
	Metro SL Australia Investment Pte. Ltd. (Singapore)	Singapore	100.0	100.0
	Metro (Aus) Property Trust Pte. Ltd. (Singapore)	Singapore	100.0	100.0
	Metro Property Trust (A) Pte. Ltd. (Singapore)	Singapore	100.0	100.0
	Metro Property Trust II (A) Pte. Ltd. (Singapore)	Singapore	100.0	100.0
	Management service consultants			
	Metrobilt Construction Pte Ltd (Singapore)	Singapore	100.0	100.0
	Dormant companies			
	Idea Shoppe Pte Ltd (Singapore)	Singapore	100.0	100.0
	The Marketing Co Pte Ltd (Singapore)	Singapore	100.0	100.0

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34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

	Associates (Country of incorporation)	Place of business	Percentage of equity held by the Group 2023 %	2022 %
	Property			
&	Etika Cekap Sdn Bhd (Malaysia)	Malaysia	49.0	49.0
&	Gurney Plaza Sdn Bhd (Malaysia)	Malaysia	49.0	49.0
*	Shanghai Yong Ling Property Development Co. Ltd (People's Republic of China)	People's Republic of China	38.5	38.5
+	Aristotle (RQ) Limited (United Kingdom)	United Kingdom	30.0	30.0
+	Basilides (DSW) Limited (United Kingdom)	United Kingdom	30.0	30.0
+ (2)	Oval Properties 2801 Limited (Jersey)	United Kingdom	30.0	–
+ (2)	Oval Properties 2901 Limited (Jersey)	United Kingdom	30.0	–
+ (2)	Oval Properties 2902 Limited (Jersey)	United Kingdom	30.0	–
&	Boustead Industrial Fund (Singapore)	Singapore	26.0	26.0
	Investment holding			
& ^	Gurney Investments Pte Ltd (Singapore)	Singapore	50.0	50.0
&	Shine Rise International Limited (British Virgin Islands)	People's Republic of China	30.0	30.0
#	Top Spring International Holdings Limited (Cayman Islands)	People's Republic of China	14.9	14.9
&	Fairbriar Real Estate Limited (England and Wales)	United Kingdom	25.0	25.0
&	BentallGreenOak China Real Estate Fund II (A), L.P. (Guernsey)	People’s Republic of China	23.7	23.7

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

	Associates (cont'd) (Country of incorporation)	Place of business	Percentage of equity held by the Group 2023 %	 2022 %
	Investment holding (cont'd)			
Ω (1)	South Bright Investment Limited (British Virgin Islands)	People's Republic of China	–	48.0
&	Shine Long Limited (British Virgin Islands)	People's Republic of China	30.0	30.0
&	Huge Source Limited (Hong Kong)	People's Republic of China	30.0	30.0
&	Progress Link Limited (British Virgin Islands)	People's Republic of China	30.0	30.0
*	Shanghai Yi Zhou Property Management Co., Ltd (People's Republic of China)	People's Republic of China	38.5	38.5
*	Shanghai Shang Min Business Consulting Co. Ltd (People's Republic of China)	People's Republic of China	38.5	38.5
Ω	Shanghai Shang Qi Management Consulting Co., Ltd (People's Republic of China)	People's Republic of China	38.5	38.5
&	Jovial Paradise Limited (British Virgin Islands)	People's Republic of China	43.8	43.8
&	Global Charm Ventures Limited (British Virgin Islands)	People's Republic of China	42.6	42.6
&	Joyful Star Enterprise Limited (British Virgin Islands)	People's Republic of China	40.5	40.5
&	Most Success Enterprise Limited (British Virgin Islands)	People's Republic of China	27.7	27.7
&	Profound Success Investment Limited (British Virgin Islands)	People's Republic of China	27.7	27.7
Ω	Starry New Limited (British Virgin Islands)	People's Republic of China	47.3	47.3
	SLH Property Trust (Singapore)	Singapore	30.0	30.0

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

	Associates (cont'd) **(Country of incorporation)**	**Place of business**	**Percentage of equity held by the Group** **2023** **%**	**2022** **%**
	Investment holding (cont'd)			
	Sim Lian Property Trust (Singapore)	Singapore	30.0	30.0
	Sim Lian Property Trust II (Singapore)	Singapore	30.0	30.0
*	SLH (Aus) Property Trust (Australia)	Australia	30.0	30.0
*	SLG Property Trust (Australia)	Australia	30.0	30.0
*	SLG Property Trust II (Australia)	Australia	30.0	30.0
	Paideia Trustee Pte. Ltd. (Singapore)	Singapore	33.3	33.3
	Paideia Capital UK Trust (Singapore)	Singapore	30.0	30.0
	Paideia Capital Pte. Ltd. (Singapore)	Singapore	30.0	30.0
	Asset and investment management			
	Sim Lian – Metro Capital Pte. Ltd. (Singapore)	Singapore	30.0	30.0
Ω	SLMC (Australia) Pty Ltd (Australia)	Australia	30.0	30.0
&	SLMC Property Australia Pty Ltd (Australia)	Australia	30.0	30.0
	Paideia Partners Pte. Ltd. (Singapore)	Singapore	33.3	33.3

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2023

34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

	Joint ventures (Country of incorporation)	Place of business	Percentage of equity held by the Group 2023 %	2022 %
	Property			
&	Wingcrown Investment Pte. Ltd. (Singapore)	Singapore	40.0	40.0
* @	Shanghai Metro City Commercial Management Co. Ltd (People's Republic of China)	People's Republic of China	60.0	60.0
* @	Shanghai Huimei Property Co Ltd (People's Republic of China)	People's Republic of China	60.0	60.0
&	Scarborough DC Limited (England and Wales)	United Kingdom	50.0	50.0
&	Lee Kim Tah - Metro Jersey Limited (Jersey)	United Kingdom	50.0	50.0
	T-Grande Property Holding Pte. Ltd. (Singapore)	Singapore	50.0	50.0
	Investment holding			
	Ascend TGrande Pte. Ltd. (Singapore)	Singapore	50.0	50.0
	T-Grande Investment Holding Pte. Ltd. (Singapore)	Singapore	50.0	50.0
&	Xiamen CICC Qihang Equity Investment Partnership (Limited Partnership) (People's Republic of China)	People's Republic of China	50.0	50.0

@ The Group has not accounted for its interests in Shanghai Metro City Commercial Management Co. Ltd. and Shanghai Huimei Property Co Ltd as subsidiaries although its interests is in excess of 50% because under the joint venture agreements, the joint venture parties are entitled to a share of the profits of the joint ventures in proportion to their respective capital contributions but have contractual joint control of the joint ventures and require unanimous consent for all major decisions over the relevant activities.

^ The Group has equity accounted for its interest in Gurney Investments Pte Ltd as an associate in view of the fact that the Group does not have control of the entity but only significant influence over the entity.

(1) Dissolved during the financial year.

(2) Acquired during the financial year.

Ω Not required to be audited in the country of incorporation. These foreign subsidiaries are not considered significant as defined under Clause 718 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 31 March 2023

34. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (CONT'D)

All companies are audited by Ernst & Young LLP, Singapore except for the following:

+ Audited by member firms of Ernst & Young Global in the respective countries.

* Audited for purpose of Group consolidation by member firms of Ernst & Young Global.

& Audited by other firms. These subsidiaries, joint ventures and associates are not considered significant as defined under Clause 718 of the Listing Manual of the Singapore Exchange Securities Trading Limited.

This significant foreign incorporated associate is audited by other firm which is considered a suitable auditing firm as it is one of the big four audit firms.

35. COMMITMENTS

Capital commitments

Capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2023	**2022**
	$'000	**$'000**
Capital commitments in respect of investment in:		
– Long term investments	5,344	5,227
– Associates	6,617	21,257

36. SUBSEQUENT EVENTS

In March 2023, the Group further subscribed to Boustead Industrial Fund ("BIF"), a 26%-owned associate of the Group, for the acquisition of a property at 26 Tai Seng Street (the "Investment"). The Group's consideration for the Investment via BIF through the 26% subscription of the Units is S$2.8 million and 26% of the Notes is S$13.0 million, totalling S$15.8 million. BIF completed the acquisition on 11 April 2023.

37. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 31 March 2023 were authorised for issue in accordance with a resolution of the directors on 26 June 2023.

STATISTICS OF SHAREHOLDINGS

As at 29 May 2023

Number of issued and paid up shares (excluding treasury shares)	:	828,035,874
Amount of issued and paid up shares	:	S$165,464,900
Class of shares	:	Ordinary shares
Voting rights	:	1 vote per share
Treasury shares	:	3,512,800
Subsidiary holdings*	:	Nil

* "**Subsidiary holdings**" is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

TWENTY LARGEST SHAREHOLDERS

No.	Shareholder's Name	Number of Shares Held	%
1	Eng Kuan Company Private Limited	188,995,635	22.82
2	Ngee Ann Development Pte Ltd	85,515,056	10.33
3	Citibank Nominees Singapore Pte Ltd	80,853,894	9.76
4	DBS Nominees (Private) Limited	75,973,191	9.18
5	Dynamic Holdings Pte Ltd	48,293,203	5.83
6	Maybank Securities Pte. Ltd.	35,020,582	4.23
7	Ong Sioe Hong	21,211,182	2.56
8	BPSS Nominees Singapore (Pte.) Ltd.	15,840,000	1.91
9	Lee Yuen Shih	10,678,200	1.29
10	UOB Kay Hian Private Limited	8,817,991	1.06
11	Morph Investments Ltd	8,045,600	0.97
12	Monconcept Investments Pte Ltd	7,576,512	0.91
13	Phillip Securities Pte Ltd	6,855,575	0.83
14	United Overseas Bank Nominees (Private) Limited	6,805,513	0.82
15	OCBC Securities Private Limited	6,462,560	0.78
16	Justin Teo Zhiwei	5,000,000	0.60
17	Como Holdings Inc	4,804,800	0.58
18	City Developments Realty Limited	4,608,000	0.56
19	United Caoutchouc Trading Co. Pte. Ltd.	3,560,000	0.43
20	OCBC Nominees Singapore Private Limited	3,459,433	0.42
	Total	628,376,927	75.87

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	113	2.20	4,096	0.00
100 – 1,000	349	6.81	189,919	0.02
1,001 – 10,000	1,989	38.79	11,907,023	1.44
10,001 – 1,000,000	2,633	51.34	146,930,053	17.75
1,000,001 and above	44	0.86	669,004,783	80.79
Total	5,128	100.00	828,035,874	100.00

Note:

Percentage is computed based on 828,035,874 issued shares (excluding 3,512,800 shares held as treasury shares) as at 29 May 2023.

SUBSTANTIAL SHAREHOLDERS

As at 29 May 2023

	No. of Shares Direct Interest	%(1)	No. of Shares Deemed Interest	%(1)
Eng Kuan Company Private Limited	188,995,635	22.824	–	–
Dynamic Holdings Pte Ltd	48,293,203	5.832	–	–
Leroy Singapore Pte Ltd	–	–	55,758,905(2)	6.734
Ong Jen Yaw	70,540	0.009	215,503,049(3)	26.026
Ong Ling Ling	75,360	0.009	237,288,838(4)	28.657
Ong Ching Ping	63,360	0.008	237,288,838(4)	28.657
Ong Jenn (Wang Zhen)	63,360	0.008	293,047,743(5)	35.391
Ong Sek Hian (Wang ShiXian)	63,360	0.008	293,047,743(5)	35.391
Ngee Ann Development Pte Ltd	85,515,056	10.327	–	–
Ngee Ann Kongsi	–	–	85,515,056(6)	10.327
Takashimaya Company Limited	–	–	85,515,056(7)	10.327

Notes:

(1) "%" is based on 828,035,874 issued shares (excluding treasury shares).

(2) Leroy Singapore Pte Ltd ("**Leroy**")'s deemed interest is held through DBS Nominees (Private) Limited.

(3) Mr Ong Jen Yaw's deemed interest is held through Eng Kuan Company Private Limited ("**Eng Kuan**") (188,995,635 shares) and Citibank Nominees Singapore Pte Ltd (26,507,414 shares). Mr Ong Jen Yaw is deemed to be interested in the shares through his interest in Eng Kuan.

(4) Ms Ong Ling Ling's and Ms Ong Ching Ping's deemed interests are each held through their respective interests in Dynamic Holdings Pte Ltd ("**Dynamic**") and Eng Kuan.

(5) Mr Ong Jenn (Wang Zhen)'s and Mr Ong Sek Hian (Wang ShiXian)'s deemed interest are each held through their respective interests in Dynamic, Eng Kuan and Leroy.

(6) Ngee Ann Kongsi is deemed to be interested in the shares through its interest in Ngee Ann Development Pte Ltd.

(7) Takashimaya Company Limited is deemed to be interested in the shares through its interest in Ngee Ann Development Pte Ltd.

PERCENTAGE OF SHAREHOLDINGS IN PUBLIC HANDS

To the best knowledge of the Company, the percentage of shareholding held in the hands of the public as at 29 May 2023 is approximately 47.57% of the total issued shares, excluding treasury shares. Therefore, the Company complies with Rule 723 of the Listing Manual.

TREASURY SHARES AND SUBSIDIARY HOLDINGS

As at 29 May 2023, the number of treasury shares held is 3,512,800 representing 0.42% of the total number of issued shares. The Company does not have any subsidiary holdings.

NOTICE OF ANNUAL GENERAL MEETING

Please note that only beverages will be served at this Annual General Meeting.

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting of the Company will be held at Grand Ballroom, Level 3, Singapore Marriott Tang Plaza Hotel, 320 Orchard Road, Singapore 238865 on Thursday, 20 July 2023 at 3.00 p.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the year ended 31 March 2023. **Resolution 1**

2. To declare the payment of a first and final tax exempt (one-tier) dividend of 2.0 cents per ordinary share for the year ended 31 March 2023. **Resolution 2**

3. To declare the payment of a special tax exempt (one-tier) dividend of 0.25 cent per ordinary share for the year ended 31 March 2023. **Resolution 3**

4. To re-elect Mr Gerald Ong Chong Keng, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (a)] **Resolution 4**

5. To re-elect Mr Ng Ee Peng, a Director retiring pursuant to Article 94 of the Company's Constitution. [refer to explanatory note (b)] **Resolution 5**

   To note that Mrs Fang Ai Lian will be retiring pursuant to Article 94 of the Company's Constitution and she will not be seeking re-election at this Annual General Meeting.

6. To re-elect Mr Soong Hee Sang, a Director retiring pursuant to Article 100 of the Company's Constitution. [refer to explanatory note (c)] **Resolution 6**

7. To re-elect Mr Ong Sek Hian (Wang ShiXian), a Director retiring pursuant to Article 100 of the Company's Constitution. [refer to explanatory note (d)] **Resolution 7**

8. To approve the Directors' Fees of $1,095,800 (2022: $996,371) for the year ended 31 March 2023. **Resolution 8**

9. To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix its remuneration. **Resolution 9**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

10. **Share Issue Mandate**

    That authority be and is hereby given to the Directors of the Company to:

    (a) (i) issue shares of 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) warrants, debentures or other instruments convertible into shares,

    at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

    (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

NOTICE OF ANNUAL GENERAL MEETING

provided that:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and

(b) any subsequent bonus issue, consolidation or subdivision of shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), "**subsidiary holdings**" has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. [refer to explanatory note (e)] **Resolution 10**

11. **Renewal of the Share Purchase Mandate**

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchase(s) on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and/or any other stock exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"); and/or

(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

NOTICE OF ANNUAL GENERAL MEETING

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

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

(i) the date on which the next Annual General Meeting of the Company is held;

(ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and

(iii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, before the date of the market purchase by the Company, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day period and the date of the market purchase by the Company;

"**date of the making of the offer**" means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

"**Maximum Limit**" means that number of Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST));

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of a market purchase of a Share, 5% above the Average Closing Price; and

(ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, the NTAV of a Share; and

"**NTAV of a Share**" means the net tangible asset value of a Share taken from the latest announced consolidated financial statements of the Company preceding the date of the making of the offer pursuant to the off-market purchase; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. [refer to explanatory note (f)] **Resolution 11**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 28 July 2023 for the purpose of determining shareholders' entitlements to the proposed first and final tax exempt (one-tier) dividend of 2.0 cents per ordinary share and special tax exempt (one-tier) dividend of 0.25 cent per ordinary share for the financial year ended 31 March 2023 (the "**Proposed Dividends**").

Duly completed transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898 up to 5.00 p.m. on 27 July 2023 (the "**Record Date**") will be registered before shareholders' entitlements to the Proposed Dividends are determined.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on the Record Date will rank for the Proposed Dividends.

The Proposed Dividends, if approved at the Fiftieth Annual General Meeting of the Company to be held on 20 July 2023, will be paid on 8 August 2023.

By Order of the Board

Tan Ching Chek and Eve Chan Bee Leng
Joint Company Secretaries
28 June 2023
Singapore

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(a) Mr Gerald Ong Chong Keng, if re-elected, will continue to serve as a member of the Audit and Investment Committees. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Gerald Ong Chong Keng can be found in the "Information on Directors Seeking Re-election" section of the Company's Annual Report 2023.

(b) Mr Ng Ee Peng, if re-elected, will continue to serve as a member of the Audit and Remuneration Committees. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Ng Ee Peng can be found in the "Information on Directors Seeking Re-election" section of the Company's Annual Report 2023.

(c) Mr Soong Hee Sang, if re-elected, will continue to serve as a member of the Investment Committee. Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Soong Hee Sang can be found in the "Information on Directors Seeking Re-election" section of the Company's Annual Report 2023.

(d) Information pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Mr Ong Sek Hian (Wang ShiXian) can be found in the "Information on Directors Seeking Re-election" section of the Company's Annual Report 2023.

(e) The proposed ordinary resolution 10 above, if passed, will empower the Directors of the Company from the date of the Annual General Meeting to issue shares of the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a general meeting. As at 29 May 2023, the Company had 3,512,800 treasury shares and no subsidiary holdings.

(f) The proposed ordinary resolution 11 above, if passed, will empower the Directors of the Company, effective until the date 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 the date on which such authority is carried out to the full extent mandated or is varied or revoked by the Company in a general meeting, whichever is the earliest, to exercise the power of the Company to purchase or acquire its Shares. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of Shares purchased or acquired, and the consideration paid at the relevant time. For illustrative purposes only, the financial effects of an assumed purchase or acquisition by the Company of 10% of its issued Shares (excluding treasury shares and subsidiary holdings) as at 29 May 2023, at a purchase price equivalent to the Maximum Price per Share, in the case of a market purchase and an off-market purchase respectively, based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2023 and certain assumptions, are set out in Paragraph 2.7 of the Company's Letter to Shareholders dated 28 June 2023.

Notes:

1. The Annual General Meeting will be held, in a wholly physical format, at the venue, date and time stated above. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives will be able to ask questions and vote at the Annual General Meeting by attending the Annual General Meeting in person. There will be no option for shareholders to participate virtually.

   Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings and the SGX website at the URL https://www.sgx.com/securities/company-announcements.

2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

NOTICE OF ANNUAL GENERAL MEETING

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.

4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or

(b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.metroproxy@sg.tricorglobal.com,

in either case by 3.00 p.m. on 17 July 2023, being 72 hours before the time appointed for holding the Annual General Meeting.

5. CPF and SRS investors:

(a) may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

(b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 10 July 2023**.

6. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting in advance of the Annual General Meeting:

(a) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or

(b) via email to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at sg.is.metroproxy@sg.tricorglobal.com.

When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's email address; and (iii) the manner in which the shareholder hold shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.

All questions submitted in advance must be received by 12.00 a.m. on 6 July 2023.

7. The Company will address all substantial and relevant questions received from shareholders by the 6 July 2023 deadline by publishing its responses to such questions on the Company's corporate website at the URL https://www.metroholdings.com.sg/investor_shareholder-meetings and the SGX website at the URL https://www.sgx.com/securities/company-announcements at least 48 hours prior to the closing date and time for the lodgement of instruments appointing a proxy(ies). The Company will respond to questions or follow-up questions submitted after the 6 July 2023 deadline either within a reasonable timeframe before the Annual General Meeting, or at the Annual General Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

NOTICE OF ANNUAL GENERAL MEETING

8. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies or representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the Annual General Meeting, at the Annual General Meeting itself.

9. The Company's Annual Report 2023 and the Letter to Shareholders dated 28 June 2023 (in relation to the proposed renewal of share purchase mandate) may be accessed at the Company's corporate website as follows:

   (a) the Company's Annual Report 2023 may be accessed at the URL https://www.metroholdings.com.sg/investor_annual-report by clicking on the hyperlink for "Annual Report 2023"; and

   (b) the Letter to Shareholders dated 28 June 2023 may be accessed at the URL https://www.metroholdings.com.sg/investor_letter-to-shareholders by clicking on the hyperlink for "Letter to Shareholders in Relation to the Renewal of the Share Purchase Mandate".

   The above documents will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements. Members may request for printed copies of these documents by completing and submitting the request form sent to them by post together with printed copies of this Notice and the accompanying proxy form.

Personal data privacy:

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

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Gerald Ong Chong Keng, Mr Ng Ee Peng, Mr Soong Hee Sang and Mr Ong Sek Hian (Wang ShiXian) are the Directors seeking re-election at the Annual General Meeting of Metro Holdings Limited ("**Company**") on 20 July 2023.

Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the information relating to Mr Gerald Ong Chong Keng, Mr Ng Ee Peng, Mr Soong Hee Sang and Mr Ong Sek Hian (Wang ShiXian) as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST is as follows:

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Date of Appointment	18 June 2007	13 April 2021	1 September 2022	1 November 2022
Date of last re-election (if applicable)	29 July 2021	29 July 2021	Not applicable	Not applicable
Age	61	67	64	39
Country of Principal Residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations and the search and nomination process)	Mr Gerald Ong Chong Keng ("**Mr Gerald Ong**") is the nominee of Eng Kuan Company Private Limited, a substantial shareholder of the Company. Mr Gerald Ong possesses the experience, expertise, knowledge and skills to contribute towards the core competency of the Board. He will continue to contribute his valuable experience and knowledge to the Board and to the diversity of expertise and business experience required to govern and manage the Group's affairs effectively.	Mr Ng Ee Peng ("**Mr Ng**") possesses the experience, expertise, knowledge and skills to contribute towards the core competency of the Board. He will continue to contribute his valuable experience and knowledge to the Board and to the diversity of expertise and business experience required to govern and manage the Group's affairs effectively.	Mr Soong Hee Sang ("**Mr Soong**") possesses the experience, expertise, knowledge and skills to contribute towards the core competency of the Board. He will continue to contribute his valuable experience and knowledge to the Board and to the diversity of expertise and business experience required to govern and manage the Group's affairs effectively.	Mr Ong Sek Hian (Wang ShiXian) ("**Mr Ong**") is the nominee of Leroy Singapore Pte Ltd, a substantial shareholder of the Company. Mr Ong possesses broad business experience and knowledge which enhances the diversity of core competencies and skill sets of the Board. He will continue to contribute his broad business experience and knowledge to the Board and to the diversity of expertise and business experience required to govern and manage the Group's affairs effectively.
Whether appointment is executive, and if so, the area of responsibility	The appointment is Non-Executive and Non-Independent.	The appointment is Non-Executive and Independent.	The appointment is Non-Executive and Independent.	The appointment is Non-Executive and Non-Independent.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Non-Executive and Non-Independent Director. Member of the Audit and Investment Committees.	Non-Executive and Independent Director. Member of the Audit and Remuneration Committees.	Non-Executive and Independent Director. Member of the Investment Committee.	Non-Executive and Non- Independent Director.

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Professional qualifications	Mr Gerald Ong has been recognised as an IBF Distinguished Fellow. He is an alumnus of the National University of Singapore, University of British Columbia and Harvard Business School.	Mr Ng holds a Bachelor of Science (First Class Honors) from University of Manchester Institute of Science & Technology and a Master of Business Administration from Harvard University, USA. He also completed a Diploma (with Honors) from US Army Command & General Staff College.	Mr Soong holds a Bachelor of Science (Honours) Degree in Estate Management and a Master of Business Administration, both from the National University of Singapore.	Mr Ong holds a Bachelor of Business Administration Degree from the Singapore Management University.
Working experience and occupation(s) during the past 10 years	Mr Gerald Ong is currently the Deputy Chairman of the PrimePartners Corporate Finance Group and is the Honorary Consul for Liechtenstein. Mr Gerald Ong has more than 25 years of corporate finance related experience. He has held senior positions at various financial institutions, including NM Rothschilds & Sons (Singapore) Ltd, the DBS Bank Group, Tokyo-Mitsubishi International (Singapore) Pte Ltd and Hong Leong (Malaysia) Group. During his time with these institutions, Mr Gerald Ong's duties encompassed the provision of a wide variety of corporate finance services from advisory, mergers and acquisitions activities and fund raising exercises incorporating various structures such as equity, debt, equity-linked and derivative-enhanced issues.	Mr Ng is currently an Independent Director of Sinarmas Land Limited. Mr Ng is also the Founder and Chairman of Lunas Analytics.ai Pte. Ltd. From 2019 to February 2020, he was Executive Vice President and later, Senior Advisor, Chairman's Office, of PT Smartfren Tbk, Indonesia. Before that, from 2010 to 2019, he was President Director and Group Chief Executive Officer of PT Gunung Sewu Kencana, Indonesia.	Mr Soong is currently the Lead Independent Director of Keppel Pacific Oak US REIT Management Pte Ltd, Frasers Hospitality Asset Management Pte Ltd and Frasers Hospitality Trust Management Pte Ltd. His past directorships include Mercatus Co-operative Limited and Mercatus Strategic Investment Management LLP. Mr Soong has extensive experience in the investment and asset management of real estate. He retired from GIC Real Estate in 2016 where he was Managing Director (Deputy Head Asia) from 2006 to 2013 and Managing Director (London) from 2013 to 2016.	Mr Ong is a Director of certain substantial shareholders of the Company, namely Dynamic Holdings Pte Ltd and Leroy Singapore Pte Ltd. He is also a Director of several private companies. Currently, he is a member of the Board of Directors of Komoco Holdings Pte Ltd, Krewfit Pte Ltd, Oriental Tanks Pte Ltd and Bishopsgate Pte Ltd. Mr Ong has approximately 9 years of experience in owning and operating businesses. He has experience in venture capital and private equity investments, having invested into and exited from various start-ups over the course of his career. He has advanced knowledge across various sectors, including fast-moving consumer goods (FMCG), food and beverage, fitness, automobile distribution and bulk liquid logistics. Mr Ong began his career as a Brand Executive at Fraser & Neave, Limited.

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Shareholding interest in the Company and its subsidiaries	No	No	No	Direct interest - 63,360 ordinary shares. Deemed interest - 293,047,743 ordinary shares held through his interests in Eng Kuan Company Private Limited (188,995,635 ordinary shares), Dynamic Holdings Pte Ltd (48,293,203 ordinary shares) and Leroy Singapore Pte Ltd (55,758,905 ordinary shares).
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the Company and/or substantial shareholder of the Company or of any of its principal subsidiaries	Mr Gerald Ong is the nominee of Eng Kuan Company Private Limited, a substantial shareholder of the Company.	No	No	1. Mr Ong is a substantial shareholder of the Company. In addition, he is also the nominee of Leroy Singapore Pte Ltd, a substantial shareholder of the Company. 2. Mr Ong is the brother of Ong Jenn (who is the Director of Business Development of the Company), Ong Ling Ling and Ong Ching Ping who are substantial shareholders of the Company. 3. Mr Ong is the nephew of Mrs Wong Sioe Hong who is the Executive Chairman of Metro (Private) Limited.
Conflict of interests (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the Company	Yes	Yes	Yes	Yes

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Other principal commitments including directorships:				
Past (for the last 5 years)	Director of • Aseana Properties Limited • Shangri-la Healthcare Investment Pte Ltd • Querencia Technologies Pte. Ltd. • Council Member of the Singapore Institute of International Affairs	Director of • PT Gunung Sewu Kencana	Director of • Mercatus Strategic Investment Management LLP • Mercatus Co-operative Limited	Founder, Owner and Marketing Director of PasarBella
Present	Director of • PrimePartners Corporate Finance Pte Ltd • PrimePartners Corporate Finance Holdings Pte Ltd • OEC Holdings Pte Ltd • PrimePartners Group Pte Ltd • Rare Cask Holdings Pte Ltd • North Ridge Partners Pty Limited (Alternate Director) • Zebra Crossing Limited • 1982 Brora Holdings Pte Ltd • Ginza Gecko Pte Ltd • Fundnel Limited Honorary Consul for Liechtenstein since 2020	Director of • Sinarmas Land Limited • ERN Investments Pte Ltd • Lunas Analytics.ai Pte. Ltd.	Lead Independent Director of • Keppel Pacific Oak US REIT Management Pte Ltd, the manager of Keppel Pacific Oak US REIT • Each of Frasers Hospitality Asset Management Pte Ltd, the manager of Frasers Hospitality Real Estate Investment Trust and Frasers Hospitality Trust Management Pte Ltd, the trustee-manager of Frasers Hospitality Business Trust	Director of • Bishopsgate Pte Ltd • Dynamic Holdings Pte Ltd • Krewfit Pte Ltd • Komoco Holdings Pte Ltd • Leroy Singapore Pte Ltd • Oriental Tanks Pte Ltd

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.				
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given. (cont'd)				
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No
(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	No	Yes Please refer to Appendix B for further details.	No	No
(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	No	No	No	No
(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	No	No	No	No
(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?	Yes Please refer to Appendix A for further details.	No	No	No

INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Gerald Ong Chong Keng	Ng Ee Peng	Soong Hee Sang	Ong Sek Hian (Wang ShiXian)
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given. (cont'd)				
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

APPENDIX A

In July 2013, PrimePartners Corporate Finance Pte. Ltd. ("**PPCF**") was given the opportunity by the Stock Exchange of Singapore ("**SGX**") to make its representations on why disciplinary actions should not be taken against PPCF, in its capacity as continuing sponsor to CCFH Ltd ("**CCFH**"), in connection with the discharge of its sponsors' obligations in relation to its query to CCFH on the unusual trading activity in CCFH shares in September 2012. No disciplinary action was taken by the SGX against PPCF after considering the representations made by PPCF. However, a warning was given (in September 2013) by the SGX to PPCF to properly train its officers in holding discussions with sponsored companies relating to queries on unusual trading activity and to ensure that they are familiar with sponsored companies' obligations under the SGX's Corporate Disclosure Policy. Mr Gerald Ong was the CEO of PPCF during the period. Mr Gerald Ong has been and is an Executive Director and substantial shareholder of PPCF.

PPCF and certain of its key officers (including Mr Gerald Ong) were summoned to appear before the Securities Industry Council ("**SIC**") for a hearing to (i) inquire into whether PPCF as the financial adviser to Best Grace Holdings Limited ("**Offeror**") in relation to its voluntary conditional cash offer for shares in the capital of Delong Holdings Limited announced on 27 September 2018 ("**VGO**"), failed in its responsibility to ensure that the Offeror complied with Rule 17.1 of the Singapore Code on Take-overs and Mergers (the "**Code**"); and (ii) determine the appropriate sanction(s) if PPCF is found to have failed in its responsibility to ensure that the Offeror complied with Rule 17.1 of the Code ("**Hearing**"). The matter was in connection with the withdrawal of the VGO and the Hearing was held on 23 April 2019. Following the Hearing, the SIC ruled that there was a breach of Rule 17.1 of the Code and PPCF was censured by the SIC in its public statement issued on 29 July 2019. No regulatory action or censure was taken against Mr Gerald Ong. Mr Gerald Ong was the CEO of PPCF during the period. Mr Gerald Ong has been and is an Executive Director and substantial shareholder of PPCF.

In November 2020, PPCF was given the opportunity by the SGX to make its representations on why disciplinary actions should not be taken against PPCF, in its capacity as continuing sponsor to Healthway Medical Corporation Limited ("**HMC**"). This is in relation to its sponsors' obligations of ensuring proper disclosures in HMC's 2019 annual report on the appointment/re-election of directors. Having considered PPCF's explanations and circumstances surrounding the matter, no disciplinary action was taken by the SGX against PPCF. A private reminder letter was issued (in March 2021) to PPCF on its obligations under the Catalist Listing Rules. No regulatory action was taken against Mr Gerald Ong directly. Mr Gerald Ong is the Deputy Chairman, Executive Director and substantial shareholder of PPCF.

In November 2005, PPCF was reprimanded by the MAS for executing two purchases of shares in CNA Group Ltd ("**CNA**") above the maximum price allowable under the price stabilisation regulations of the Securities and Futures Act 2001. The purchases were made for the purposes of price stabilisation in connection with the initial public offering of CNA on the SGX in March 2005. The contravention of price stabilisation regulations was self-discovered and self-reported voluntarily to the MAS by PPCF. The reprimand was published by the MAS in February 2006 without naming PPCF.

APPENDIX B

Mr Ng was an Independent Director of ACCS Ltd (now known as MDR Limited), a Singapore listed company, from 2004 to 2005. Its CEO was investigated by Commercial Affairs Department ("**CAD**") and the CEO subsequently pleaded guilty in Court in May 2005 for corruption, fraud and false financial reporting. Mr Ng was not the subject of any investigation and no action has ever been taken against Mr Ng by the CAD.

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METRO HOLDINGS LIMITED
Company Registration No.: 197301792W
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING
PROXY FORM

IMPORTANT
1. The Annual General Meeting will be held, in a wholly physical format, at the venue, date and time stated below. There will be no option for shareholders to participate virtually.
2. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).**
3. This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors:
   (a) may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
   (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 10 July 2023**.

PERSONAL DATA PRIVACY
By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 28 June 2023.

I/We ____________________ (Name), ____________ (NRIC/Passport No./Co. Regn. No.)

of ________________________________ (Address)

being a member(s) of Metro Holdings Limited (the "**Company**") hereby appoint:

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting, as my/our proxy(ies) to attend, speak and vote for me/us on my/our behalf at the Fiftieth Annual General Meeting of the Company to be held at Grand Ballroom, Level 3, Singapore Marriott Tang Plaza Hotel, 320 Orchard Road, Singapore 238865 on Thursday, 20 July 2023 at 3.00 p.m. and at any adjournment thereof, in the following manner:

No.	Resolutions	For	Against	Abstain
	ORDINARY BUSINESS			
1.	To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements			
2.	To declare First and Final Dividend			
3.	To declare Special Dividend			
4.	To re-elect Mr Gerald Ong Chong Keng, a Director retiring under Article 94 of the Company's Constitution			
5.	To re-elect Mr Ng Ee Peng, a Director retiring under Article 94 of the Company's Constitution			
6.	To re-elect Mr Soong Hee Sang, a Director retiring under Article 100 of the Company's Constitution			
7.	To re-elect Mr Ong Sek Hian (Wang ShiXian), a Director retiring under Article 100 of the Company's Constitution			
8.	To approve Directors' Fees			
9.	To re-appoint Ernst & Young LLP as Auditor and authorise the Directors to fix its remuneration			
	SPECIAL BUSINESS			
10.	To approve the Share Issue Mandate			
11.	To approve the Renewal of the Share Purchase Mandate			

Voting will be conducted by poll. If you wish your proxy(ies) to cast all your votes For or Against a resolution, please indicate with a "✓" in the For or Against box provided in respect of that resolution. Alternatively, please indicate the number of votes For or Against in the For or Against box provided in respect of that resolution. If you wish your proxy(ies) to abstain from voting on a resolution, please indicate with a "✓" in the Abstain box provided in respect of that resolution. Alternatively, please indicate the number of shares that your proxy(ies) is(are) directed to abstain from voting in the Abstain box provided in respect of that resolution. In any other case, the proxy(ies) may vote or abstain as the proxy(ies) deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

Dated this __________ day of ____________________ 2023

____
Signature(s) of Member(s)/Common Seal

Total Number of Shares Held	

IMPORTANT: PLEASE READ NOTES OVERLEAF

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), 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 (maintained by or on behalf 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 Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy(ies) will be deemed to relate to all the shares held by the member.

2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

   A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.

4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.metroproxy@sg.tricorglobal.com,

   in either case by 3.00 p.m. on 17 July 2023, being 72 hours before the time appointed for holding the Annual General Meeting.

5. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where an instrument appointing a proxy(ies) is signed 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), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.

6. Completion and return of the instrument appointing a proxy(ies) shall not preclude a member from attending, speaking and voting at the Annual General Meeting. Any appointment of a proxy(ies) shall be deemed to be revoked if a member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person(s) appointed under the relevant instrument appointing a proxy(ies) to the Annual General Meeting.

7. The Company shall be entitled to reject an instrument appointing a proxy(ies) 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(ies) (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted, if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Annual General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.

CORPORATE DATA

BOARD OF DIRECTORS

Lt-Gen (Retd) Winston Choo Wee Leong
Chairman, Non-Executive and Independent

Gerald Ong Chong Keng
Director, Non-Executive and Non-Independent

Fang Ai Lian (Mrs)
Director, Non-Executive and Independent

Tan Soo Khoon
Director, Non-Executive and Independent

Deborah Lee Siew Yin
Director, Non-Executive and Independent

Yip Hoong Mun
Group Chief Executive Officer, Executive Director

Ng Ee Peng
Director, Non-Executive and Independent

Soong Hee Sang
Director, Non-Executive and Independent

Ong Sek Hian (Wang Shixian)
Director, Non-Executive and Non-Independent

AUDIT COMMITTEE

Fang Ai Lian (Mrs)
Chairman

Gerald Ong Chong Keng

Tan Soo Khoon

Ng Ee Peng

NOMINATING COMMITTEE

Lt-Gen (Retd) Winston Choo Wee Leong
Chairman

Fang Ai Lian (Mrs)

Tan Soo Khoon

REMUNERATION COMMITTEE

Lt-Gen (Retd) Winston Choo Wee Leong
Chairman

Deborah Lee Siew Yin

Ng Ee Peng

INVESTMENT COMMITTEE

Lt-Gen (Retd) Winston Choo Wee Leong
Chairman

Gerald Ong Chong Keng

Tan Soo Khoon

Deborah Lee Siew Yin

Yip Hoong Mun

Soong Hee Sang

SECRETARIES

Tan Ching Chek

Eve Chan Bee Leng

AUDITORS

Ernst & Young LLP
Lee Wei Hock
Engagement Partner
(Since financial year ended 31 March 2023)

PRINCIPAL BANKERS

DBS Bank Ltd

United Overseas Bank Ltd

The Hongkong and Shanghai Banking Corporation Ltd

Oversea-Chinese Banking Corporation Limited

Malayan Banking Berhad

REGISTRARS

Tricor Barbinder Share Registration Services
(A division of Tricor Singapore Pte. Ltd.)
80 Robinson Road, #02-00
Singapore 068898
Tel: (65) 6236 3333

REGISTERED OFFICE

391A Orchard Road
#19-00 Tower A
Ngee Ann City
Singapore 238873
Tel: (65) 6733 3000
Fax: (65) 6735 3515
Website: www.metroholdings.com.sg

INVESTOR RELATIONS CONTACTS

Citigate Dewe Rogerson Singapore Pte Ltd
Ms Dolores Phua
158 Cecil Street
#05-01
Singapore 069545
Tel: (65) 6534 5122
Metro@citigatedewerogerson.com

美羅 METRO

www.metroholdings.com.sg

METRO HOLDINGS LIMITED
391A Orchard Road #19-00 Tower A Ngee Ann City
Singapore 238873
Tel: (65) 6733 3000 | Fax: (65) 6735 3515

LETTER TO SHAREHOLDERS

METRO HOLDINGS LIMITED
Company Registration No.: 197301792W
(Incorporated in the Republic of Singapore)

Registered office: 391A Orchard Road #19-00 Tower A, Ngee Ann City, Singapore 238873

28 June 2023

To the shareholders of
METRO HOLDINGS LIMITED

Dear Sir/Madam

1. INTRODUCTION

1.1 Summary. We refer to Resolution 11 in the Notice convening the Fiftieth Annual General Meeting of Metro Holdings Limited (the "**Company**") to be held on 20 July 2023 ("**AGM**"). Resolution 11 relates to the renewal of the Company's share purchase mandate (the "**Share Purchase Mandate**") and will be proposed as an ordinary resolution at the AGM.

Allen & Gledhill LLP is the legal adviser to the Company in relation to the proposed renewal of the Share Purchase Mandate.

1.2 This Letter. The purpose of this Letter is to provide shareholders of the Company ("**Shareholders**") with information relating to the proposal for the renewal of the Share Purchase Mandate, to be tabled at the AGM.

2. THE RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Background. Shareholders had approved the renewal of the Share Purchase Mandate at the Forty-Ninth Annual General Meeting of the Company held on 22 July 2022 ("**2022 AGM**"). The authority and limitations of the Share Purchase Mandate were set out in the Company's Letter to Shareholders dated 7 July 2022 and the ordinary resolution relating to the Share Purchase Mandate in the notice of the 2022 AGM. The Share Purchase Mandate approved at the 2022 AGM was expressed to continue in force until the next Annual General Meeting of the Company and, as such, will be expiring on 20 July 2023, being the date of the forthcoming AGM. It is proposed that the Share Purchase Mandate be renewed at the AGM. Accordingly, Resolution 11 will be tabled as an ordinary resolution for Shareholders' approval at the AGM.

2.2 Rationale for the renewal for the Share Purchase Mandate. The Share Purchase Mandate will give the Company the flexibility to undertake purchases or acquisitions of its ordinary shares ("**Shares**") at any time, subject to market conditions, during the period that the Share Purchase Mandate is in force. Share purchases or acquisitions allow the Company greater flexibility over its share capital structure with a view to improving, *inter alia*, its return on equity. The Shares which are purchased or acquired may be held as treasury shares which may be used for prescribed purposes pursuant to the Companies Act 1967 ("**Companies Act**") such as selling treasury shares for cash, transferring them as consideration for the acquisition of assets or transferring them pursuant to a share scheme. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

It should be noted that the purchase or acquisition of Shares pursuant to the Share Purchase Mandate will only be undertaken if it can benefit the Company and Shareholders. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the financial position of the Company and its subsidiaries (collectively, the "**Group**") and/or affect the listing status of the Company on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). In addition, any purchase or acquisition of its Shares has to be made in accordance with, and in the manner prescribed by, the Companies Act, the listing rules of the SGX-ST and such other laws and regulations as may for the time being be applicable.

2.3 Authority and limitations. The authority and limitations on the purchase or acquisition of Shares by the Company under the Share Purchase Mandate for which renewal is sought are summarised below.

(a) Maximum number of Shares

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares (excluding any Shares held by the Company as treasury shares and any Shares held by subsidiaries of the Company in the circumstances referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act ("**subsidiary holdings**")) as at the date of the AGM. Under the Companies Act and the Listing Manual of the SGX-ST ("**Listing Manual**"), treasury shares and subsidiary holdings are to be disregarded for the purposes of computing the 10% limit. As at 29 May 2023 (the "**Latest Practicable Date**"), the Company had 3,512,800 treasury shares and no subsidiary holdings.

Purely for illustrative purposes, on the basis of 828,035,874 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming that between the Latest Practicable Date and the date of the AGM (i) no new Shares are issued, (ii) no further Shares are repurchased by the Company and cancelled or held as treasury shares, (iii) no treasury shares are cancelled or used by the Company for any of the prescribed purposes, and (iv) no Shares are subsidiary holdings, then not more than 82,803,587 Shares (representing 10% of the total number of issued Shares as at that date, excluding treasury shares and subsidiary holdings) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

(b) Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the AGM, at which the Share Purchase Mandate is approved, up to:

(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 authority conferred by the Share Purchase Mandate is revoked or varied by the Company in general meeting; or

(iii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

(c) Manner of purchase or acquisition of Shares

Purchases or acquisitions of Shares may be made by way of:

(i) market purchases ("**Market Purchases**"); and/or

(ii) off-market purchases ("**Off-Market Purchases**").

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on the SGX-ST or, as the case may be, other stock exchange for the time being on which the Shares may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme or schemes for the purchase or acquisition of Shares from Shareholders. The Directors of the Company ("**Directors**") may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an Off-Market Purchase must, however, satisfy all the following conditions:

(1) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(2) all of those persons shall be given a reasonable opportunity to accept the offers made; and

(3) the terms of all the offers shall be the same, except that there shall be disregarded:

  (aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; and

  (bb) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Additionally, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain, *inter alia*, the following information:

(A) the terms and conditions of the offer;

(B) the period and procedures for acceptances;

(C) the reasons for the proposed Share purchases;

(D) the consequences, if any, of Share purchases by the Company that will arise under the Singapore Code on Take-overs and Mergers ("**Take-over Code**") or other applicable take-over rules;

(E) whether the Share purchases, if made, would have any effect on the listing of the Shares on the SGX-ST;

(F) details of any Share purchases made by the Company in the previous

12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(G) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) Purchase price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the maximum purchase price (the "**Maximum Price**") to be paid for a Share as determined by the Directors must not exceed:

(i) in the case of a Market Purchase, 5% above the Average Closing Price; and

(ii) in the case of an Off-Market Purchase, the NTAV of a Share,

in either case, excluding related expenses of the purchase or acquisition. For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five market days on which the Shares were transacted on the SGX-ST or, as the case may be, such other stock exchange on which the Shares are listed or quoted, before the date of the Market Purchase by the Company, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day period and the date of the Market Purchase by the Company;

"**NTAV of a Share**" means the net tangible asset value of a Share taken from the latest announced consolidated financial statements of the Company preceding the date of the making of the offer pursuant to the Off-Market Purchase; and

"**date of the making of the offer**" means the date on which the Company makes an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

2.4 Status of purchased or acquired Shares. Under the Companies Act, the Shares purchased or acquired by the Company shall be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to those Shares will expire on cancellation, unless such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.

2.5 Treasury shares. Under the Companies Act, the Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below.

(a) Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares. For this purpose, any Shares that are held by subsidiaries in the circumstances referred to in Sections 21(4B) and 21(6C) of the Companies Act shall be included in computing the 10% limit.

(b) Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(c) Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time but subject always to the Take-over Code:

(i) sell the treasury shares for cash;

(ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;

(iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(iv) cancel the treasury shares; or

(v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares of the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares of the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage, and the value of the treasury shares of the usage.

2.6 Source of funds. In purchasing or acquiring Shares pursuant to the Share Purchase Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Constitution of the Company and applicable laws. Under the Companies Act, any payment made by the Company in consideration of the purchase or acquisition of its Shares may be made out of the Company's capital and/or profits so long as the Company is solvent. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares. The Directors do not propose to exercise the Share Purchase Mandate to such extent that it would materially affect the working capital requirements, financial flexibility or investment ability of the Group.

2.7 Financial effects. The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of Shares purchased or acquired, and the consideration paid at the relevant time. The financial effects on the Group and the Company based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2023 are based on the assumptions set out below.

(a) Purchase or acquisition out of capital and/or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

(b) Maximum Price paid for Shares purchased or acquired

Based on 828,035,874 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date, the purchase by the Company of 10% of such issued Shares will result in the purchase or acquisition of 82,803,587 Shares.

Assuming that the Company purchases or acquires the 82,803,587 Shares at the Maximum Price on the Latest Practicable Date, the maximum amount of funds required is approximately:

(i) in the case of Market Purchases of Shares, \$52,166,260 based on \$0.63 for each Share (being the price equivalent to 5% above the Average Closing Price of the Shares traded on the SGX-ST over the last five market days preceding the Latest Practicable Date); and

(ii) in the case of Off-Market Purchases of Shares, \$145,734,313 based on \$1.76 for each Share (being the price equivalent to the NTAV of a Share taken from the unaudited financial results of the Company and Group for the financial year ended 31 March 2023 released by the Company on 26 May 2023).

For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

(1) the Share Purchase Mandate had been effective on 1 April 2022;

(2) the purchase of Shares took place at the beginning of the financial year on 1 April 2022;

(3) there was no issuance of Shares after the Latest Practicable Date; and

(4) the Share purchases were funded entirely by internal resources,

the financial effects on the audited financial statements of the Group and the Company for the financial year ended 31 March 2023 would have been as follows:

MARKET PURCHASE [1]

	GROUP		COMPANY	
	Before Share Purchase $'000	**After Share Purchase $'000**	**Before Share Purchase $'000**	**After Share Purchase $'000**
As at 31 March 2023				
Share Capital	169,717	169,717	169,717	169,717
Treasury Shares	(1,768)	(53,935)	(1,768)	(53,935)
Fair Value Reserve	(14,063)	(14,063)	-	-
Foreign Currency Translation Reserve	(67,679)	(67,679)	-	-
Statutory Reserve	6,330	6,330	-	-
Revenue Reserve	1,361,322	1,361,322	214,415	214,415
Other Reserves	2,831	2,831	-	-
Equity Attributable to Owners of the Company	1,456,690	1,404,523	382,364	330,197
Non-Controlling Interests	24,626	24,626	-	-
Total Equity	1,481,316	1,429,149	382,364	330,197
Current Assets	788,374	736,207	385,850	333,683
Current Liabilities	207,935	207,935	281,127	281,127
Borrowings	595,003	595,003	485,634	485,634
Cash and Cash Equivalents	329,305	277,138	118,431	66,264
Net Tangible Assets (NTA) [2]	1,456,690	1,404,523	382,364	330,197
Net Profit After Tax	25,344	25,344	34,886	34,886
Profit Attributable to Owners of the Company	25,151	25,151	34,886	34,886
Number of Shares ('000)	828,036	745,232 [3]	828,036	745,232 [3]
Financial Ratios				
NTA per Share ($)	1.76	1.88	0.46	0.44
Gearing (times) [4] (Net D/E)	0.18	0.23	0.96	1.27
Current Ratio (times) [5]	3.79	3.54	1.37	1.19
Earnings per Share (cents) [6]	3.04	3.37	4.21	4.68

OFF-MARKET PURCHASE [1]

	GROUP		COMPANY	
	Before Share Purchase $'000	**After Share Purchase $'000**	**Before Share Purchase $'000**	**After Share Purchase $'000**
As at 31 March 2023				
Share Capital	169,717	169,717	169,717	169,717
Treasury Shares	(1,768)	(147,503)	(1,768)	(147,503)
Fair Value Reserve	(14,063)	(14,063)	-	-
Foreign Currency Translation Reserve	(67,679)	(67,679)	-	-
Statutory Reserve	6,330	6,330	-	-

Revenue Reserve	1,361,322	1,361,322	214,415	214,415
Other Reserves	2,831	2,831	-	-
Equity Attributable to Owners of the Company	1,456,690	1,310,955	382,364	236,629
Non-Controlling Interests	24,626	24,626	-	-
Total Equity	1,481,316	1,335,581	382,364	236,629
Current Assets	788,374	642,639	385,850	267,419
Current Liabilities	207,935	207,935	281,127	308,431
Borrowings	595,003	595,003	485,634	485,634
Cash and Cash Equivalents	329,305	183,570	118,431	-
Net Tangible Assets (NTA) (2)	1,456,690	1,310,955	382,364	236,629
Net Profit After Tax	25,344	25,344	34,886	34,886
Profit Attributable to Owners of the Company	25,151	25,151	34,886	34,886
Number of Shares ('000)	828,036	745,232 (3)	828,036	745,232 (3)
Financial Ratios				
NTA per Share ($)	1.76	1.76	0.46	0.32
Gearing (times) (4) (Net D/E)	0.18	0.31	0.96	2.05
Current Ratio (times) (5)	3.79	3.09	1.37	0.87
Earnings per Share (cents) (6)	3.04	3.37	4.21	4.68

Notes to the foregoing tables:

(1) The disclosed financial effects remain the same irrespective of whether:

(a) the purchase of the Shares is effected out of capital or profits; or

(b) the purchased Shares are held in treasury or are cancelled.

(2) NTA equals to Total Equity less Non-Controlling Interests.

(3) Exclude 3,512,800 Shares that are held as treasury shares.

(4) Gearing is defined as Borrowings (net of Cash and Cash Equivalents) divided by Equity Attributable to Owners of the Company.

(5) Current Ratio equals Current Assets divided by Current Liabilities.

(6) Earnings per Share is based on 828,035,874 Shares and 745,232,287 Shares respectively.

SHAREHOLDERS SHOULD NOTE THAT THE FOREGOING FINANCIAL EFFECTS ARE BASED ON THE AUDITED FINANCIAL STATEMENTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 AND ARE FOR ILLUSTRATION ONLY. THE RESULTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 MAY NOT BE REPRESENTATIVE OF FUTURE PERFORMANCE.

It should be noted that although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10%. In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution.

2.8 **Taxation.** Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

2.9 **Listing status of the Shares.** The Listing Manual requires a listed company to ensure that at least 10% of the total number of its issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is held by public shareholders at all times.

As at the Latest Practicable Date, approximately 47.57% of the total number of issued Shares (excluding treasury shares) are held by public shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without adversely affecting the listing status of the Shares on the SGX-ST. The Company will consider investor interests when maintaining a liquid market in its securities, and will ensure that there is a sufficient float for an orderly market in its securities when purchasing its Shares.

2.10 **Listing rules.** The Listing Manual restricts a listed company from purchasing shares by way of market purchases at a price per share which is more than 5% above the "average closing price", being the average of the closing market prices of the shares over the last five market days on which transactions in the shares were recorded, before the day on which the purchases were made, and deemed to be adjusted for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made. The Maximum Price for a Share in relation to Market Purchases referred to in Paragraph 2.3 above complies with this requirement. Although the Listing Manual does not prescribe a maximum price in relation to purchases of shares by way of off-market purchases, the Company has set a cap of the consolidated net tangible asset value of a Share as the Maximum Price for a Share to be purchased or acquired by way of an Off-Market Purchase.

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after any matter or development of a price or trade sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board of Directors of the Company until such price or trade sensitive information has been publicly announced. In addition, the Company will not purchase or acquire any Shares through Market Purchases during the period of one month immediately preceding the announcement of the Company's half year and full year financial statements.

2.11 **Reporting requirements.** The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a market purchase, on the market day following the day of purchase or acquisition of any of its shares, and (b) in the case of an off-market purchase under an equal access scheme, on the second market day after the close of acceptances of the offer. Such announcement (which must be in the form prescribed by the Listing Manual) must include details of the date of the purchase, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares.

2.12 **Take-over implications.** The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code. Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(a) Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

(b) Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

(i) the following companies:

(a) a company;

(b) the parent company of (a);

(c) the subsidiaries of (a);

(d) the fellow subsidiaries of (a);

(e) the associated companies of any of (a), (b), (c) or (d);

(f) companies whose associated companies include any of (a), (b), (c), (d) or (e); and

(g) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and

(ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts). Close relatives include immediate family (i.e., parents, siblings, spouse and children), siblings of parents (i.e., uncles and aunts) as well as their children (i.e., cousins) and children of siblings (i.e., nephews and nieces).

(c) Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of 6 months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of 6 months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

SHAREHOLDERS WHO ARE IN DOUBT AS TO THEIR OBLIGATIONS, IF ANY, TO MAKE A MANDATORY TAKE-OVER OFFER UNDER THE TAKE-OVER CODE AS A RESULT OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY SHOULD CONSULT THE SECURITIES INDUSTRY COUNCIL ("SIC") AND/OR THEIR PROFESSIONAL ADVISERS AT THE EARLIEST OPPORTUNITY.

(d) The Relevant Directors and their concert parties

As at the Latest Practicable Date, in respect of the following Directors:

(i) Mr Gerald Ong Chong Keng, a Non-Executive Director of the Company who represents Eng Kuan Company Private Limited (a substantial shareholder of the Company) on the Board of Directors of the Company; and

(ii) Mr Ong Sek Hian (Wang ShiXian), a Non-Executive Director of the Company who represents Leroy Singapore Pte Ltd (a substantial shareholder of the Company) on the Board of Directors of the Company,

(collectively hereafter referred to as the "**Relevant Directors**"), the following persons are presumed to be acting in concert with the Relevant Directors under the Take-over Code:

(1) Eng Kuan Company Private Limited, and its directors, namely, Mr Ong Jen Yaw and Ms Ong Ling Ling;

(2) Leroy Singapore Pte Ltd (whose sole director is Mr Ong Sek Hian (Wang ShiXian));

(3) immediate family members and other close relatives of each of Mr Ong Sek Hian (Wang ShiXian), Mr Ong Jen Yaw and/or Ms Ong Ling Ling (collectively with Mr Ong Jen Yaw and Ms Ong Ling Ling, the "**Ong Family**"); and

(4) Dynamic Holdings Pte Ltd (collectively with Eng Kuan Company Private Limited and Leroy Singapore Pte Ltd, the "**Ong Companies**"),

who, collectively with the Relevant Directors, are hereafter referred to as the "**Relevant Parties**".

As at the Latest Practicable Date, the Relevant Parties have an aggregate interest (direct and deemed) in 348,607,661 Shares, representing approximately 42.11% of the total number of issued Shares (excluding treasury shares). The interests of the Relevant Parties in the issued Shares as at the Latest Practicable Date are set out in the Appendix to this Letter.

In the event that the Company should, pursuant to the Share Purchase Mandate, purchase or acquire up to 10% of its issued Shares (excluding treasury shares and subsidiary holdings) ("**Full Buy-back**"), the aggregate shareholding interest of approximately 42.11% held by the Relevant Parties may increase by more than 1% in any 6-month period. As a consequence, the Relevant Directors and other members of the Relevant Parties could incur a mandatory take-over obligation for the issued Shares under the Take-over Code.

(e) Conditions for exemption from having to make a take-over offer

The Relevant Directors and persons acting in concert with them will be exempted from the requirement to make a general offer for the Company under Rule 14, when read with Appendix 2 of the Take-over Code, following an increase in the aggregate percentage of total voting rights in the Company held by the Relevant Directors and persons acting in concert with them by more than 1% in any 6-month period as a result of the Company purchasing its Shares under the Share Purchase Mandate, **subject to the following conditions**:

(i) the Letter to Shareholders seeking their approval for the Share Purchase Mandate will contain advice to the effect that by voting in favour of the resolution to approve the renewal of the Share Purchase Mandate (the "**Buy-back Resolution**"), Shareholders are waiving their right to a general offer at the required price from any of the Relevant Directors and persons acting in concert with them;

(ii) the aforesaid Letter discloses the names and voting rights of the Relevant Directors and persons acting in concert with them (a) as of the time of the Buy-back Resolution, and (b) after a Full Buy-back;

(iii) the Buy-back Resolution is approved by a majority of the Shareholders who are present and voting at the meeting on a poll who could not become obliged to make a general offer for the Company as a result of the buy-back of Shares by the Company pursuant to the Share Purchase Mandate;

(iv) within 7 days after the passing of the Buy-back Resolution, each of the Relevant Directors is to submit to the SIC a duly signed form as prescribed by the SIC;

(v) the Relevant Directors and persons acting in concert with them abstain from (a) voting on the Buy-back Resolution, and (b) recommending Shareholders to vote in favour of the Buy-back Resolution; and

(vi) the Relevant Directors and persons acting in concert with them, together holding between 30% and 50% of the Company's voting rights, have not acquired and will not acquire any Shares between the date on which they know that the announcement of the proposal for the renewal of the Share Purchase Mandate is imminent and the earlier of:

  (a) the date on which the authority for the renewed Share Purchase Mandate expires; and

  (b) the date on which the Company announces that it has (aa) bought back such number of Shares as authorised by the renewed Share Purchase Mandate, or (bb) decided to cease buying back the Shares, as the case may be, if any such acquisitions, taken together with the Share buy-back, would cause the aggregate voting rights in the Company of the Relevant Directors and persons acting in concert with them to increase by more than 1% in the preceding 6 months.

It follows that where the aggregate voting rights held by the Relevant Directors and persons acting in concert with them increase by more than 1% solely as a result of the buy-back of Shares and none of them has acquired any Shares during the relevant period defined above, then the Relevant Directors and/or persons acting in concert with them would be eligible for the SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

If the Company ceases to buy-back Shares pursuant to the Share Purchase Mandate and the increase in the aggregate voting rights held by the Relevant Directors and the persons acting in concert with them is less than 1%, the Relevant Directors and persons acting in concert with them may acquire further voting rights in the Company. However, any increase in their percentage voting rights as a result of the buy-back of Shares pursuant to the Share Purchase Mandate will be taken into account together with any voting rights acquired by the Relevant Directors and persons acting in concert with them (by whatever means) in determining whether they have increased their aggregate voting rights in the Company by more than 1% in any 6-month period.

(f) Advice to Shareholders

Shareholders are advised that by voting in favour of the ordinary resolution relating to the renewal of the Share Purchase Mandate, they will be waiving their rights to a take-over offer at the required price from the Relevant Directors and persons acting in concert with them who, as a result of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate, would increase their collective interest in the Shares by more than 1% in any period of 6 months.

(g) Form 2 submission to the SIC

Form 2 (Submission by directors and their concert parties pursuant to Appendix 2) is the prescribed form to be submitted to the SIC by a director and persons acting in concert with him pursuant to the conditions for exemption (see condition (iv) of sub-paragraph (e) above headed "*Conditions for exemption from having to make a take-over offer*") from the requirement to make a take-over offer under Rule 14 of the Take-over Code as a result of the buy-back of shares by a listed company under its share purchase mandate.

As at the Latest Practicable Date, the Relevant Directors have informed the Company that they will respectively be submitting a Form 2 to the SIC within 7 days after the passing of the ordinary resolution relating to the renewal of the Share Purchase Mandate at the AGM.

(h) Voting rights of the Relevant Parties before and after share purchase

Based on the direct holdings of Shares of the Relevant Parties as at the Latest Practicable Date, and assuming that:

(i) there is no change in their direct holdings of Shares between the Latest Practicable Date and the date of the AGM;

(ii) no new Shares are issued to the Relevant Directors and/or the Relevant Parties by the Company following the approval being received from Shareholders at the AGM for the renewal of the Share Purchase Mandate; and

(iii) the Relevant Parties do not sell or otherwise dispose of their holding of Shares,

the aggregate interest (direct and deemed) of the Relevant Parties in the issued Shares as at the date of the AGM and after the purchase by the Company of 10% of the issued Shares (excluding treasury shares and subsidiary holdings) pursuant to the Share Purchase Mandate are as follows:

	Before Share Purchase (as at date of AGM)		**After Share Purchase**	
Relevant Parties	**No. of Shares**	**%** (1)	**No. of Shares**	**%** (1)
Relevant Directors				
Gerald Ong Chong Keng (2)	-	-	-	-
Ong Sek Hian (Wang ShiXian)	293,111,103	35.398	293,111,103	39.332
Ong Family (3)				
Yoong Sek Har	2,594,126	0.313	2,594,126	0.348
Ong Sioe Hong	21,211,182	2.562	21,211,182	2.846
Ong Jen Yaw	215,573,589	26.034	215,573,589	28.927
Ong Hiang Gin	2,494,944	0.301	2,494,944	0.335
Ong Huan Gie	297,392	0.036	297,392	0.040
Ong Ling Ling	237,364,198	28.666	237,364,198	31.851
Ong Jenn (Wang Zhen)	293,111,103	35.398	293,111,103	39.332
Ong Ching Ping	237,352,198	28.664	237,352,198	31.849
Ong Xiang Ming Alexander	63,360	0.008	63,360	0.009
Dana-Li Wong Han Loong	327,360	0.040	327,360	0.044
Sean Wong Kalani Sien Loong	327,360	0.040	327,360	0.044
Tan Zhong-Hao	57,600	0.007	57,600	0.008
Lau Guan Wen	57,600	0.007	57,600	0.008
Tan Kai Er	57,600	0.007	57,600	0.008
Lau Yi-Xuan	57,600	0.007	57,600	0.008
Ong Li Qi Valerie	57,600	0.007	57,600	0.008
Chan Mei Lin	1,112,800	0.134	1,112,800	0.149
Ong Companies (3)				
Eng Kuan Company Private Limited	188,995,635	22.825	188,995,635	25.361
Dynamic Holdings Pte Ltd	48,293,203	5.832	48,293,203	6.480
Leroy Singapore Pte Ltd	55,758,905	6.734	55,758,905	7.482

Notes:

(1) "**%**" Before Share Purchase is rounded to three decimal places and is based on 828,035,874 issued Shares (excluding treasury shares) as at the Latest Practicable Date, and "**%**" After Share Purchase is rounded to three decimal places and is based on 745,232,287 issued Shares (excluding treasury shares). There were no subsidiary holdings as at the Latest Practicable Date.

(2) As at the Latest Practicable Date, this Relevant Director did not have any interest in Shares.

(3) The individuals comprising the Ong Family and the companies comprising the Ong Companies and their respective direct and deemed interests in issued Shares as at the Latest Practicable Date are set out in the Appendix to this Letter.

2.13 Particulars of Shares purchased in the past year. As at the Latest Practicable Date, the Company has not purchased any Shares pursuant to the Share Purchase Mandate approved at the 2022 AGM.

3. DIRECTORS' RECOMMENDATION

The Directors (other than the Relevant Directors, namely, Mr Gerald Ong Chong Keng and Mr Ong Sek Hian (Wang ShiXian)) are of the opinion, for the reasons set out in Paragraph 2.2 above, that the Share Purchase Mandate is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of Resolution 11, being the ordinary resolution relating to the renewal of the Share Purchase Mandate at the AGM. Mr Gerald Ong Chong Keng and Mr Ong Sek Hian (Wang ShiXian) (in accordance with the conditions referred to in Paragraph 2.12(e) above) have abstained from making any recommendation to Shareholders on Resolution 11 relating to the renewal of the Share Purchase Mandate.

4. VOTING RESTRICTIONS

In accordance with the conditions referred to in Paragraph 2.12(e) above, the Relevant Parties will abstain from voting on Resolution 11, being the ordinary resolution relating to the renewal of the Share Purchase Mandate at the AGM. The Relevant Parties who are individuals (namely, the Relevant Directors and members of the Ong Family) will also not accept any appointment as proxy or otherwise for voting on Resolution 11 at the AGM.

The renewal of the Share Purchase Mandate must be approved by a majority of those Shareholders present and voting at the AGM on a poll, who could not become obliged to make a take-over offer as a result of the buy-back of Shares under the Share Purchase Mandate.

5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

5.1 Interests of Directors. The interests of a Director in the issued Shares, based on the Company's Register of Directors' Shareholdings, as at the Latest Practicable Date, are as follows:

Director	No. of Shares Direct Interest	% (1)	No. of Shares Deemed Interest	% (1)
Mr Ong Sek Hian (Wang ShiXian)	63,360	0.008	293,047,743 (2)	35.391

Notes:

(1) "**%**" is based on 828,035,874 issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(2) Mr Ong Sek Hian (Wang ShiXian)'s deemed interest is held through his interests in Dynamic Holdings Pte Ltd, Eng Kuan Company Private Limited and Leroy Singapore Pte Ltd.

5.2 Interests of substantial Shareholders. The interests of substantial Shareholders in the issued Shares, based on the Company's Register of Substantial Shareholders, as at the Latest Practicable Date, are as follows:

Substantial Shareholders	No. of Shares Direct Interest	% (1)	No. of Shares Deemed Interest	% (1)
Eng Kuan Company Private Limited	188,995,635	22.824	-	-
Dynamic Holdings Pte Ltd	48,293,203	5.832	-	-
Leroy Singapore Pte Ltd	-	-	55,758,905 (2)	6.734
Ong Jen Yaw	70,540	0.009	215,503,049 (3)	26.026
Ong Ling Ling	75,360	0.009	237,288,838 (4)	28.657
Ong Ching Ping	63,360	0.008	237,288,838 (4)	28.657
Ong Jenn (Wang Zhen)	63,360	0.008	293,047,743 (5)	35.391
Ong Sek Hian (Wang ShiXian)	63,360	0.008	293,047,743 (5)	35.391
Ngee Ann Development Pte Ltd	85,515,056	10.327	-	-
Ngee Ann Kongsi	-	-	85,515,056 (6)	10.327
Takashimaya Company Limited	-	-	85,515,056 (7)	10.327

Notes:

(1) "**%**" is based on 828,035,874 issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(2) Leroy Singapore Pte Ltd ("**Leroy**")'s deemed interest is held through DBS Nominees (Private) Limited.

(3) Mr Ong Jen Yaw's deemed interest is held through Eng Kuan Company Private Limited ("**Eng Kuan**") (188,995,635 Shares) and Citibank Nominees Singapore Pte Ltd (26,507,414 Shares). Mr Ong Jen Yaw is deemed to be interested in the Shares through his interest in Eng Kuan.

(4) Ms Ong Ling Ling's and Ms Ong Ching Ping's deemed interests are each held through their respective interests in Dynamic Holdings Pte Ltd ("**Dynamic**") and Eng Kuan.

(5) Mr Ong Jenn (Wang Zhen)'s and Mr Ong Sek Hian (Wang ShiXian)'s deemed interests are each held through their respective interests in Dynamic, Eng Kuan and Leroy.

(6) Ngee Ann Kongsi is deemed to be interested in the Shares through its interest in Ngee Ann Development Pte Ltd.

(7) Takashimaya Company Limited is deemed to be interested in the Shares through its interest in Ngee Ann Development Pte Ltd.

6. RESPONSIBILITY STATEMENT

6.1 Directors' responsibility. The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm, after having made all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, and the Company and its subsidiaries which are relevant to the proposed renewal of the Share Purchase Mandate, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

6.2 Disclaimer. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Letter. Shareholders who are in any doubt as to the action they should take should consult their stockbrokers or other professional advisers immediately.

Yours faithfully
METRO HOLDINGS LIMITED

Lt Gen (Retd) Winston Choo Wee Leong
Chairman

FURTHER INFORMATION ON INTERESTS IN SHARES OF THE RELEVANT PARTIES

1. MR ONG SEK HIAN (WANG SHIXIAN) AND ONG FAMILY

The interests of Mr Ong Sek Hian (Wang ShiXian) and his close relatives who collectively comprise members of the Ong Family, in the issued Shares as at the Latest Practicable Date, are set out below.

	No. of Shares Direct Interest	% (1)	No. of Shares Deemed Interest	% (1)
Relevant Director				
Ong Sek Hian (Wang ShiXian)	63,360	0.008	293,047,743 (2)	35.391
Ong Family				
Yoong Sek Har	2,594,126	0.313	-	-
Ong Sioe Hong	21,211,182	2.562	-	-
Ong Jen Yaw	70,540	0.009	215,503,049 (3)	26.026
Ong Hiang Gin	2,494,944	0.301	-	-
Ong Huan Gie	297,392	0.036	-	-
Ong Ling Ling	75,360	0.009	237,288,838 (4)	28.657
Ong Jenn (Wang Zhen)	63,360	0.008	293,047,743 (5)	35.391
Ong Ching Ping	63,360	0.008	237,288,838 (4)	28.657
Ong Xiang Ming Alexander	63,360	0.008	-	-
Dana-Li Wong Han Loong	327,360	0.040	-	-
Sean Wong Kalani Sien Loong	327,360	0.040	-	-
Tan Zhong-Hao	57,600	0.007	-	-
Lau Guan Wen	57,600	0.007	-	-
Tan Kai Er	57,600	0.007	-	-
Lau Yi-Xuan	57,600	0.007	-	-
Ong Li Qi Valerie	57,600	0.007	-	-
Chan Mei Lin	1,112,800	0.134	-	-

Notes:

(1) "**%**" is rounded to three decimal places and is based on 828,035,874 issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(2) Mr Ong Sek Hian (Wang ShiXian)'s deemed interest is held through his interests in Dynamic Holdings Pte Ltd, Eng Kuan Company Private Limited and Leroy Singapore Pte Ltd.

(3) Mr Ong Jen Yaw's deemed interest is held through Eng Kuan Company Private Limited (188,995,635 Shares) and Citibank Nominees Singapore Pte Ltd (26,507,414 Shares). Mr Ong Jen Yaw is deemed to be interested in the Shares through his interest in Eng Kuan Company Private Limited.

(4) Ms Ong Ling Ling's and Ms Ong Ching Ping's deemed interests are each held through their respective interests in Dynamic Holdings Pte Ltd and Eng Kuan Company Private Limited.

(5) Mr Ong Jenn (Wang Zhen)'s deemed interest is held through his interests in Dynamic Holdings Pte Ltd, Eng Kuan Company Private Limited and Leroy Singapore Pte Ltd.

2. ONG COMPANIES

The interests of the Ong Companies in the issued Shares as at the Latest Practicable Date are set out below.

Name	No. of Shares Direct Interest	%[1]	No. of Shares Deemed Interest	%[1]
Eng Kuan Company Private Limited	188,995,635	22.825	-	-
Dynamic Holdings Pte Ltd	48,293,203	5.832	-	-
Leroy Singapore Pte Ltd	-	-	55,758,905 [2]	6.734

Notes:

(1) "**%**" is rounded to three decimal places and is based on 828,035,874 issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(2) Leroy Singapore Pte Ltd's deemed interest is held through DBS Nominees (Private) Limited.