



OXLEY HOLDINGS LIMITED

(Company Registration No. 201005612G)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF AND FULL YEAR ENDED 30 JUNE 2024 (UNAUDITED)

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OXLEY HOLDINGS LIMITED
FOR THE SECOND HALF AND FULL YEAR ENDED 30 JUNE 2024

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

	Note	Group			Group		
		Second Half Ended		Change	Full Year Ended		Change
		30-Jun-24	30-Jun-23		30-Jun-24	30-Jun-23	
		\$'000	\$'000	%	\$'000	\$'000	%
Revenue	5	124,082	202,046	-39	288,435	640,399	-55
Cost of sales		(107,012)	(171,264)	-38	(228,039)	(543,831)	-58
Gross profit		17,070	30,782	-45	60,396	96,568	-37
Other income		3,368	1,208	179	4,153	1,899	119
Interest income		1,973	5,273	-63	4,615	11,139	-59
Other gains		3,502	18,284	-81	5,659	34,797	-84
Marketing and distribution costs		(5,733)	(5,251)	9	(8,682)	(6,957)	25
Administrative expenses		(18,900)	(18,792)	1	(33,577)	(35,353)	-5
Other losses		(32,490)	(49,631)	-35	(36,543)	(55,359)	-34
Finance costs		(45,810)	(75,473)	-39	(98,628)	(149,693)	-34
Share of results from joint ventures and associates, net of tax		(7,693)	5,850	N.M.	(3,479)	19,845	N.M.
Loss before tax	6	(84,713)	(87,750)	-3	(106,086)	(83,114)	28
Income tax	7	(15,365)	(10,474)	47	(4,422)	(12,904)	-66
Loss for the period/year		(100,078)	(98,224)	2	(110,508)	(96,018)	15
Other comprehensive income/(loss)							
<i>Items that will not be reclassified to profit or loss</i>							
Net fair value gain/(loss) on equity investments measured at FVTOCI		78	(32)	N.M.	33	(1,045)	N.M.
Gain on revaluation of properties, net of tax		29,880	16,260	84	30,193	20,611	46
		29,958	16,228	85	30,226	19,566	54
<i>Items that may be reclassified subsequently to profit or loss</i>							
Exchange differences on translation of foreign operations		12,076	(9,786)	N.M.	(445)	(33,435)	-99
Other comprehensive income/(loss), net of tax		42,034	6,442	553	29,781	(13,869)	N.M.
Total comprehensive loss for the period/year		(58,044)	(91,782)	-37	(80,727)	(109,887)	-27
Loss for the period/year attributable to:							
Owners of the Company		(94,863)	(92,125)	3	(95,939)	(91,848)	4
Non-controlling interests		(5,215)	(6,099)	-14	(14,569)	(4,170)	249
		(100,078)	(98,224)	2	(110,508)	(96,018)	15
Total comprehensive loss for the period/year attributable to:							
Owners of the Company		(53,600)	(85,781)	-38	(66,166)	(104,333)	-37
Non-controlling interests		(4,444)	(6,001)	-26	(14,561)	(5,554)	162
		(58,044)	(91,782)	-37	(80,727)	(109,887)	-27
Basic and diluted loss per share							
attributable to owners of the Company							
Weighted average number of shares (excluding treasury shares) ('000)							
- Basic		4,242,905	4,273,619		4,242,905	4,252,226	
- Diluted		4,242,905	4,273,619		4,242,905	4,252,226	
Basic loss per share (cents)		(2.24)	(2.16)		(2.26)	(2.16)	
Diluted loss per share (cents)		(2.24)	(2.16)		(2.26)	(2.16)	

N.M. - Not meaningful

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B. Condensed interim consolidated statements of financial position

	Note	Group		Company	
		30-Jun-24 \$'000	30-Jun-23 \$'000	30-Jun-24 \$'000	30-Jun-23 \$'000
Assets					
Non-current assets					
Property, plant and equipment	10	985,917	963,678	3,083	125
Investment properties	11	386,133	379,444	-	-
Investments in subsidiaries		-	-	16,660	23,207
Investments in joint ventures		70,041	75,704	3,767	3,767
Investments in associates		9,846	28,046	490	490
Deferred tax assets		12	4,551	-	2,950
Other financial assets, non-current		6,643	6,658	176	143
Other receivables, non-current		39,667	-	653,966	360,630
Other non-financial assets, non-current		63	112	32	77
Total non-current assets		1,498,322	1,458,193	678,174	391,389
Current assets					
Assets classified as held for sale	12	16,781	31,757	-	-
Inventories		55	55	-	-
Development properties	13	817,175	974,849	-	-
Trade and other receivables		243,350	528,239	610,803	943,788
Other non-financial assets, current		9,143	9,412	703	1,026
Cash and cash equivalents		130,744	124,956	26,806	59,428
Total current assets		1,217,248	1,669,268	638,312	1,004,242
Total assets		2,715,570	3,127,461	1,316,486	1,395,631
Net current (liabilities)/assets		(203,872)	656,146	(146,663)	300,299
Equity and liabilities					
Equity					
Share capital	14	312,897	312,897	312,897	312,897
Treasury shares	15	(15,335)	(12,822)	(15,335)	(12,822)
Retained earnings		300,894	402,264	129,040	287,586
Other reserves	16	223,879	188,675	2,840	2,807
Equity attributable to owners of the Company		822,335	891,014	429,442	590,468
Non-controlling interests		29,669	47,673	-	-
Total equity		852,004	938,687	429,442	590,468
Non-current liabilities					
Deferred tax liabilities		55,002	48,870	-	-
Other financial liabilities, non-current	17	354,686	1,123,450	102,069	101,220
Other non-financial liabilities, non-current		3,572	3,332	-	-
Other payables, non-current		29,186	-	-	-
Total non-current liabilities		442,446	1,175,652	102,069	101,220

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

	Note	Group		Company	
		30-Jun-24 \$'000	30-Jun-23 \$'000	30-Jun-24 \$'000	30-Jun-23 \$'000
Current liabilities					
Liabilities classified as held for sale	12	121	131	-	-
Income tax payable		7,144	32,350	-	-
Trade and other payables, current		328,176	387,470	732,796	463,570
Other financial liabilities, current	17	1,076,719	579,370	52,179	240,373
Other non-financial liabilities, current		8,960	13,801	-	-
Total current liabilities		1,421,120	1,013,122	784,975	703,943
Total liabilities		1,863,566	2,188,774	887,044	805,163
Total equity and liabilities		2,715,570	3,127,461	1,316,486	1,395,631

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C. Condensed interim consolidated statements of changes in equity

	Attributable to Owners of the Company						Total equity \$'000
	Share capital \$'000	Treasury shares \$'000	Retained earnings \$'000	Other reserves \$'000	Equity attributable to owners of the Company \$'000	Non-controlling interest \$'000	
Group							
Current year							
Balance at 1 July 2023	312,897	(12,822)	402,264	188,675	891,014	47,673	938,687
Dividends on ordinary shares (Note 9)	-	-	-	-	-	(4,500)	(4,500)
Purchase of treasury shares (Note 15)	-	(2,513)	-	-	(2,513)	-	(2,513)
Liquidation of subsidiaries	-	-	-	-	-	(359)	(359)
Incorporation of subsidiary with non-controlling interests	-	-	-	-	-	1,416	1,416
Transfer to retained earnings	-	-	(5,431)	5,431	-	-	-
Total comprehensive (loss)/ income for the year	-	-	(95,939)	29,773	(66,166)	(14,561)	(80,727)
Balance at 30 June 2024	<u>312,897</u>	<u>(15,335)</u>	<u>300,894</u>	<u>223,879</u>	<u>822,335</u>	<u>29,669</u>	<u>852,004</u>
Previous year							
Balance at 1 July 2022	305,078	(8,063)	520,494	189,520	1,007,029	55,312	1,062,341
Distribution of equity investments at FVTOCI to owners of the Company (Note 9)	-	-	(4,183)	-	(4,183)	-	(4,183)
Dividends on ordinary shares (Note 9)	-	-	(10,559)	-	(10,559)	(776)	(11,335)
Issue of shares under the Scrip Dividend Scheme (Note 14)	7,819	-	-	-	7,819	-	7,819
Transfer from equity investments at fair value reserve (Note 16.3)	-	-	(18,841)	18,841	-	-	-
Transfer from warrants reserve upon expiry	-	-	7,201	(7,201)	-	-	-
Purchase of treasury shares (Note 15)	-	(4,759)	-	-	(4,759)	-	(4,759)
Capital reduction of a subsidiary	-	-	-	-	-	(4,347)	(4,347)
Acquisition of subsidiary with non-controlling interests	-	-	-	-	-	3,038	3,038
Total comprehensive loss for the year	-	-	(91,848)	(12,485)	(104,333)	(5,554)	(109,887)
Balance at 30 June 2023	<u>312,897</u>	<u>(12,822)</u>	<u>402,264</u>	<u>188,675</u>	<u>891,014</u>	<u>47,673</u>	<u>938,687</u>

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

	Share capital \$'000	Treasury shares \$'000	Retained earnings \$'000	Other reserves \$'000	Total equity \$'000
Company					
Current year					
Balance at 1 July 2023	312,897	(12,822)	287,586	2,807	590,468
Purchase of treasury shares (Note 15)	-	(2,513)	-	-	(2,513)
Total comprehensive loss for the year	-	-	(158,546)	33	(158,513)
Balance at 30 June 2024	312,897	(15,335)	129,040	2,840	429,442
Previous year					
Balance at 1 July 2022	305,078	(8,063)	324,935	(7,788)	614,162
Distribution of equity investments at FVTOCI to owners of the Company (Note 9)	-	-	(4,183)	-	(4,183)
Dividends on ordinary shares (Note 9)	-	-	(10,559)	-	(10,559)
Issue of shares under the Scrip Dividend Scheme (Note 14)	7,819	-	-	-	7,819
Transfer from equity investments at fair value reserves	-	-	(18,841)	18,841	-
Transfer from warrants reserve upon expiry	-	-	7,201	(7,201)	-
Purchase of treasury shares (Note 15)	-	(4,759)	-	-	(4,759)
Total comprehensive loss for the year	-	-	(10,967)	(1,045)	(12,012)
Balance at 30 June 2023	312,897	(12,822)	287,586	2,807	590,468

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D. Condensed interim consolidated statement of cash flows

	Group	
	Full Year Ended	
	30-Jun-24	30-Jun-23
	\$'000	\$'000
<u>Cash flows from operating activities</u>		
Loss before tax	(106,086)	(83,114)
Adjustments for:		
Depreciation of property, plant and equipment	12,406	15,422
Finance costs	98,628	149,693
Gain on bargain purchase of a subsidiary	-	(1,833)
(Gain)/Loss on liquidation of subsidiaries	(370)	152
Interest income	(4,615)	(11,139)
Loss on deemed disposal on investment in a joint venture	-	4,554
Property, plant and equipment written off	876	-
<u>Impairment loss:</u>		
Impairment loss on assets held for sale	14,046	-
(Write-back of impairment loss)/Impairment loss on development properties	(680)	22,985
Impairment loss/(Write-back of impairment loss) on investments in joint ventures	3	(2,401)
Impairment loss on investments in associates	3,671	-
Impairment loss on other receivables	4,025	26,005
Impairment loss on property, plant and equipment	1,031	-
<u>Fair value:</u>		
Fair value loss on derivative financial instruments	-	546
Fair value loss/(gain) on investment properties	1,722	(14,526)
Gain on disposal of other non-financial assets	-	(3,862)
Share of results from joint ventures and associates, net of tax	3,479	(19,845)
Net effect of exchange rate changes	4,256	(44,517)
Operating cash flows before changes in working capital	32,392	38,120
Inventories	-	(28)
Development properties	146,018	665,607
Trade and other receivables	42,641	(46,592)
Other non-financial assets	3,219	5,517
Trade and other payables	(50,872)	38,957
Other non-financial liabilities	(4,579)	(25,220)
Cash flows from operations	168,819	676,361
Income taxes paid	(1,547)	(11,256)
Net cash flows from operating activities	167,272	665,105
<u>Cash flows from investing activities</u>		
Step acquisition of a subsidiary	-	*
Additions of property, plant and equipment	(479)	(816)
Other non-financial assets, current	-	640
Proceeds from disposal of other assets	-	20,119
Dividends from joint ventures and associates	8,419	-
Advances and repayment from associates	5,880	23,067
Advances and repayment from joint ventures	208,901	36,515
Interest income received	4,615	11,139
Net cash flows from investing activities	227,336	90,664

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

	Group	
	Full Year Ended	
	30-Jun-24	30-Jun-23
	\$'000	\$'000
<u>Cash flows from financing activities:</u>		
Proceeds from loans and borrowings	261,792	874,146
Repayment of loans and borrowings	(544,956)	(1,511,457)
Cash restricted in use	105	(2,069)
Dividends paid to equity owners	-	(2,740)
Dividends paid to non-controlling interests	(4,500)	(776)
Purchase of treasury shares	(2,513)	(4,759)
Advances from non-controlling interests	-	156
Return of capital to non-controlling interests	-	(4,347)
Interest expense paid	(98,529)	(124,925)
Net cash flows used in financing activities	(388,601)	(776,771)
Net increase/(decrease) in cash and cash equivalents	6,007	(21,002)
Cash and cash equivalents at beginning of reporting year	101,330	122,317
Effects of exchange rate changes on cash and cash equivalents	(114)	15
Cash and cash equivalents at end of reporting year (Note A)	107,223	101,330
Note A		
Cash and cash equivalents at end of reporting year	107,223	101,330
Cash restricted in use	23,521	23,626
Cash and cash equivalents on the Statements of Financial Position	130,744	124,956

* Amount less than \$1,000

E. Notes to the condensed interim consolidated financial statements

1. General

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

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

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

2. Basis of preparation

The condensed interim financial statements for the second half and full year ended 30 June 2024 have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s"), 1-34 Interim Financial Reporting issued by the Singapore Accounting Standards Council.

The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant for an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the financial year ended 30 June 2023.

The accounting policies adopted are consistent with those disclosed in the Group's annual financial statements for the financial year ended 30 June 2023.

Management has assessed and is of the view that the use of going concern basis to prepare the condensed interim consolidated financial statements is appropriate despite the Group's net current liabilities position due to the following:

- Sale proceeds will be received progressively from overseas development projects, and will be used to pare down existing bank borrowings and pay off fixed rate notes;
- The Group expects to finalise certain banking facilities with cash inflow to be received to pare down existing bank borrowings and pay off fixed rate notes due within the next 12 months;
- Management has been in discussion with certain banks and is confident that barring any unforeseen circumstances, certain secured banking facilities due within the next 12 months will be refinanced upon maturity; and
- Subsequent to year end, fixed rate notes of \$133 million and bank borrowings of \$50 million have been repaid.

The new or revised SFRS(I)s and the related Interpretations to SFRS(I) ("SFRS(I) INT"), which became mandatory for the Group as of 1 July 2023, did not result in substantial changes to the Group's accounting policies.

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

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

2.1 Use of judgements and estimates

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

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the financial year ended 30 June 2023.

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

2. Basis of preparation (cont'd)

2.2 Use of judgements and estimates (cont'd)

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

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

Note 10 Classification of properties under hotel segment

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

Note 10 Fair value of properties classified as property, plant and equipment
 Note 11 Fair value of investment properties
 Note 13 Allowance for impairment in carrying amount of development properties

3. Related party transactions

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

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

	Group			
	Second Half Ended		Full Year Ended	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	\$'000	\$'000	\$'000	\$'000
<u>Non-controlling interests</u>				
Interest expense	(88)	(84)	(172)	(168)
<u>Joint ventures</u>				
Dividend income	1,690	-	1,690	-
Interest income	1,803	4,728	4,003	9,670
Management income	132	71	132	71
<u>Associates</u>				
Dividend income	6,729	-	6,729	-
Interest income	-	-	-	195
<u>Related parties</u>				
Interest expense	(1,187)	(611)	(1,622)	(1,025)

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

4. Operating segments

4.1 Business segments

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

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

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

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

Segment profit or loss before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

	Property development \$'000	Property investment \$'000	Hotel^(a) \$'000	Corporate \$'000	Total \$'000
Six months period from <u>1 January 2024 to 30 June 2024</u>					
Segment revenue:					
Revenue from external parties	86,073	-	28,129	-	114,202
Rental income	-	9,880	-	-	9,880
Total revenue	86,073	9,880	28,129	-	124,082
Segment result	(12,188)	7,406	5,384	(9,445)	(8,843)
Fair value loss on investment properties	-	(1,722)	-	-	(1,722)
Property, plant and equipment written off	-	-	-	(876)	(876)
Impairment loss on other receivables	(44)	-	-	(3,981)	(4,025)
Impairment loss on investments in associates	(3,671)	-	-	-	(3,671)
Impairment loss on assets held for sale	(14,046)	-	-	-	(14,046)
Interest income	124	91	153	1,605	1,973
Operating (loss)/profit	(29,825)	5,775	5,537	(12,697)	(31,210)
Finance costs	(5,674)	(4,089)	(19,492)	(16,555)	(45,810)
Share of results from joint ventures and associates, net of tax	(7,693)	-	-	-	(7,693)
(Loss)/Profit before tax	(43,192)	1,686	(13,955)	(29,252)	(84,713)
Income tax (expense)/credit	(194)	379	(285)	(15,265)	(15,365)
(Loss)/Profit for the period	(43,386)	2,065	(14,240)	(44,517)	(100,078)
Other significant items:					
Depreciation expense	(365)	(64)	(3,956)	(1,749)	(6,134)
Write-back of impairment loss on development properties	680	-	-	-	680
Additions:					
Property, plant and equipment	2	-	145	191	338

(a) Hotel segment for the six months ended 30 June 2024 reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) of \$9,184,000. EBITDA included foreign exchange losses of \$1,510,000.

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

4. Operating segments (cont'd)

4.1 Business segments (cont'd)

	Property development \$'000	Property investment \$'000	Hotel ^(a) \$'000	Corporate \$'000	Total \$'000
Six months period from <u>1 January 2023 to 30 June 2023</u>					
Segment revenue:					
Revenue from external parties	164,131	-	29,424	-	193,555
Rental income	-	8,491	-	-	8,491
Total revenue	164,131	8,491	29,424	-	202,046
Segment result	(18,587)	5,582	6,469	(2,392)	(8,928)
Fair value gain on derivative financial instruments	-	-	-	2,875	2,875
Loss on disposal of other non-financial asset	(41)	-	-	-	(41)
Fair value gain on investment properties	-	10,707	-	-	10,707
Gain on bargain purchase of a subsidiary	1,833	-	-	-	1,833
Loss on deemed disposal of joint venture	(4,554)	-	-	-	(4,554)
Impairment loss on other receivables	(351)	-	-	(24,941)	(25,292)
Interest income	324	3	93	4,853	5,273
Operating (loss)/profit	(21,376)	16,292	6,562	(19,605)	(18,127)
Finance costs	(8,245)	(3,577)	(18,968)	(44,683)	(75,473)
Share of results from joint ventures and associates, net of tax	5,850	-	-	-	5,850
(Loss)/Profit before tax	(23,771)	12,715	(12,406)	(64,288)	(87,750)
Income tax (expense)/credit	(9,348)	(1,240)	(288)	402	(10,474)
(Loss)/Profit for the year	(33,119)	11,475	(12,694)	(63,886)	(98,224)
Other significant items:					
Depreciation expense	(315)	-	(3,737)	(3,007)	(7,059)
Impairment loss on development properties	(22,177)	-	-	-	(22,177)
Write-back of impairment loss on investments in joint ventures and associates	2,401	-	-	-	2,401
Additions:					
Property, plant and equipment	33	-	295	181	509

(a) Hotel segment for the six months ended 30 June 2023 reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) of \$10,206,000. EBITDA included foreign exchange losses of \$252,000.

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

4. Operating segments (cont'd)

4.1 Business segments (cont'd)

	Property development \$'000	Property investment \$'000	Hotel ^(a) \$'000	Corporate \$'000	Total \$'000
Full year from <u>1 July 2023 to 30 June 2024</u>					
Segment revenue:					
Revenue from external parties	211,589	-	58,208	-	269,797
Rental income	-	18,638	-	-	18,638
Total revenue	211,589	18,638	58,208	-	288,435
Segment result	4,914	14,418	14,325	(18,281)	15,376
Fair value loss on investment properties	-	(1,722)	-	-	(1,722)
Property, plant and equipment written off	-	-	-	(876)	(876)
Gain on liquidation of subsidiaries	-	-	-	370	370
Impairment loss on other receivables	(44)	-	-	(3,981)	(4,025)
Impairment loss on investments in associates	(3,671)	-	-	-	(3,671)
Impairment loss on assets held for sale	(14,046)	-	-	-	(14,046)
Interest income	381	100	308	3,826	4,615
Operating (loss)/profit	(12,466)	12,796	14,633	(18,942)	(3,979)
Finance costs	(15,002)	(8,226)	(39,380)	(36,020)	(98,628)
Share of results from joint ventures and associates, net of tax	(3,479)	-	-	-	(3,479)
(Loss)/Profit before tax	(30,947)	4,570	(24,747)	(54,962)	(106,086)
Income tax (expense)/credit	452	379	(564)	(4,689)	(4,422)
(Loss)/Profit for the year	(30,495)	4,949	(25,311)	(59,651)	(110,508)
Other significant items:					
Depreciation expense	(736)	(64)	(7,912)	(3,694)	(12,406)
Write back of impairment loss on development properties	680	-	-	-	680
Assets and reconciliations:					
Segment assets	1,002,405	397,947	923,954	311,377	2,635,683
Investments in joint ventures and associates	79,887	-	-	-	79,887
Total assets	1,082,292	397,947	923,954	311,377	2,715,570
Additions:					
Property, plant and equipment	2	-	269	270	541
Liabilities and reconciliations:					
Segment liabilities	348,808	224,543	663,981	626,234	1,863,566

(a) Hotel segment for full year ended 30 June 2024 reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) of \$22,237,000. EBITDA included unrealised foreign exchange losses of \$165,000.

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

4. Operating segments (cont'd)

4.1 Business segments (cont'd)

	Property development \$'000	Property investment \$'000	Hotel ^(a) \$'000	Corporate \$'000	Total \$'000
Full year from <u>1 July 2022 to 30 June 2023</u>					
Segment revenue:					
Revenue from external parties	572,240	-	51,366	-	623,606
Rental income	-	16,793	-	-	16,793
Total revenue	572,240	16,793	51,366	-	640,399
Segment result	31,504	12,175	11,628	(8,676)	46,631
Fair value gain/(loss) on derivative financial instruments	-	-	632	(1,178)	(546)
Fair value gain on investment properties	-	14,526	-	-	14,526
Gain on disposal of other non-financial asset	3,862	-	-	-	3,862
Loss on liquidation of a subsidiary	-	-	-	(152)	(152)
Gain on bargain purchase of a subsidiary	1,833	-	-	-	1,833
Loss on deemed disposal of joint venture	(4,554)	-	-	-	(4,554)
Impairment loss on other receivables	(971)	-	-	(25,034)	(26,005)
Interest income	840	4	113	10,182	11,139
Operating profit/(loss)	32,514	26,705	12,373	(24,858)	46,734
Finance costs	(17,761)	(6,198)	(35,900)	(89,834)	(149,693)
Share of results from joint ventures and associates, net of tax	19,845	-	-	-	19,845
Profit/(Loss) before tax	34,598	20,507	(23,527)	(114,692)	(83,114)
Income tax expense	(10,493)	(1,240)	(381)	(790)	(12,904)
Profit/(Loss) for the year	24,105	19,267	(23,908)	(115,482)	(96,018)
Other significant items:					
Depreciation expense	(918)	-	(8,931)	(5,573)	(15,422)
Impairment loss on development properties	(22,985)	-	-	-	(22,985)
Written back of impairment loss on investments in joint ventures and associates	2,401	-	-	-	2,401
Assets and reconciliations:					
Segment assets	1,266,661	386,318	894,070	476,662	3,023,711
Investments in joint ventures and associates	103,750	-	-	-	103,750
Total assets	1,370,411	386,318	894,070	476,662	3,127,461
Additions:					
Property, plant and equipment	732	-	414	337	1,483
Liabilities and reconciliations:					
Segment liabilities	600,721	166,689	661,741	759,623	2,188,774

(a) Hotel segment for full year ended 30 June 2023 reported Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) of \$21,191,000. EBITDA included unrealised foreign exchange gains of \$1,195,000.

OXLEY HOLDINGS LIMITED
FOR THE SECOND HALF AND FULL YEAR ENDED 30 JUNE 2024

4.2 Geographical information

	Group					
	Revenue		Revenue		Non-current assets	
	Second Half Ended		Full Year Ended		30-Jun-24	30-Jun-23
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23		
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Singapore	36,277	120,666	97,437	514,319	1,329,108	1,307,832
United Kingdom	1,718	1,010	2,365	2,925	47,463	35,473
Cambodia	3,418	23,196	10,961	51,666	65,068	81,206
Malaysia	82,669	57,174	177,672	71,489	6,677	7,190
Others	-	-	-	-	3,684	15,283
Total	124,082	202,046	288,435	640,399	1,452,000	1,446,984

Non-current assets information presented above consists of property, plant and equipment, investment properties, investments in joint ventures and associate companies and other non-financial assets

4.3 Breakdown of revenue

	Group	
	30-Jun-24	30-Jun-23
	\$'000	\$'000
(a) Revenue reported for:		
First half year	164,353	438,353
Second half year	124,082	202,046
	<u>288,435</u>	<u>640,399</u>
(b) (Loss)/Profit before tax before deducting non-controlling interests reported for:		
First half year	(21,373)	4,636
Second half year	(84,713)	(87,750)
	<u>(106,086)</u>	<u>(83,114)</u>

5. Revenue

	Group			
	Second Half Ended		Full Year Ended	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	\$'000	\$'000	\$'000	\$'000
Revenue from sale of development properties:				
- recognised at point in time	43,079	23,237	71,564	52,338
- recognised over time	42,994	140,894	140,025	519,902
	<u>86,073</u>	<u>164,131</u>	<u>211,589</u>	<u>572,240</u>
Revenue from hotel ownership and operations:				
- recognised at point in time	5,364	5,000	11,882	9,321
- recognised over time	22,765	24,424	46,326	42,045
	<u>28,129</u>	<u>29,424</u>	<u>58,208</u>	<u>51,366</u>
Rental income from investment properties	9,880	8,491	18,638	16,793
	<u>124,082</u>	<u>202,046</u>	<u>288,435</u>	<u>640,399</u>

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

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

	Group			
	Second Half Ended		Full Year Ended	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	\$'000	\$'000	\$'000	\$'000
Rental income [#]	10,633	8,797	19,792	17,511
Government grant income	66	183	133	242
Depreciation of property, plant and equipment	(6,134)	(7,059)	(12,406)	(15,422)
Fair value (loss)/gain on investment properties	(1,722)	10,707	(1,722)	14,526
Fair value gain/(loss) on derivative financial instruments	-	2,875	-	(546)
(Loss)/Gain on disposal of non-financial assets	-	(41)	-	3,862
Property, plant and equipment written off	(876)	-	(876)	-
Gain/(Loss) on liquidation of subsidiaries	-	-	370	(152)
Gain on bargain purchase of a subsidiary	-	1,833	-	1,833
Loss on deemed disposal of joint venture	-	(4,554)	-	(4,554)
Impairment loss on assets held for sale	(14,046)	-	(14,046)	-
Write-back of impairment loss/(Impairment loss) on development properties	680	(22,177)	680	(22,985)
Impairment loss on property, plant and equipment	(1,031)	-	(1,031)	-
Impairment loss on other receivables	(4,025)	(25,292)	(4,025)	(26,005)
(Impairment loss)/Write-back of impairment loss on investments in joint ventures	(3)	2,401	(3)	2,401
Impairment loss on investments in associates	(3,671)	-	(3,671)	-
Net foreign exchange (loss)/gain	(5,654)	(3,478)	(5,445)	3,680

[#]Including rental income in other income

7. Income tax

	Group			
	Second Half Ended		Full Year Ended	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	\$'000	\$'000	\$'000	\$'000
Current tax expense	10,334	11,281	209	14,662
Deferred tax expense/(credit)	5,031	(807)	4,213	(1,758)
	15,365	10,474	4,422	12,904

8. Net asset value per ordinary share

	Group		Company	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
Total number of issued shares (excluding treasury shares) ('000)	4,231,740	4,257,830	4,231,740	4,257,830
Net asset value per ordinary share (excluding treasury shares) (cents)	19.43	20.93	10.15	13.87

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

9. Dividends

9.1 Dividends to owners of the Company

	Rate per share		30-Jun-24 \$'000	30-Jun-23 \$'000
	30-Jun-24 Cents	30-Jun-23 Cents		
Final tax exempt (1-tier) - dividend paid in respect of previous financial year	-	0.25	-	10,559
Interim tax exempt (1-tier)^	-	0.10	-	4,183

^ During the financial year ended 30 June 2023, the Company had distributed dividend *in specie* of ordinary shares in the issued capital of Aspen (Group) Holdings Limited held by the Company to the shareholders. The distribution exercise was completed on 11 November 2022. The Group and Company had appropriated \$4,183,000 out of retained earnings to meet the dividend *in specie* declared.

9.2 Dividends to non-controlling interests of subsidiaries

In the financial year ended 30 June 2024, interim tax exempt (1-tier) dividends amounting to \$4,500,000 (2023: \$776,000) were declared and paid by certain subsidiaries to their non-controlling shareholders.

10. Property, plant and equipment

- (a) For the financial year ended 30 June 2024, the Group acquired property, plant and equipment, excluding right-of-use assets, amounting to \$541,000 (30 June 2023: \$816,000) and the additions arising from right-of-use assets amounted to \$Nil (30 June 2023: \$667,000).
- (b) At the end of the financial year, the freehold land, hotel buildings and improvements and freehold properties of the Group were pledged to financial institutions as securities for credit facilities.
- (c) Hotel property and freehold properties are carried at revalued amounts, being their fair values at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair values of the properties were measured by independent professional valuation experts using the discounted cashflow method, income capitalisation method, or direct comparison method. The valuation methods involve certain estimates including those relating to discount rate, growth rate, capitalisation rate, and price per key. In relying on the valuation reports, management has exercised judgement and is satisfied that the valuation methods and estimates used are reflective of the current market conditions.
- (d) Management applies judgement in determining the classification of hotels owned by the Group. In determining whether a hotel property owned by the Group is classified as investment property or property, plant and equipment, management considers, among other qualitative factors, the business model, whether the Group could intervene in operating and financial decisions regarding the operations of the property, whether the Group's returns would represent a percentage of the hotels' actual results and whether the Group could terminate the management agreements signed with the operators. Such consideration requires significant judgement.
- (e) Right-of-use assets are carried at cost less any accumulated depreciation and any accumulated impairment losses. The recoverable amounts are based on valuations performed by independent professional valuation experts as at 30 June 2024.

OXLEY HOLDINGS LIMITED
FOR THE SECOND HALF AND FULL YEAR ENDED 30 JUNE 2024

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

11. Investment properties

	Group	
	30-Jun-24	30-Jun-23
	\$'000	\$'000
At fair value:		
At beginning of the year	379,444	342,922
Transfer from development properties	8,352	22,110
Fair value (losses)/gains included in profit or loss under other (losses)/gains	(1,722)	14,526
Foreign exchange adjustments	59	(114)
At end of the year	<u>386,133</u>	<u>379,444</u>

(a) At the end of the financial year, certain investment properties of the Group were pledged to financial institutions as securities for credit facilities.

(b) Investment properties are carried at fair value. The fair values of the investment properties are derived using the discounted cashflow method, income capitalisation method and direct comparison method. The valuation method involves certain estimates including those relating to discount rate, growth rate, capitalisation rate and market price per square metre. In relying on the valuation reports, management has exercised judgement and is satisfied that the valuation methods and estimates used are reflective of the current market conditions.

12. Assets and liabilities held for sale

In April 2022, management committed to a plan to dispose of the Group's entire 80% equity interest in Phu Think Land Co., Ltd. ("Phu Think"). This has resulted in the reclassification of Phu Think's assets and liabilities to assets and liabilities classified as held for sale. The delay in the sale is due to circumstances beyond the Group's control.

12.1 Assets and liabilities of disposal group held for sale

The major classes of assets and liabilities of the assets classified as held for sale under *SFRS(I) 5 – Non-current Assets Held for Sale and Discontinued Operations* are as follows:

	Group	
	30-Jun-24	30-Jun-23
	\$'000	\$'000
Other receivables, non-current	2	2
Development properties	25,355	25,840
Trade and other receivables	621	666
Other non-financial assets, current	4,849	5,249
Less: Impairment	(14,046)	-
Assets classified as held for sale	<u>16,781</u>	<u>31,757</u>
Trade and other payables	121	131
Liabilities classified as held for sale	<u>121</u>	<u>131</u>

As of 30 June 2024, the company recognized an impairment loss of \$14,046,000 on the above assets and liabilities held for sale, based on a revised sales and purchase agreement, as the selling price is lower than the asset's carrying amount.

12.2 Cumulative income or expenses recognised in other comprehensive income

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

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

13. Development properties

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

14. Share capital

	Group and Company			
	Number of shares issued			
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	'000	'000	\$'000	\$'000
At beginning of the year	4,322,254	4,267,118	312,897	305,078
Shares issued under the Scrip Dividend Scheme	-	55,136	-	7,819
At end of the year	<u>4,322,254</u>	<u>4,322,254</u>	<u>312,897</u>	<u>312,897</u>

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

On 1 February 2023, the Company issued 55,135,975 ordinary shares of no par value at an issue price of \$0.143 per ordinary share to eligible shareholders who elected to participate in the Company's Scrip Dividend Scheme.

As at 30 June 2024, the Company had 4,231,740,114 (30 June 2023: 4,257,829,714) ordinary shares, excluding treasury shares.

Save for the purchase of an aggregate of 13,842,000 issued ordinary shares which were held as treasury shares by the Company, there was no change in the issued share capital of the Company during the six months ended 30 June 2024.

The Company had no outstanding convertibles and no subsidiary holdings as at 30 June 2024 and 30 June 2023.

15. Treasury shares

	Group and Company			
	Number of shares			
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	'000	'000	\$'000	\$'000
At beginning of the year	64,424	30,034	12,822	8,063
Purchased during the year	26,090	34,390	2,513	4,759
At end of the year	<u>90,514</u>	<u>64,424</u>	<u>15,335</u>	<u>12,822</u>

Treasury shares relate to ordinary shares of the Company that are held by the Company. In the financial year ended 30 June 2024, the purchase prices of the treasury shares ranged from \$0.074 to \$0.130 (2023: \$0.112 to \$0.176) per share.

As at 30 June 2024, the Company's treasury shares constituted 2.09% (30 June 2023: 1.49%) of the total number of ordinary shares outstanding.

There were no sales, transfer, cancellation and/or use of subsidiary holdings or treasury shares during the financial year ended 30 June 2024 (30 June 2023: Nil).

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

16. Other reserves

	Group		Company	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	\$'000	\$'000	\$'000	\$'000
Foreign currency translation reserve (Note 16.1)	(40,695)	(45,673)	-	-
Asset revaluation reserve (Note 16.2)	261,734	231,541	-	-
Fair value reserve (Note 16.3)	(789)	(822)	(789)	(822)
Other reserve (Note 16.4)	3,629	3,629	3,629	3,629
	223,879	188,675	2,840	2,807

16.1 Foreign currency translation reserve

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

16.2 Asset revaluation reserve

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

16.3 Fair value reserve

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

16.4 Other reserve

Other reserve arises from the excess of proceeds over cost of placing the treasury shares.

17. Other financial liabilities

	Group		Company	
	30-Jun-24	30-Jun-23	30-Jun-24	30-Jun-23
	\$'000	\$'000	\$'000	\$'000
Amount repayable in one year or less, or on demand				
Secured	933,634	466,853	49,978	239,092
Unsecured	134,131	104,129	1,220	1,260
	1,067,765	570,982	51,198	240,352
Amount repayable after one year				
Secured	214,437	876,702	100,000	100,000
Unsecured	87,152	195,156	-	1,220
	301,589	1,071,858	100,000	101,220
Total bank borrowing and debt securities	1,369,354	1,642,840	151,198	341,572
Lease liabilities	62,051	59,980	3,050	21
	1,431,405	1,702,820	154,248	341,593
Non-current portion	354,686	1,123,450	102,069	101,220
Current portion	1,076,719	579,370	52,179	240,373
	1,431,405	1,702,820	154,248	341,593

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

17. Other financial liabilities (cont'd)

Details of collaterals

- (a) Legal mortgages on certain properties classified as property, plant and equipment, investment properties and development properties.
- (b) Legal assignment of all rights, titles and interests in the construction contracts, insurance policies, and performance bonds (if any), tenancy agreements and sale and purchase agreements with respect to the proposed developments, property, plant and equipment and investment properties.
- (c) Fixed and floating charges on relevant present and future assets.
- (d) Charge over shares held by the Company in certain subsidiaries.
- (e) Assignment and/or subordination of all shareholder loans.
- (f) Corporate guarantees by the Company.
- (g) Corporate guarantees by non-controlling shareholders of non-wholly owned subsidiaries for loans and borrowings amounting to \$48,129,000 (30 June 2023: \$45,341,000).
- (h) Deed of subordination of loans from shareholders and related companies of the subsidiaries.

Note:

The above borrowings do not include advances from non-controlling shareholders of certain subsidiaries of \$54,782,000 as at 30 June 2024 (30 June 2023: \$54,096,000). These advances, included in trade and other payables, are unsecured and without fixed repayment terms. Some of the advances are subordinated to the loans and bank borrowings.

Unsecured borrowings include medium term notes of \$220,063,000 as at 30 June 2024 (30 June 2023: medium term notes: \$296,805,000), due in financial years 2025 and 2026.

18. Commitments

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

	<u>Group</u>	
	<u>30-Jun-24</u>	<u>30-Jun-23</u>
	<u>\$'000</u>	<u>\$'000</u>
Development expenditure contracted for development properties	815,631	880,327

19. Categories of financial assets and liabilities

	<u>Group</u>		<u>Company</u>	
	<u>30-Jun-24</u>	<u>30-Jun-23</u>	<u>30-Jun-24</u>	<u>30-Jun-23</u>
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
<u>Financial assets:</u>				
At amortised cost	484,438	781,611	1,291,575	1,363,846
At FVTOCI (equity instruments)	6,643	6,658	176	143
	<u>491,081</u>	<u>788,269</u>	<u>1,291,751</u>	<u>1,363,989</u>
<u>Financial liabilities:</u>				
At amortised cost	1,788,767	2,090,290	887,044	805,163

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

20. Litigation cases

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

In May 2019, the owners of 19 units (the "Plaintiffs") at KAP Mall commenced legal proceedings against Oxley Sanctuary, a 55%-owned subsidiary of the Company. The Plaintiffs alleged that the marketing agent which Oxley Sanctuary had appointed ("marketing agent") and/or other co-broke agents, acting on behalf of Oxley Sanctuary, had represented to each of the Plaintiffs that McDonald's and/or Cold Storage were returning as stores at the KAP Mall ("alleged misrepresentations") and further claimed that Oxley Sanctuary was vicariously liable for the alleged misrepresentations.

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

As parties had reached an amicable resolution of the matter, on 28 May 2024, the legal proceeding was discontinued by the Plaintiffs and on 30 May 2024, the third party action was discontinued by Oxley Sanctuary.

F. Other information required by Listing Rule Appendix 7.2

1. Review

The condensed interim statements of financial position of the Group and the Company as at 30 June 2024 and the related condensed interim consolidated statement of profit or loss and other comprehensive income, condensed interim statements of changes in equity and condensed interim consolidated statement of cash flows for the financial year then ended and certain explanatory notes have not been audited or reviewed.

2 Review of performance of the Group

Profit or loss review

Revenue

Group revenue for the second half year ended 30 June 2024 ("2H FY2024") and financial year ended 30 June 2024 ("FY2024") decreased by 39% and 55% to \$124.0 million and \$288.4 million respectively, compared with \$202.0 million and \$640.4 million for the second half year ended 30 June 2023 ("2H FY2023") and financial year ended 30 June 2023 ("FY2023") respectively, mainly due to lower revenue recognised for the Singapore property development projects and Cambodia property development projects, partially offset by higher revenue recognised from Malaysia entities and hotel operations.

Gross profit

Group gross profit for 2H FY2024 and FY2024 decreased by \$13.7 million and \$36.2 million to \$17.1 million and \$60.4 million respectively, mainly due to lower revenue (as described above), partially offset by higher gross profit recorded by hotel operations.

Other income

Other income for 2H FY2024 and FY2024 increased by \$2.2 million or 179% and \$2.3 million or 119% to \$3.4 million and \$4.2 million respectively, mainly due to income from sale of carpark rights by UK entities.

Interest income

Interest income for 2H FY2024 and FY2024 decreased by \$3.3 million or 63% and \$6.5 million or 59% to \$2.0 million and \$4.6 million respectively, mainly due to reduced interest income resulting from lower advances to joint ventures and associates.

Other gains

Other gains for 2H FY2024 and FY2024 decreased by \$14.8 million or 81% and \$29.1 million or 84% to \$3.5 million and \$5.7 million respectively, mainly due to the absence of fair value gain on investment properties, write-back of impairment loss on investments in joint ventures, gain on bargain purchase of a subsidiary and gain on disposal of land use rights and assets at Thao Dien Vietnam, which were recognised in the prior period.

Marketing and distribution costs

Marketing and distribution costs for FY2024 increased by \$1.7 million or 25%, mainly due to higher marketing expenses incurred for overseas project, partially offset by lower sales commission expenses.

Administrative expenses

Administrative expenses for 2H FY2024 and FY2024 were comparable to the same period last year.

Other losses

Other losses for 2H FY2024 and FY2024 decreased by \$17.1 million or 35% and \$18.8 million or 34% to \$32.5 million and \$36.5 million respectively, mainly due to absence of impairment loss on development properties and lower impairment loss on other receivables, partially offset by defect and settlement costs incurred by development projects during the period and impairment loss on assets held for sale.

Finance costs

Finance costs for 2H FY2024 and FY2024 decreased by \$29.7 million or 39% and \$51.1 million or 34% to \$45.8 million and \$98.6 million respectively, mainly due to reduced bank borrowings.

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

Share of losses from joint ventures and associates, net of tax, were \$7.7 million and \$3.5 million for 2H FY2024 and FY2024 respectively, mainly due to share of losses from the Bridge project in Cambodia, partially offset by share of profit from Riverscape project in the UK.

F. Other information required by Listing Rule Appendix 7.2

Review of performance of the Group (cont'd)

Profit or loss review (cont'd)

Loss before tax

Loss before tax for FY2024 was \$106.1 million, compared with loss of \$83.1 million for FY2023, due to the reasons stated above.

Income tax expense

Income tax expense for 2H FY2024 increased by \$4.9 million or 47%, mainly due to reversal of deferred tax asset recognised in prior year for Singapore entities and addition of withholding tax expense, partially offset by reversal of overprovision of prior year income tax expense for Malaysia entity.

Income tax expense for FY2024 decreased by \$8.5 million or 66%, mainly due to reversal of overprovision of prior year income tax expense for Malaysia entity and lower income tax expense for Singapore entities, partially offset by reversal of deferred tax asset recognised in prior year for Singapore entities.

Statement of financial position review

Net assets and gearing

As at 30 June 2024, total equity of \$852.0 million represented a decrease of 9% or \$86.7 million, compared with that as at 30 June 2023. The net asset value per share of 19.43 cents as at 30 June 2024 was 7% lower than the amount of 20.93 cents as at 30 June 2023.

Excluding lease liabilities, the Group's gearing ratio as at 30 June 2024 was 1.45 times (30 June 2023: 1.62 times). Net borrowings (total loans and borrowings less cash and cash equivalents) decreased by \$0.3 billion to \$1.3 billion.

Current assets

The decrease in current assets by \$452.0 million or 27% as at 30 June 2024, compared with that as at 30 June 2023, was mainly attributable to (i) impairment loss recognised on assets classified as held for sale (ii) decrease in development properties as the cost had been progressively taken up as cost of sales in the statement of profit or loss upon recognition of revenue and (iii) decrease in trade and other receivables due to repayment of loans from Singapore joint ventures and lower trade receivables from customers.

Non-current liabilities

The decrease in non-current liabilities by \$733.2 million or 62% as at 30 June 2024, compared with that as at 30 June 2023, was mainly due to the reclassification of borrowings from non-current liabilities to current liabilities in accordance with the repayment schedule based on the maturity period.

Current liabilities

The increase in current liabilities by \$408.0 million or 40% as at 30 June 2024, compared with that as at 30 June 2023, was mainly due to the reclassification of borrowings from non-current liabilities to current liabilities in accordance with the repayment schedule based on the maturity period, offset by (i) net repayment of borrowings of approximately \$283.2 million during the period and (ii) lower income tax payable of \$23.2 million mainly due to reclassification of income tax payable to current asset to offset against tax prepayment and the reversal of overprovision of tax for an overseas subsidiary.

Cash flow review

Net cash flows from operating activities for FY2024 was \$167.3 million, mainly due to proceeds from completion of certain property development projects.

Net cash flows from investing activities for FY2024 was \$227.3 million, mainly due to repayments from joint ventures and associates, and dividend from joint ventures and associates.

Net cash flows used in financing activities for FY2024 was \$388.6 million, mainly due to net repayment of bank loans.

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

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

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

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

Singapore

The Ministry of Trade and Industry announced that Singapore's GDP growth forecast for 2024 has been narrowed to 2.0% to 3.0%, from the previous range of 1.0% to 3.0%¹.

The outlook for the hotel industry remains positive, showing signs of a robust recovery, underpinned by a steady increase in international tourist arrivals. The Singapore Tourism Board forecasted between 15 million and 16.5 million international visitor arrivals for FY2024².

The Group's hotel revenue has recovered and surpassed its pre-pandemic level in FY2024. Nevertheless, the Group is also cautious, as rising operational costs and potential labour shortages continue to pose challenges to the hotels' performance.

Malaysia

The IMF indicated a real GDP growth of 4.4% for Malaysia in 2024, and it is forecasted to remain the same in 2025³. The GDP forecast of 4.4% had been revised upwards from 3.6% in 2023, buoyed by increased consumption and investment spending.

Malaysia's relatively stable political environment and positive economic outlook compared to a year ago have attracted potential investors, particularly wealthy individuals from China, to relocate their families and businesses to Malaysia. In June 2024, the Malaysian government also relaunched its Malaysia My Second Home ("MM2H") programme with a revised set of terms and conditions, which now require foreign residents to own property in the country worth between RM0.6 million and RM2 million to qualify under the MM2H programme⁴.

The Group's flagship project, Oxley Towers, Kuala Lumpur City Centre ("Oxley Towers KLCC"), is currently 62% sold, while Trinity Wellnesa, a mass-market residential project in Ampang North, has achieved 99% unit sales. The projects are expected to be completed progressively between 2024 and 2025. The Group will continue to monitor the real estate development amid the steadily recovering industry outlook. The Group will also adopt appropriate strategies to complete the construction and to sell the remaining units in Malaysia.

London

During the Monetary Policy Committee meeting in August 2024, the Bank of England had cut bank rate by 0.25 percentage points, to 5%⁵ amid easing inflationary pressure. CBRE upgraded their forecast for UK house price growth to 1% in 2024⁶. Similarly, Savills Research Team forecasted for the mainstream property in the UK to grow by 2.5% in the outer prime London in 2025 and 4.5% in 2026⁷.

The Group's sales by our joint venture project in the UK, Riverscape have been gaining traction in recent months amid the rate cut, with 82% of the launched private residential units already sold. The project is expected to complete the construction of its final block by the end of 2024.

1. <https://www.singstat.gov.sg/-/media/files/news/gdp2q2024.ashx>

2. https://www.stb.gov.sg/content/stb/en/media-centre/speeches/speech_by_CE_Melissa_Ow_at_tic_24.html

3. <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024>

4. <https://www.thestar.com.my/news/nation/2024/06/19/new-three-tier-category-for-mm2h-here-to-stay>

5. https://www.bankofengland.co.uk/monetary-policy-report/2024/august-2024?trk=public_post_comment-text

6. <https://www.cbre.co.uk/insights/reports/uk-mid-year-market-outlook-2024>

7. <https://www.savills.co.uk/insight-and-opinion/research-consultancy/residential-market-forecasts.aspx>

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

Cambodia

The Cambodia Ministry of Economy and Finance forecasted a 6% GDP growth in 2024, and increasing to 6.5% in the medium-term from 2025 to 2027, indicating recovery backed by manufacturing, tourism, service and agriculture sectors⁸.

According to the market insight by Statista, the CAGR for hotel in Cambodia is projected to be 5.92% from 2024 to 2029⁹. The report also notes that there is increasing investment in luxury and upscale hotel developments, driven by the growing number of high-end travelers seeking luxury accommodations and premium amenities during their stay in the country. The Group is cautiously optimistic about preparing its Shangri-La hotel for an opening towards the end of the year.

Going forward

With all its development projects in Singapore fully completed, the Group is now focused on progressively completing its overseas property development projects. The Group will also continue to proactively strengthen its financial position by reducing leverage, exercising disciplined capital management, and seeking opportunities to divest non-core assets to enhance its cash flow.

8. <https://www.fibre2fashion.com/news/textile-news/cambodia-s-real-gdp-growth-expected-to-rise-to-6-3-in-2025-296627-newsdetails.htm>

9. <https://www.statista.com/outlook/mmo/travel-tourism/hotels/cambodia>

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

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

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

None

(b) (i) Amount per share

Not applicable

(ii) Previous corresponding period

None

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

Not applicable

(d) The date the dividend is payable

Not applicable

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

Not applicable

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

No dividend has been recommended for the financial year ended 30 June 2024 in order to preserve the Group's working capital.

7. Interested person transactions

There were no transactions under the general mandate from shareholders for interested person transactions during the second half year ended 30 June 2024.

During the six months and full year ended 30 June 2024, there were the following interested person transactions:

(a) finance costs amounting to \$952,488 and \$1,327,868 for the six months and full year ended 30 June 2024 respectively, payable to Oxley Construction Pte. Ltd., a company wholly-owned by Mr Ching Chiat Kwong (Executive Chairman and CEO and controlling shareholder of the Company), in respect of a loan granted to the Company; and

(b) finance costs amounting to \$234,521 and \$294,595 for the six months and full year ended 30 June 2024 respectively, payable to GMTC Private Limited, a company wholly-owned by Mr Low See Ching (Deputy CEO and controlling shareholder of the Company), in respect of a loan granted to the Company.

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

8. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer

Save that Mr Shawn Ching Wei Hung (Executive Director and Group General Manager of the Company) is the son of Mr Ching Chiat Kwong (Executive Chairman and CEO and substantial shareholder of the Company), there is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director, CEO or substantial shareholder of the Company.

9. Confirmation pursuant to rule 720(1) of the listing manual

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

By order of the Board

Ching Chiat Kwong
Executive Chairman and CEO
29 August 2024

Low See Ching
Deputy CEO
29 August 2024