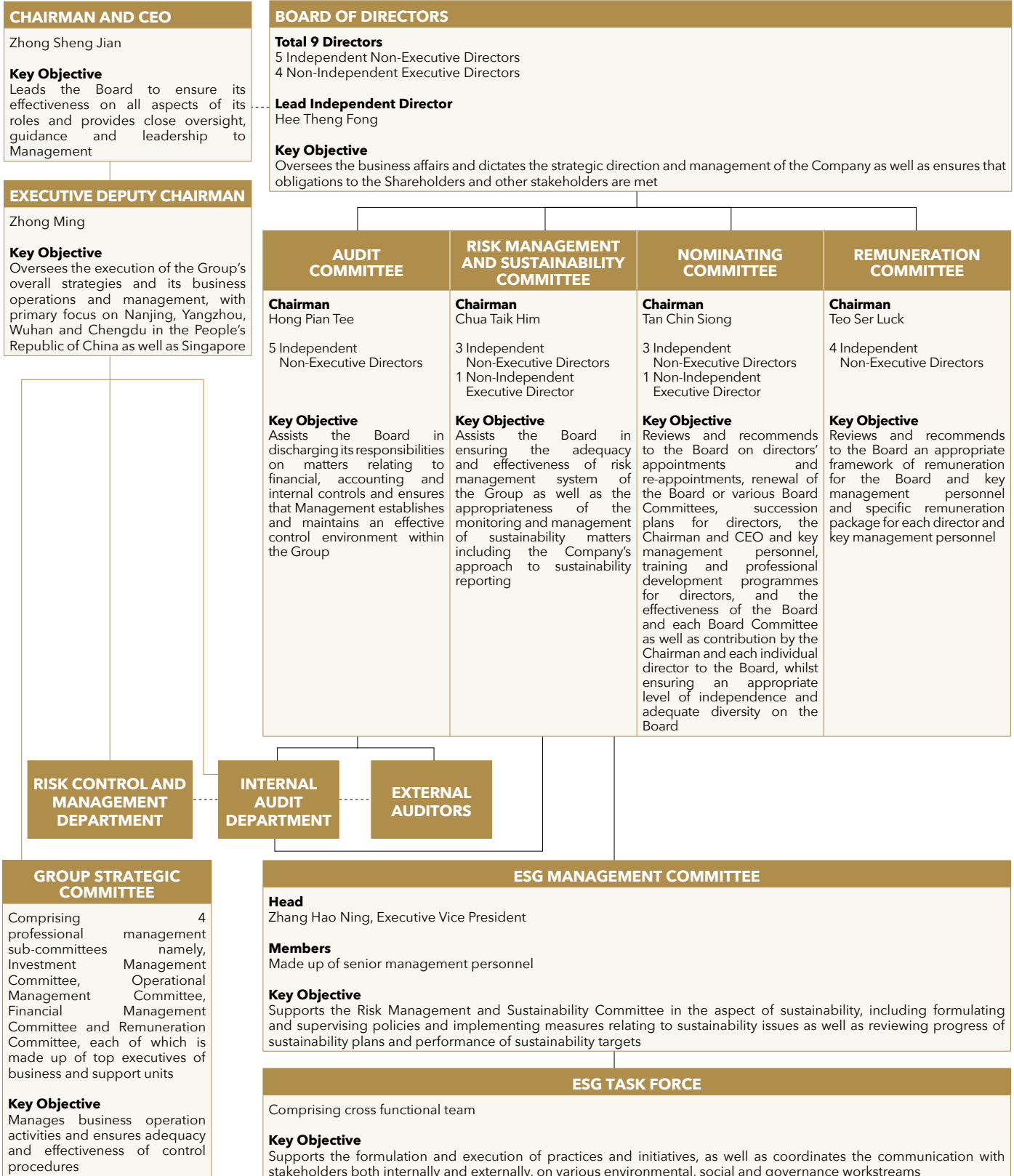


Corporate Governance

CORPORATE GOVERNANCE STRUCTURE



Corporate Governance

Yanlord Land Group Limited (“Company” and together with its subsidiaries, “Group”) is committed to achieving high standards of corporate governance to support long-term shareholder value, whilst taking into account the interests of other stakeholders. The board of directors of the Company (“Board”) and management of the Group (“Management”) believe that good corporate governance is key to the integrity of the Group and essential to the sustainability of the Group’s business and performance. In line with Rule 710 of the Listing Manual of Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Listing Manual”), this statement outlines the Company’s corporate governance practices with specific reference to the principles and provisions set out in the Code of Corporate Governance issued by the Monetary Authority of Singapore dated August 6, 2018 (“Code”), as last amended on January 11, 2023, and the complementary practice guidance (“Practice Guidance”) dated December 14, 2023. The Company has complied in all material respects with principles and provisions in the Code and variations in any specific areas of the provisions are stated and accordingly explained in this statement.

In January 2024, the Company made a debut on the SGX Fast Track list, which recognises listed issuers for upholding high standards of corporate governance and maintaining a good compliance track record. The Company was the winner of the “Singapore Corporate Sustainability Award (Big Cap)” at the Securities Investors Association (Singapore) Investors’ (“SIAS”) Choice Awards 2023 and it is also qualified for the “ASEAN Asset class” in the latest assessment of the ASEAN Corporate Governance Scorecard.

BOARD MATTERS

Principle 1: The Board’s Conduct of Affairs

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

Roles and Principal Functions of the Board

The Board has the primary responsibility to foster the success of the Company so as to deliver long-term sustainable value, and to engage stakeholders based on the principles of sustainability and sound governance. It oversees the business affairs and dictates the strategic direction and management of the Group through reviews of, among others, the financial performance, risk management system and internal controls of the Group as well as succession plans and remuneration framework of directors and key management personnel, whilst considering sustainability as part of the Group’s strategic formulation. The Board is also responsible for and plays a key role in setting the Company’s corporate governance standards and policies, whilst ensuring compliance with applicable legislative and regulatory requirements. The Group has put in place a code of business conduct (as described in the section entitled “Core Value” of this statement and contents of which is being made available on the Company’s website at yanlordland.com/corporate-governance/), which aims to set an appropriate tone-from-the-top and desired organisational culture as well as underscores its importance to the Group particularly in ensuring that the core value and ethical standards are observed. The Board and Management as well as employees are committed to conducting business and affairs of the Group with integrity and honesty. All directors, collectively and individually, discharge their duties and responsibilities objectively at all times as fiduciaries of the Company and act honestly with diligence, and in the best interests of the Company. The Board provides overall guidance to Management, led by the Chairman and Chief Executive Officer (“Chairman and CEO”), who is assisted by the Executive Deputy Chairman. The Board understands its accountability to the shareholders of the Company (“Shareholders”) for the Group’s performance and sustainable development, and Management understands its role and is accountable to the Board, where the Board holds Management accountable for performance of the Group and ensures its obligations to the Shareholders and other stakeholders are met.

The principal functions of the Board include, among others:

- (a) providing entrepreneurial leadership, setting corporate and strategic objectives with appropriate focus on value creation and innovation, and monitoring progress (including to ensure that the necessary resources are in place) towards achieving these objectives;
- (b) overseeing and ensuring the adequacy and effectiveness of the Group’s risk management system and internal controls (including financial, operational, compliance and information technology controls) framework and standards, so as to achieve an appropriate balance between risks and the Group’s performance as well as to safeguard the Shareholders’ interests and the Group’s assets;

Corporate Governance

- (c) ensuring the appropriateness of the monitoring and management of the Group's sustainability related issues and the Company's approach to sustainability reporting; and
- (d) constructively challenging the Management and supervising the overall management and performance of the business and affairs of the Group.

The Board has no dissenting view on the Chairman's Statement, which provides a balanced and readable summary of the Group's performance and prospect, as set out on pages 14 to 17 of this annual report for the financial year ended December 31, 2023 ("FY 2023") ("Annual Report 2023").

Conflict of Interest

Directors avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of the Group, and comply with relevant disclosure obligations. In addition, the Company's Constitution requires directors to abstain from voting in respect of any contract or proposed contract or arrangement or any other proposal whatsoever in which they have any personal material interest, directly or indirectly. In the event that directors have interest in a matter under consideration by the Board and/or any of the Board's committees ("Board Committees"), directors must declare the nature of such interest and abstain from voting on the matter in issue, with their declaration of interest and abstention duly recorded in the minutes of meeting or resolutions of the Board and/or the Board Committees. Interested person transactions, if any, are reported to the Audit Committee ("AC") and the Board to ensure that such transactions are conducted on an arm's length basis and on normal commercial terms which are not prejudicial to the interests of the Company and its minority Shareholders. In addition to announcing and/or disclosing any interested person transactions as required under the Listing Manual, the Company will also seek Shareholders' approval, if so required, for such transactions in accordance with the requirements of the Listing Manual. The Group currently does not have a general mandate from Shareholders for recurrent interested person transactions of a revenue or trading nature or those necessary for its day-to-day operations pursuant to Rule 920 of the Listing Manual. The disclosure of directors' interest in transactions in accordance with the Companies Act 1967 of Singapore ("Act") is a regular agenda item at Board meetings, and such disclosures are circulated and tabled for the Board's information.

Training and Development for the Board

A director, upon appointment, will be provided with a formal letter setting out his/her general duties and obligations as a director (including role as an executive, non-executive and/or independent director) and relevant materials or information on the Group's business, structure, core values, governance practices, sustainability and corporate social initiatives as well as the Board and Board Committees including the Company's Constitution, terms of reference of various Board Committees together with corporate policies are enclosing therewith to facilitate the new director's understanding and to enable such director to assimilate into his/her new role. Where a newly appointed director has no prior experience as a director of an issuer listed on the Singapore Exchange, such director will be required to undergo training on the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST, unless the Nominating Committee ("NC") determines that such training is not required because the director has other relevant and comparable experience, in which case the basis of its assessment will be disclosed in the announcement of the appointment of such director. Newly appointed director is also required to sign the prescribed undertaking to use his/her best endeavours to comply with the requirements of the Listing Manual. No new director has been appointed during the financial year under review.

Directors have opportunities to visit the development sites of the Group and to meet with the local management team as and when necessary. In FY 2023, the Company arranged for independent non-executive directors to visit the Group's development sites and engage in strategic meeting with the local management team in the People's Republic of China ("PRC"). The directors have also been provided with detailed explanations and information on various aspects of the Group's operations or business issues by Management at Board meetings or as and when so requested by the directors and receive relevant briefings and updates, particularly on relevant new laws and regulations including any key changes made to any financial reporting standards, and changing commercial risks, from time to time. During the meetings held in the year, the external auditors, Deloitte & Touche LLP, Singapore ("Deloitte Singapore"), briefed the directors of recent key changes to the financial reporting and auditing standards; and the Chairman and CEO also provided updates to the directors of the prevailing market conditions and business environment, including latest developments in the governmental policies or measures in the PRC, where the Group's core business operates. To ensure directors can fulfil their obligations and to continually improve the performance of the Board, directors are encouraged to undergo training sessions, conferences, workshops and/or seminars conducted by governmental

Corporate Governance

or professional bodies and the Company will facilitate the registration process and be responsible for funding any such training or professional development programmes, if required. Directors are kept informed by the Company Secretary from time to time of the available training sessions, conferences, workshops and seminars including those conducted by Singapore Institute of Directors and other professional bodies. In FY 2023, the NC Chairman, by invitation, attended the “Beyond Board Diversity Disclosures”, a closed-door roundtable of Nominating Committee Chairs on leveraging board diversity for enhanced business resilience and sustainability, co-hosted by The Council for Board Diversity and United Overseas Bank. The NC, having regard, *inter alia*, the skillset, expertise and experience of directors as well as the latest developments or requirements of applicable laws and regulations, assesses and considers the need for specific training and professional development programmes for directors and recommends the same to the Board for consideration, if required.

Matters Requiring Board Approval

Key matters which are specifically reserved for approval by the Board include the decisions over strategic direction, plans and performance objectives of the Group as well as significant corporate matters related to the Group, including matters relating to financing, investments and divestments, major undertakings, annual budget, financial results, dividend payout, issuances of securities, structure, size and composition of the Board and/or the Board Committees, succession plans, internal controls and risk management, sustainability and all matters or transactions requiring the Board's deliberation or decision such as interested persons transactions, share buyback and etc. The Board likewise reviews and approves all corporate actions for which Shareholders' approvals are required. The matters which are specifically decided on and approved by the Board are duly recorded and communicated to the Management. Financial authorisation and approval limits are established for the day-to-day transactions to facilitate operational efficiency.

Delegation of Authority to Board Committees

To facilitate effective management, certain functions of the Board have been delegated, without abdicating the responsibilities of the Board, to various Board Committees namely, AC, NC, Remuneration Committee (“RC”) and Risk Management and Sustainability Committee (“RMSC”). Each of the Board Committees is guided by its own written terms of reference, and reviews and makes decisions on matters within such terms of reference and reports to the Board with its decisions or recommendations at least on an annual basis. The terms of reference which set out, among others, compositions, roles, authorities, duties and responsibilities of such Board Committee, are reviewed and approved by the respective Board Committees and the Board from time to time. The structure, size and composition of the Board Committees are evaluated annually or as and when necessary. Appointments to Board Committees are recommended by NC and subject to the approval of the Board. The composition and principal roles and responsibilities of each of the Board Committees are set out in their respective sections of this statement.

Meetings of the Board and Board Committees as well as General Meetings

To facilitate meaningful participation, the schedule of meetings of the Board and Board Committees, as well as annual general meeting, for the next calendar year is planned well in advance in consultation with the directors. At least two scheduled Board meetings are held every year at regular intervals, in any event not later than 45 days after the first half year financial period and not later than 60 days after the full year financial period, mainly for the purpose of reviewing the performance and business management of the Group. *Ad hoc* meetings of the Board and Board Committees may be convened, if warranted by circumstances. Directors are expected to attend all meetings of the Board and Board Committees on which they are seated as well as general meetings of the Company, except if any unusual circumstances make attendance impractical. When a physical meeting for the Board or Board Committees is not feasible, timely communication with members of the Board or Board Committees can be achieved through electronic means. The Company's Constitution and each Board Committee's terms of reference are sufficiently flexible to allow a director and committee member to participate at a meeting via telephone or video conferencing, audio visual, or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Agenda of the meetings of Board and Board Committees are prepared in consultation with and incorporate inputs from Management, as appropriate, and reviewed and approved by the Chairman of the Board and the chairman of that Board Committee, respectively. Any director who is unable to attend the meeting(s) of the Board or of the Board Committees may raise his/her views on the agenda to the Board or the Board Committees separately. The discussions on key deliberations and decisions or recommendations made at meetings of the Board and Board Committees are duly recorded in the minutes of respective meetings. Minutes of meetings of the Board Committees which record discussions and decisions or recommendations made during these meetings are tabled to the Board for information. The Board and Board Committees may also make decisions by way of circulating resolutions in lieu of a meeting. In the course of the financial year under review,

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no *ad hoc* meetings were held. Information relating to the arrangements for general meetings of the Company is set out in the section entitled “Principle 11: Shareholder Rights and Conduct of General Meetings” of this statement. Directors achieved full attendance at the meetings of the Board and Board Committees as well as annual general meeting held in FY 2023. The number of meetings held and attended by each of the members of the Board and Board Committees during FY 2023 are set out below:

Directors	Meetings	Number of Meeting(s) Attended / Number of Meeting(s) Held During FY 2023					Annual General Meeting
		Board Meeting	AC Meeting	RMSC Meeting	NC Meeting	RC Meeting	
Zhong Sheng Jian		2/2	NA	1/1	1/1	NA	1/1
Zhong Ming		2/2	NA	NA	NA	NA	1/1
Zhong Siliang		2/2	NA	NA	NA	NA	1/1
Zhong Iek Ka		2/2	NA	NA	NA	NA	1/1
Hee Theng Fong		2/2	2/2	1/1	1/1	NA	1/1
Hong Pian Tee		2/2	2/2	1/1	NA	1/1	1/1
Teo Ser Luck		2/2	2/2	NA	1/1	1/1	1/1
Chua Taik Him		2/2	2/2	1/1	NA	1/1	1/1
Tan Chin Siong		2/2	2/2	NA	1/1	1/1	1/1

NA - Not Applicable

Access to Information

Management ensures that the Board is provided with complete, adequate and timely information prior to meetings and on an ongoing basis, in order for the directors to discharge their duties efficiently and effectively.

Directors have unfettered access to Management and are entitled to request and be provided with such additional information as they may need to make informed and timely decisions. Relevant information on material events or transactions is provided to the directors as and when they arise. Where an approval of the Board and/or Board Committees is sought, relevant background and explanatory information on the matter in issue is provided to the Board and/or Board Committees to facilitate their decision making.

In line with the Group’s commitment to the conservation and preservation of natural resources for environmental sustainability, the Board and Board Committees are no longer provided with printed copies of meeting papers. Instead, documents including financial results together with presentation slides and press releases, other relevant reports/papers on proposed dividend, pre-sales, debts structure, financial covenants and budget variance, as well as relevant background information and documents relating to any business to be discussed at the Board and/or Board Committees’ meetings, such as audit plans and findings, internal audit reports, sustainability reports, notices on disclosure of directors’ interests, paper(s) on any financing activities or corporate actions and interested person transactions and etc. are uploaded to a secured electronic portal prior to the scheduled meetings for the directors’ viewing, consideration and discussion. In addition to the budget variance report for the first half of the financial year which is usually tabled at the meetings of the AC and Board together with the half-yearly unaudited financial results, annual budget together with full year budget variance reports are presented to the Board at a meeting on a yearly basis.

Management and other senior executives attend meetings of the Board and/or Board Committees, where required and appropriate, to brief the Board and/or Board Committees on the Group’s financial performance, business plan and strategy as well as latest market developments and industry trends, amongst others, whilst the Company’s auditors and professional advisers are invited on a need-to basis to attend the various meetings to provide insights into business to be discussed at each such meeting. Despite the Company has adopted half-yearly reporting approach for its unaudited financial results, directors are provided with regular updates on the pre-sale proceeds and internal audit reports on a quarterly basis.

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Access to Management, Company Secretary and Professional Advice

The Chairman and CEO, the Group Financial Controller, the internal and external auditors and the Company Secretary are available to address any queries that the directors may have at the meetings and as and when necessary. The Board has separate and independent access to Management, including the Group Financial Controller, the internal auditors and the Company Secretary, as well as the external auditors through face-to-face meetings, electronic mail, telephone, video conference or by other means of communication as and when required.

The Company Secretary attends all meetings of the Board and Board Committees. In addition to advising the Board on corporate and administrative matters as well as assisting with training and professional development programmes for the directors as required, the role of the Company Secretary includes ensuring the Board procedures are observed, applicable rules and regulations are complied with as well as assisting the Board in implementing and strengthening corporate governance practices and processes. Under the direction of the Chairman and CEO, the Company Secretary also ensures good information flows within the Board and Board Committees and between the Management and independent non-executive directors. The appointment and removal of the Company Secretary are subject to the approval of the Board.

The directors may, whether individually or as a group, in the furtherance of their duties or when circumstances warrant, take independent professional advice (e.g., auditors and lawyers) at the Company's expense.

Principle 2: Board Composition and Guidance

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

Structure of the Board

The Board currently comprises the following nine members, of whom five are independent non-executive directors and four are non-independent executive directors:

- | | | |
|----|------------------|--------------------------------------|
| 1. | Zhong Sheng Jian | Chairman and Chief Executive Officer |
| 2. | Zhong Ming | Executive Deputy Chairman |
| 3. | Zhong Siliang | Executive Director |
| 4. | Zhong Iek Ka | Executive Director |
| 5. | Hee Theng Fong | Lead Independent Director |
| 6. | Hong Pian Tee | Independent Non-Executive Director |
| 7. | Teo Ser Luck | Independent Non-Executive Director |
| 8. | Chua Taik Him | Independent Non-Executive Director |
| 9. | Tan Chin Siong | Independent Non-Executive Director |

Key information regarding the directors including their background information, current and past directorships and chairmanships as well as other principal commitments is set out under the headings "Profile of the Board of Directors" and where applicable, "Additional Information on Director Seeking Re-election"; and their interests (direct and indirect) in the securities of the Company and its related corporations, if any, are disclosed under the heading "Directors' Statement", in Annual Report 2023.

Independence of Directors

The Board determines, at the recommendation of the NC, the independence of each director, taking into account, *inter alia*, the criteria and circumstances set out in the Listing Manual, the Code and the Practice Guidance on an annual basis, and as and when circumstances require. Each director is required to complete a questionnaire to declare his independence and the independent non-executive directors are further required to verify all the independence criteria or circumstances set out therein. When required, the independence criteria and circumstances set out in the questionnaire may be updated to ensure that the directors' independence is in conformity with the Listing Manual, the Code and the Practice Guidance. The independence criteria

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and circumstances, last updated in February 2023, include not being (or have not been) employed by the Company or any of its related corporations in the financial year in question or any of the past three financial years; have no immediate family member who is (or has been) employed by the Company or any of its related corporations in the financial year in question or any of the past three financial years, and whose remuneration is (or was) determined by the RC; do (or did) not, nor any immediate family member does (or did), in the financial year in question or immediate past financial year, provide to or receive from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services), other than compensation for board service; is (or was) not, nor any immediate family member is (or was), in the financial year in question or immediate past financial year, a substantial shareholder or a partner in (with 5% or more stake), or an executive officer of, or a director of, any organisation which provided to or received from the Company or any of its subsidiaries any significant payments or material services (which may include auditing, banking, consulting and legal services); is (or was) not directly associated with a substantial shareholder of the Company, in the financial year in question or immediate past financial year; does not have any relationship(s) with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of independent business judgement in the best interests of the Company; and has not been a director of the Company for an aggregate period of more than nine years (whether before or after listing).

The results of the independence questionnaires were tabled to the NC and Board at their respective meetings for review. During the recent annual assessment, all directors have completed the independence questionnaire, of which all five independent non-executive directors have confirmed their independence in respect of all the above criteria or circumstances and none of them have served the Board for an aggregate period of more than nine years (whether before or after listing). The directors shall promptly notify the Company in writing of any changes thereof as and when they arise. Each independent non-executive director abstained from deliberation in determining his own independence.

Taking into consideration the requirements of the Listing Manual, the Code and the Practice Guidance, and based on each director's response to the questionnaire, results of the annual assessment of the Board and each Board Committee as well as each individual director relating to independence of directors for FY 2023, the NC and the Board assessed and satisfied that Mr. Hee Theng Fong, Mr. Hong Pian Tee, Mr. Teo Ser Luck, Mr. Chua Taik Him and Mr. Tan Chin Siong are not faced with any criteria or circumstances that could interfere, or be reasonably perceived to interfere, with the exercise of their independent business judgement in the best interests of the Company and that they have demonstrated independence in discharging their duties and responsibilities as directors of the Company, in this respect, the NC and the Board determined that Mr. Hee Theng Fong, Mr. Hong Pian Tee, Mr. Teo Ser Luck, Mr. Chua Taik Him and Mr. Tan Chin Siong remain independent. The NC and Board are also of a view that there is a sufficiently strong independent element on the Board to enable independent exercise of objective judgment on the corporate affairs of the Group and encourage unbiased decision making aligned with the Shareholders' interests, with independent non-executive directors making up a majority of the Board. There is also an appropriate balance of power and authority within the various Board Committees chaired by independent non-executive directors.

Non-Executive Directors

To avoid undue influence of Management over the Board and to ensure that appropriate checks and balances are in place, five independent non-executive directors make up a majority of the Board. They have unrestricted access to the Management; constructively challenge and comment on proposals on strategies as well as other business and governance issues; and review the performance of Management in meeting targeted goals and monitor the reporting of performance.


Corporate Governance

Board Structure, Size, Composition and Diversity


The Company recognises and embraces the importance and benefits of having a Board and Board Committees with an appropriate structure, size and composition comprising directors who as a group provide an appropriate balance and diversity of various aspects. The Company also believes that diversity is an important attribute of a well-functioning and effective Board as a diverse Board provides multiple perspectives, enhances decision-makings, avoids groupthink or uncritical conformity and fosters constructive debate, and accordingly, has in place a Board Diversity Policy (which is also being made available on the Company’s website at yanlordland.com/corporate-governance/) to promote adequate diversity on the Board. In particular, the Company values the Board with diversity in aspect of skillset and expertise, business background and industry knowledge, international experiences, age, gender, tenure and independence. The NC is responsible for administering and reviewing the Board Diversity Policy to ensure its effectiveness and practicality.

The NC and Board conduct review of the Board’s structure, size and composition including a review of diversity on the Board in various aspects on an annual basis and/or when circumstances warrant so. In such review, the NC and Board take into consideration the relevant rules and regulations, the Board Diversity Policy, the results of annual assessment of the Board and each Board Committee as well as each individual director, the independent element on the Board, the listed company board representations and other principal commitments held by each director (or type of director), succession plan for directors including retirement by rotation and re-election schedule, the need for progressive refreshing of the Board, the need to avoid undue disruptions from unnecessary changes to the composition of the Board and Board Committees, and scope and nature of operations as well as business requirements of the Group.

The NC and Board also review and approve the targets to achieve adequate diversity on the Boad in various aspects, including the plan, timeline and progress being made towards achieving these targets on an annual basis or as and when circumstances require, taking into consideration on how the combination of skills, talents, experiences and diversity of directors in serving the current and future needs and strategic objectives of the Group. Any planned or scheduled changes in the structure, size and composition of the Board are also being taken into consideration in such review. Taking into consideration the retirement of Mr. Zhong Siliang and Mr. Hong Pian Tee at the conclusion of the next annual general meeting of the Company to be held in 2024 (“2024 AGM”) (details as set out in the section entitled “Selection, Appointment and Re-appointment of Directors” of this statement), the NC and Board are of a view that the structure, size and composition of the Board and various Board Committees remain appropriate, functional and effective with adequate diversity and independence, and are conducive to efficient and effective discussion and decision making as the structure, size and composition of the Board and Board Committees allow meaningful individual participation by and diverse professional perspective from each director. The details are set out as follows:

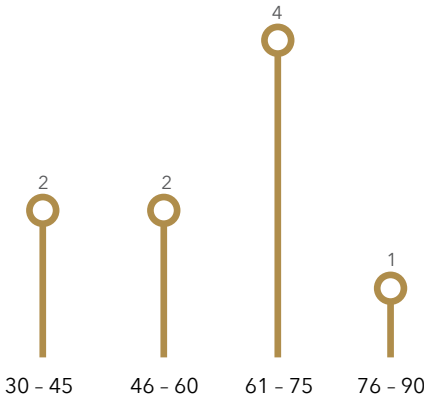

Skillset and Expertise	
<p>The Board currently comprises directors who as a group possess vast skillset, expertise and core competencies in various fields, including entrepreneurial leadership, strategic planning, business analytics, business management, business and corporate advisory, business restructuring and transformation, legal, finance, accounting, investment, technology, sales, marketing, engineering, sustainability and etc.</p> <p>Having considered that the remaining directors as a whole possess more than the requisite number of business-related and specific skillset and expertise and that no other material changes to the Board or Group requiring a new set of skills or expertise from the directors, the NC and Board are satisfied that the Board’s composition in terms of skillset and expertise following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p>Target: The Board should comprise directors who as a group possess at least four business-related and five specific skillset and expertise.</p> <div style="text-align: center;">  <p>On Target</p> </div>
<p>Plan and timeline as well as progress being made: Not applicable as target is met.</p>	

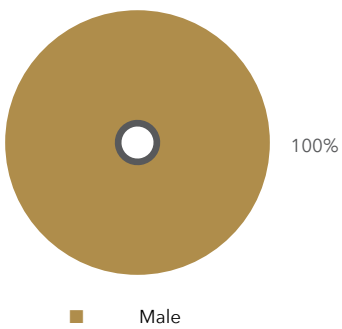

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Business Background and Industry Knowledge	
<p>The Board currently comprises directors who as a group possess experiences and knowledge in various businesses and industries, including real estate development/ investment/management, hospitality, environmental services, food and beverages, healthcare, professional services, energy solutions, information technology, fund management, banking and investment, public sector and etc.</p> <p>Having considered that the remaining directors as a whole possess more than the requisite number of industry-related and specific background and knowledge, and with due regard to the current context as well as the future strategic objectives including growth and development plan of the Group, the NC and Board are satisfied that the Board's composition in terms of business background and industry knowledge following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p>Target: The Board should comprise directors who as a group possess at least four industry-related and five specific background and knowledge.</p> <div style="text-align: center;">  On Target </div>
<p>Plan and timeline as well as progress being made: Not applicable as target is met.</p>	

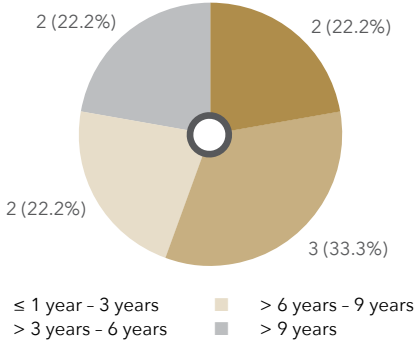

International Experiences	
<p>The Board currently comprises directors with international experiences, regional business expertise and strategic networking relationships in various countries, including Singapore, PRC (including Hong Kong SAR), Indonesia, Malaysia and etc.</p> <p>Having considered the directors' business experiences in Singapore and PRC (including Hong Kong SAR), and with due regard to the business operations as well as the future strategic objectives including growth and development plan of the Group, the NC and Board are satisfied that the Board's composition in terms of international experiences following the retirement of the two abovenamed directors remained adequate and no change is required for the target being set.</p>	<p>Target: The Board should comprise directors who as a group have international business experiences in geographical regions where the Group's main business is currently operating at, i.e. Singapore and PRC (including Hong Kong SAR).</p> <div style="text-align: center;">  On Target </div>
<p>Plan and timeline as well as progress being made: Not applicable as target is met.</p>	

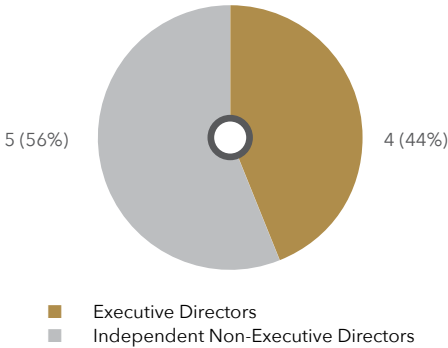

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Age											
<p>The Board currently comprises directors with different age groups, as follows:</p>  <table border="1"> <caption>Age Group Distribution</caption> <thead> <tr> <th>Age Group</th> <th>Number of Directors</th> </tr> </thead> <tbody> <tr> <td>30 - 45</td> <td>2</td> </tr> <tr> <td>46 - 60</td> <td>2</td> </tr> <tr> <td>61 - 75</td> <td>4</td> </tr> <tr> <td>76 - 90</td> <td>1</td> </tr> </tbody> </table> <p>Note: Age is grouped at the interval of 15 years and age of each director is calculated as of the date of 2024 AGM.</p> <p>Having considered that the Board will comprise more than two different age groups of directors with age spread of more than 15 years and that there is no restriction on the retirement age of directors, the NC and Board are satisfied that the Board's composition in terms of age groups following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	Age Group	Number of Directors	30 - 45	2	46 - 60	2	61 - 75	4	76 - 90	1	<p>Target: The Board should comprise at least two different age groups of directors with age spread of more than 15 years.</p>  <p>On Target</p>
Age Group	Number of Directors										
30 - 45	2										
46 - 60	2										
61 - 75	4										
76 - 90	1										
<p>Plan and timeline as well as progress being made: Not applicable as target is met.</p>											

Gender	
<p>The composition of the current Board in terms of gender is as follows:</p>  <p>100%</p> <p>■ Male</p> <p>Having considered the current business environment of the Group as well as the near-term needs of the Board, the NC and Board are satisfied that the reduced Board size following the retirement of the two abovenamed directors remained adequate and that no appointments of new directors to fill the Board vacancy are needed at present. The NC and Board value the benefits of having different gender representatives on the Board and further determined that the target being set for gender diversity remained unchanged, and they shall review the relevancy of the target should there be any other Board vacancy arises in the future.</p>	<p>Target: The Board should comprise at least one female director.</p>  <p>In Progress</p>
<p>Plan and timeline as well as progress being made: Female candidate who possesses all the objective criteria and qualification that complement the Board mix and composition would be appointed on merit, to fill any Board vacancy that may arise in future.</p>	

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Tenure	
<p>The Board currently comprises directors with different tenure groups, as follows:</p>  <p>Note: Tenure is grouped at the interval of 3 years and tenure of each director is calculated as of the date of 2024 AGM. The two directors who have served the Board for more than nine years are executive directors.</p> <p>Having considered that the Board will comprise four different tenure groups with all remaining independent non-executive directors serving the Board for an aggregate period of not exceeding nine years, the NC and Board are satisfied that the Board's composition in terms of tenure following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p>Target: The Board should comprise at least two different tenure groups, with independent non-executive directors not to serve the Board for an aggregate period of more than nine years (whether before or after listing).</p>  <p>On Target</p>
<p>Plan and timeline as well as progress being made: Not applicable as target is met.</p>	

Independence	
<p>The independence element on the current Board is as follows:</p>  <p>Having considered that the remaining independent non-executive directors will still make up a majority of the Board with the Lead Independent Director to provide leadership in situation where the Chairman is not independent, the NC and Board are satisfied that the Board's composition in terms of independence following the retirement of the two abovenamed directors remained adequate and that no change is required for the target being set.</p>	<p>Target: The Board should have an appropriate level of independence with independent non-executive directors making up a majority of the Board where the Chairman is not independent.</p>  <p>On Target</p>
<p>Plan and timeline as well as progress being made: Not applicable as target is met.</p>	

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Meetings of Non-Executive Directors and/or Independent Non-Executive Directors

In FY 2023, the independent non-executive directors, led by the lead independent director, met separately with internal and external auditors to discuss matters pertaining to the Group, without presence of the executive directors and Management to facilitate a more effective check on the Group. No significant issues were raised at such meetings. In August 2023 and February 2024, the independent non-executive directors, led by the lead independent director, had private meetings among themselves without the presence of executive directors and Management. The lead independent director as chairman of the private meeting is tasked to collate feedback (if any) from the independent non-executive directors and/or outcomes of discussions at the private meeting and communicate the same to the Board and/or the Chairman and CEO, as appropriate.

Principle 3: Chairman and Chief Executive Officer

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

Mr. Zhong Sheng Jian currently assumes the roles of Chairman and Chief Executive Officer. Taking cognisance that there is no division of responsibilities between the Chairman and the Chief Executive Officer, the Board has appointed a lead independent director in line with the recommendation of provision 3.3 of the Code. The Company has not adopted the recommendation in provision 3.1 of the Code to have separate persons appointed as the Chairman and the Chief Executive Officer as the Company believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same individual enables the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. Furthermore, in view of Mr. Zhong Sheng Jian's extensive industrial experience and significant role in the historical development of the Group, it is beneficial to the business prospects of the Group that Mr. Zhong Sheng Jian continues to act as both the Chairman and the Chief Executive Officer. The balance of power and authority is sufficiently maintained by the operation of the Board, comprising majority of independent non-executive directors on the Board, in ensuring an effective oversight by the Board. In addition, through delegation of power and authority to various Board Committees to perform key functions and the putting in place of internal controls for proper accountability, the Board is able to exercise objective judgement independently from the Chairman and CEO as well as Management in the best interest of the Group, where no individual or small group of individuals dominates the decision of the Board in line with the intent of Principle 3 of the Code.

Roles and Responsibilities of the Chairman and CEO

The Chairman and CEO, with the assistance of the Executive Deputy Chairman, *inter alia*, leads the Board to ensure its effectiveness in all aspects of its roles and provides close oversight, guidance and leadership to Management. He is responsible for, among others, exercising control over the quality, quantity and timeliness of the flow of information within the Board and between the Board and the Management. He plays a key role in fostering constructive dialogue between the Board and Management, the Shareholders and other stakeholders and encourages constructive relations within the Board and between the Board and Management. He also takes a leading role in the Group's drive to achieve and maintain high standards of corporate governance practices within the Group with full support of the directors, the Company Secretary and Management. The Chairman and CEO, with the assistance of the Company Secretary, also schedules meetings and sets meeting agenda and ensures sufficient allocation of time for thorough discussion of each agenda item, in particular of strategic issues. He promotes an open environment for discussion at the meetings of the Board so as to ensure meaningful participation and effective contribution by each director and attendee. The Chairman and CEO is also responsible for the overall management of the Group's business including implementing and reviewing the business direction and strategies of the Group as endorsed by the Board.

Lead Independent Director

Pursuant to the recommendation in the Code, the Company appointed a lead independent director to, *inter alia*, provide leadership and support effective Board objectivity in business judgement and oversight in situations where the Chairman is conflicted. The current lead independent director is Mr. Hee Theng Fong, who coordinates the activities of independent non-executive directors and plays an additional facilitative role within the Board, and where necessary, provides feedback to the Chairman and CEO on any relevant issues to be further addressed by the Group. The lead independent director also provides a channel to the other independent non-executive directors for confidential discussions on any concerns and to resolve conflicts of interest as and when necessary, as well as collates feedback (if any) from the other independent non-executive directors and communicates the same to the Board and/or Board Committees, as appropriate. He is available to Shareholders where they have

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concerns and for which contact through the normal channels of communication with the Chairman and CEO or Management are inappropriate or inadequate. Any concerns of Shareholders, if received by the Company, to the attention of the lead independent director shall be forwarded to him accordingly. No concern which requires attention of the lead independent director was received from Shareholders in FY 2023.

Principle 4: Board Membership

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

Nominating Committee

The terms of reference of NC provides that the NC shall comprise at least three directors, the majority of whom, including the chairman, shall be independent and that the lead independent director, if any, is a member of the NC. The NC currently comprises four members, three of whom, including its chairman, are independent non-executive directors. The chairman of the NC is Mr. Tan Chin Siong and the other members are Mr. Hee Theng Fong, the lead independent director, Mr. Teo Ser Luck and Mr. Zhong Sheng Jian.

The principal roles and responsibilities of the NC, under its terms of reference, are to review and make recommendations to the Board relating to:

- (a) the appointment and re-appointment of directors (including alternate directors, if any), the Chief Executive Officer and the members of the various Board Committees;
- (b) succession plans for directors, the Chairman, the Chief Executive Officer and key management personnel;
- (c) independence of directors;
- (d) the propose objective performance criteria and process for evaluation and assessment of the effectiveness of the Board as a whole, and of each Board Committee, as well as the contribution by the Chairman and each individual director to the Board;
- (e) training and professional development programmes for directors;
- (f) guidelines on multiple directorships and other principal commitments for each director (or type of director); and
- (g) Board diversity.

Selection, Appointment and Re-appointment of Directors

All appointments and re-appointments of directors are first reviewed and considered by the NC before recommending them to the Board for approval. Selection of candidates for appointment as directors may be facilitated, *inter alia*, through referrals and/or recommendations from reliable sources, provided the prospective candidates meet the qualification criteria established for the particular appointment. Should it be necessary, the NC may consider engaging search consultants to identify a broader range of suitable candidates. When considering the selection, appointment and re-appointment of any directors, in addition to complying with the requirements of the Listing Manual and relevant provisions of the Code as well as the Company's Constitution, as appropriate, the NC and Board take into consideration the structure, size and composition of the Board to ensure that the Board and various Board Committees remain effective and functional with adequate diversity and appropriate level of independence, the criteria of the new directors and performance of the existing directors (as the case may be), the scope and nature of operations of the Group, business requirements, succession plan for directors, the need for progressive refreshing of the Board and the need to avoid undue disruptions from unnecessary changes to the composition of the Board and Board Committees. The assessment parameters for the new directors include integrity, independence, skillset and expertise, experience and diversity. New directors will have to make a declaration as to their interests in and/or independence from the Company. The final decision on appointment of new directors is made based on merit against the objective criteria and targets

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set to achieve adequate diversity in various Board aspects and after giving due regard to the overall balance and effectiveness of a diverse Board. The assessment parameters for the existing directors include attendance records at meetings, intensity of participation at meetings and the quality of interventions.

Pursuant to Regulation 88 of the Company's Constitution, the Company may by Ordinary Resolution appoint any person to be a director either as an additional director or to fill a casual vacancy. Without prejudice thereto, the directors shall also have power at any time so to do, but so that the total number of directors shall not thereby exceed the maximum number (if any) fixed by or in accordance with the Company's Constitution. Any person so appointed by the directors shall hold office only until the next annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of directors who are to retire by rotation at such annual general meeting. No new director was appointed under Regulation 88 of the Company's Constitution, since the last annual general meeting of the Company held in 2023 ("2023 AGM").

Other than the Listing Manual requiring all directors to submit themselves for re-nomination and re-appointment at least once every three years, the Company's Constitution also requires one-third of the Board for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) to retire by rotation at every annual general meeting; provided always that all directors shall retire at least once every three years. On an annual basis, the NC reviews and makes recommendation on nomination of directors who are subject to retirement by rotation or due to cessation from holding office for re-election and whether the composition of the Board shall remain unchanged or new directors shall be recommended in place of the existing directors (as and when such need arises) taking into consideration, among others, each director's background, qualifications, experiences, competencies, independency, tenure of service, performance and contribution to the effectiveness of the Board as well as their time commitment (especially for directors holding multiple listed company board representations and/or principal commitments) and with due regard to the progress being made in achieving the objectives set for promoting adequate diversity on the Board. Recommendation on nomination of directors for re-election is then submitted to the Board for its decision and comments and thereafter tabled at the annual general meeting of the Company for consideration and approval by Shareholders. At 2024 AGM, Mr. Zhong Siliang, Mr. Hong Pian Tee and Mr. Zhong lek Ka, who have been longest in office since their appointment or last re-election, are due to retire from office by rotation under Regulation 89 of the Company's Constitution. Save for Mr. Zhong lek Ka who has expressed his stand to seek re-election at the 2024 AGM, Mr. Zhong Siliang and Mr. Hong Pian Tee have decided not to seek re-election and they will step down from their respective Board and Board Committees' positions at the conclusion of the 2024 AGM. Mr. Zhong Siliang will cease to be an executive director; whereas Mr. Hong Pian Tee will cease to be an independent non-executive director and the chairman of AC, a member of RC and a member of RMSC, at the conclusion of the 2024 AGM. With due consideration, the Board concurred with the view of the NC that Mr. Zhong lek Ka will continue to contribute to the overall well-being and business operations of the Group in his executive role and will bring diversity to the Board, particularly, having regard to his personal attributes including age as well as academic qualifications that introduce different perspectives to the Board and enable broaden and constructive debates within the Board to ensuring the Board's decisions or strategy to stay relevant in the market, and they support the nomination of Mr. Zhong lek Ka for re-election as a director of the Company at the 2024 AGM.

Succession Plans

The Company supports the principle that Board renewal is a necessary and continual process, whilst having due regard to the prevailing conditions and needs of the Board, the scope and nature of operations of the Group, business requirements as well as the need to avoid undue disruptions from unnecessary changes to the composition of the Board and Board Committees. Adhered to this principle and in ensuring that the Board and various Board Committees remain effective and functional, the NC and Board review the succession plan for directors on an annual basis or as and when necessary. In addition to ensuring the Board is formed of and sustained with optimal composition and structure, the NC and Board also review succession plan for the Chairman and CEO once a year to ensure that the Board and Management are always backed by committed leader. In recognition of the important roles played by key management personnel in supporting the sustainable development of the Group as well as in executing the Group's business strategy and plans, the Chairman and CEO, works with human resources department, plans succession for key management personnel in ensuring ongoing operation and business continuity of the Group, where such plan made for key management personnel is reviewed by the NC and Board on an annual basis. Different time horizons, including long-term planning in identifying competencies needed for the Group's strategy and objectives, medium-term planning for orderly replacement of Board members and key management personnel as well as contingency planning for preparedness against sudden and unforeseen changes, are taken into consideration in planning succession for directors, the Chairman and CEO and key management personnel.

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In respect of the succession plan for directors, the NC and Board determine the need for renewal of or change to the Board or various Board Committees through reviews of, among others, strategic direction and plans of the Group; assessment results of the Board, Board Committees, the Chairman as well as each individual director; time commitment and participation level of each director; training and professional development programmes of directors; structure, size and composition of the Board in various diversity aspects; and the latest developments or requirements of applicable laws and regulations, whilst taking into account any scheduled retirement or planned cessation. A proper succession plan for a gradual Board renewal is made before the orderly replacement of Board members are taking place. In case of sudden and unforeseen vacancy in the position of a director, top management personnel within the Group who is identified as having potential may be promoted or suitable candidate sourced from internal referrals and/or reliable sources may be appointed to assume the roles of the vacancy, or if the circumstances warrant, the NC and Board may consider restructuring the Board and/or various Board Committees. In addition to looking at the age and gender of the candidate, the successor should possess skillset and expertise, business background and industry knowledge as well as international experiences which can fill up the gaps in the Board to ensure adequate diversity on the Board, and should be the one who is appointed based on merit against the objective criteria set and is able to act in line with the strategic direction and plans of the Group. Independency is one of the considerations if the successor is to be appointed as (or replaced with) an independent non-executive director.

In respect of the succession plan for the Chairman and CEO, taking cognisance of the pivotal role played by the Chairman and CEO, the transfer of the roles and responsibilities of the Chairman and CEO, if any, will require a comprehensive handover process and sufficient time should be allocated for such transition. The succession plan made for directors, where appropriate, is applicable to serve as a plan for the Chairman and CEO's succession. In case of emergency and should the circumstances warrant so, an independent non-executive director (can be an incumbent or new director) who possesses the right qualities may be appointed to take on the role of Board Chairman and an executive director (or a top management personnel) who fits the profile may be promoted, or where required, a new talent may be appointed, to assume the role as the Chief Executive Officer. The successor should be an experienced and committed leader who is highly adaptable, has good communication skills and relevant knowledge, and is able to dedicate the time required for role as Board Chairman; and possesses leadership qualities, knowledge of the Group's business and operations (with orientation and relevant training programmes to be provided particularly for successor who is new to the Group) as well as right vision and values in line with the strategic direction and plans of the Group to assume the role as Chief Executive Officer. To ensure a seamless transition and secure a succession plan, the position of Executive Deputy Chairman was officially assumed in April 2023.

In respect of the succession plan for key management personnel, the Chairman and CEO, with the assistance of human resources department, determines the need for renewal of, restructuring of or changes to the key management personnel through reviews of, among others, development and growth plans of the Group, performance of the Group and respective region, business unit or area of responsibility of such individual key management personnel, strategic assessment against balanced score card, scheduled retirement and planned departure. Attractive talent retention programme will be implemented as needed to ensure pool of talent is well maintained within the Group. In case of a sudden and unforeseen vacancy in the position of a key management personnel, a temporary designation within the Group may be appointed while assessment on internal promotion or external sourcing is taking place. Successor may be an internal candidate or a new talent from other industry peers or third-party recruitment firms, who should satisfy the core competencies model set by the Group for a key management personnel including leadership, business acumen, strategic thinking, vitality and management skills, while building a mutual trust relationship with the Group as well as fit to the Group's culture, and being someone who can implement the business plans of the Group.

Assessment of Independence

The NC is tasked to review, evaluate and determine the independence of each director on an annual basis, having regard to the criteria and circumstances set out in the Listing Manual, the Code and the Practice Guidance. All independent non-executive directors met the independent criteria and circumstances and each of them does not have a relationship with the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence or that will otherwise deem such independent non-executive director to be not independent. Detailed information relating thereto is set out in the section entitled "Independence of Directors" of this statement.

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Multiple Listed Company Board Representations and Other Principal Commitments

The responsibilities of a director of a listed company are complex and demanding, hence, directors are expected to make substantial time commitment to carry out their responsibilities and duties as a director of the Company. In determining whether directors holding multiple listed company board representations and other principal commitments are able to and have been diligently, adequately and effectively carrying out their duties as a director of the Company, the NC and Board consider the competing time commitments faced by directors by conducting an annual review of the listed company board representations and other principal commitments held by each director. The NC and Board also consider the directors' commitments and contribution which are evident in their attendance records and level of participation at the meetings of the Board, Board Committees and Shareholders, as well as directors' individual performance. Having considered that none of the directors holding a significant number of listed company board representations and other principal commitments, the directors achieved full attendance rates and contributed positively to discussions at meetings of Board, Board Committees and Shareholders, and the annual assessment result of each individual director was satisfactory, for FY 2023, the NC and Board are satisfied that directors holding multiple listed company board representations and other principal commitments are able to and have been diligently, adequately and effectively carrying out their duties as a director of the Company, including making timely decision when dealing with businesses that had been presented to them and devoting sufficient time and attention to the affairs of the Company. The NC and Board are also of the view that multiple listed company board representations and other principal commitments of directors do not hinder them from carrying out their duties as a director of the Company, instead, these directors' participation in other entities have widened the experience of the Board and given it a broader perspective. The NC and Board have adopted an internal guide which provides that, as a general rule, the number of listed company board representations a director may concurrently hold should not exceed six. However, the NC and Board recognise that the individual circumstances and capacity of each director are different as a director's available time and attention may vary due to individual circumstances or be subject to many different factors, such as the nature of his other responsibilities and near-term plans regarding other appointments, and that there may be circumstances where a different limit on the number of listed company board representations that may be concurrently held by a director is appropriate.

On an annual basis, the NC and Board also review the listed company board representations and other principal commitments of the directors for the present and past five years to assess whether any director had previously served on the board of a company with an adverse track record or with a history of irregularities or is or was under investigation by regulators. Through such review, the NC and Board also assess whether a director's resignation from the board of any such company casts any doubt on the director's qualification and ability to act as a director of the Company. Based on the review and with each director's confirmation, none of the directors had previously served on the board of a company with an adverse track record or with a history of irregularities or is or was under investigation by regulators.

Alternate Director

No alternate director has been appointed to the Board during FY 2023 and the Company currently does not have any alternate director.

Principle 5: Board Performance

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

The Company believes that excellent Board performance enhances long-term stakeholders' value as the Board performance is ultimately reflected in the long-term performance of the Group. The Company has a system in place to assess the effectiveness of the Board as a whole, that of each of the Board Committees as well as the contribution by the Chairman and each individual director to the Board on an annual basis. The annual assessments help to measure the continuous performance of the Board, Board Committees, Chairman and each individual director and enhance long-term stakeholders' value. The Company did not engage external facilitator in the annual assessments in respect of FY 2023.

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Criteria and Process for Assessment of the Board, Each Board Committee and Chairman

In carrying out the annual assessment of the Board, each Board Committee and the Chairman, the NC and Board take into consideration the views of all Board members with each of them abstained from participating in the assessment of the Board Committee(s) on which he is seated (if applicable) and the Chairman and CEO abstained from participating in the assessment of the Chairman. The annual assessments are conducted by means of confidential questionnaires setting out relevant performance criteria in various aspects and such questionnaires are uploaded in the secured electronic board portal for completion by directors for their views on the performance of the Board, each of the Board Committees and Chairman. Self-evaluation by each director on the assessment of the Board Committee(s) on which he is seated or by the Chairman or CEO on the assessment of the Chairman, if any, is treated invalid and shall not be taken into account in computing the relevant results. The performance criteria should remain consistent from year to year, and where circumstances deem it necessary for any of the criteria to be changed, such changes shall be reviewed and approved by the NC and Board. The criteria of assessment for the Board includes structure and composition, conduct of affairs, conduct of meetings, corporate strategy and planning, risk management and internal control, Company performance, human resources, communication with Shareholders and engagement with stakeholders while the criteria of assessment for each Board Committee focus on its structure and composition, duties and responsibilities, conduct of meetings and functionality and the Chairman is assessed taking into consideration the role of Chairman prescribed by the relevant Practice Guidance. This set of performance criteria was the same as that adopted for the assessments of the Board, each Board Committee and Chairman for the financial year ended December 31, 2022 ("FY 2022"). The Company Secretary collates all submitted questionnaires and compiles the results of assessments of the Board, each Board Committee and the Chairman into a summary report setting out the average ratings scored for each performance criterion in respect thereof for FY 2023 vis-à-vis that of FY 2022. The summary report is then tabled for review by the NC and for consideration by the Board.

Criteria and Process for Assessment of Each Individual Director

The NC assesses the contribution by each individual director to the Board on an annual basis based on attributes observed during the financial year under review such as the director's attendance record at the Board, Board Committees and general meetings and related activities, contribution in their field of expertise, knowledge of the Company's business and industry awareness, understanding of directorship duties and roles, exercising of reasonable skills and diligence and etc. This set of performance criteria was the same as that adopted for the assessments of each individual director for FY 2022. Self-evaluation by an NC member of his own assessment, if any, is treated invalid and shall not be taken into account in computing the results. The results of the annual assessment of each individual director are collated, in confidence, and reviewed by the chairman of the NC. The highest average ratings and lowest average ratings scored for each assessment criterion in respect of the annual assessment of each individual director are compiled into a report for the review by the NC and Board.

Based on the results of the annual assessment conducted for FY 2023, the NC and the Board are of the view that the Board as a whole and each of the Board Committees have operated effectively, and each director including the Chairman and CEO has contributed to the overall effectiveness of the Board.

REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

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

Remuneration Committee

The terms of reference of RC provides that the RC shall comprise at least three directors, all of whom shall be non-executive and the majority of whom, including the chairman, shall be independent. The RC currently comprises four members, all of whom, including its chairman, are independent non-executive directors. The chairman of the RC is Mr. Teo Ser Luck and the other three members are Mr. Hong Pian Tee, Mr. Chua Taik Him and Mr. Tan Chin Siang.

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The principal roles and responsibilities of the RC, as set out in its terms of reference, are:

- (a) recommending to the Board, a framework of remuneration for the Board and key management personnel and reviewing the specific remuneration packages for each director and key management personnel; and
- (b) considering all aspects of remuneration, including directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits in kind and termination terms, as applicable, of the directors and key management personnel, which should aim to be fair and avoid rewarding poor performance.

The RC's principal function is to ensure that a formal and transparent procedure is in place for developing remuneration policies or framework of, as well as fixing the remuneration packages of, directors and key management personnel. The recommendations of the RC are submitted for endorsement by the Board. No directors nor members of the RC has been involved in deciding his own remuneration package or that of employees related to him, if any.

Access to Expert Advice

Subject to the review of the Board, the RC has explicit authority within its written terms of reference to obtain such external consultant or other independent professional advice as it considers necessary to carry out its duties. Should the RC seek expert advice from inside and/or outside the Company on remuneration of all directors, the RC should ensure that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants. During FY 2023, the RC did not engage any consultant to advise on remuneration matters.

Principle 7: Level and Mix of Remuneration

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

Performance-Linked Remuneration ensuring Sustained Performance and Value Creation

To attract, motivate and retain talents best fit the Group with an objective of building strong and sound leadership bench strength for long-term sustainability of the Group's business, fair and appropriate remuneration packages are offered to the executive directors and key management personnel. The Group seeks to ensure that the level and mix of remuneration are appropriate in finding a balance between the current rewarding and long-term business objectives of the Group, and believes that a fair and reasonable remuneration framework which is linked to a formal and transparent assessment of performance and value creation is a key factor in managing its human resources, which in turn is an important asset in creating long-term value to the Group.

The remuneration packages are offered based on established remuneration policies or framework that are reviewed by the RC and approved by the Board on an annual basis. The remuneration packages of executive directors and key management personnel comprise fixed and variable components, of which three key components are salaries, variable bonus or performance incentives and other benefits including benefits in kind. Taking into consideration relevant budget and risk in line with the Group's business plans and management, an appropriate proportion of executive directors' and key management personnel's remuneration is structured to link rewards to corporate and individual performance, which is aligned with the interest of Shareholders and promotes long term success of the Group.

The Chairman and CEO is entitled to a salary at a fixed sum, an annual discretionary bonus and benefits in kind. The basic salary may be adjusted as the RC may, subject to the regulations of the Company's Constitution, determine from time to time in its absolute discretion, provided that any increase in basic salary shall not exceed 15% per annum of the amount of salary paid during the immediate preceding 12-month period, while any annual discretionary bonus that will be determined by the RC and subject to the Board's approval shall not exceed 5% of the audited consolidated or combined net profits of the Company (after taxation, minority interests, and extraordinary and exceptional items) in respect of the financial year concerned. Notably, to align with Shareholders' interests, a significant portion of the remuneration of the Chairman and CEO is tied to the profit attributable to owners of the Company as disclosed in the audited financial statements of the Company for each financial year.

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The remaining executive directors receive salary and variable bonus or performance incentives (and benefits in kind, if relevant) in accordance with their respective employment contract with the Company, in their capacity as a director and/or an executive of the Company. Save as above, the executive directors do not receive any other fees from the Company for their appointments. The Group's performance in terms of financial results is one of the key criteria in assessing the achievements of executive directors and determining the variable components of their remuneration.

In respect of the remuneration of key management personnel, they are remunerated with salary (and benefits in kind, if relevant) commensurate with their respective roles, responsibilities and other circumstances, where to the possible extent, relevant market remuneration benchmarks are being taken into consideration to ensure that the remuneration package is broadly comparable to the others in the market. Key management personnel are also being rewarded with variable bonus or performance incentives in line with the performance of the business unit(s) they are responsible for as well as profits generated from the project(s) managed by them, whilst taking into account the Group's annual performance. In addition, the balanced score card assessing performance of key management personnel based on a few key indicators, including budget achievement rate, project quality, management and marketing cost efficiency, customer satisfaction and labour productivity, is also being used in determining the variable bonus or performance incentives to be rewarded to the key management personnel. The extent to which the performance conditions have been met was taken into account in determining the actual quantum of variable component of remuneration.

The RC and Board are satisfied that the policies on or framework of remuneration of executive directors (including the Chairman and CEO) and key management personnel, which are structured and designed mainly based on the performance of the Group and individual, are fair and appropriate. Such policies or framework enable to drive corporate performance and create long-term value to the Group and are symmetric with the risk policies and strategic direction of the Group.

Fees to Independent Non-Executive Directors

Save for directors' fees, which, on a pool basis, have to be approved by the Shareholders at annual general meeting(s) of the Company, the independent non-executive directors do not receive any other remuneration from the Company. The RC and Board are mindful that the fees for independent non-executive directors should not be excessive to the extent that their independence will be compromised or could reasonably be perceived to compromise. On an annual basis, the RC reviews and recommends to the Board the remuneration framework of and fees for the independent non-executive directors benchmarking with the fees offered by some other comparable industry peers. Considering the Board shares responsibilities as a whole and directors' roles may be changed on a rotational basis whereby chairmen and members take turn in chairing and sitting at the different Board Committees, the Company adopts a fixed directors' fee structure where independent non-executive directors with a full term of service shall be paid a fixed fee of S\$100,000, and for those who have not served a full-term of service, such fee shall be paid in proportion to the service period rendered by such independent non-executive directors for the financial year concerned. Having considered the level of contribution of independent non-executive directors including their respective roles and responsibilities in the Board and various Board Committees and attendance records as well as the directors' fees of some other industry peers, the RC and Board are satisfied that the directors' fees proposed for payment to each of the independent non-executive directors for FY 2023, in same quantum as of that paid for FY 2022, are fair, adequate and comparable to those of other industry peers and appropriate to the level of contribution by each of the independent non-executive directors. Executive directors do not receive directors' fees. At the endorsement of the Board and subject to the approval of the Shareholders at the 2024 AGM, an annual directors' fee totaling S\$500,000 be proposed for payment to the independent non-executive directors for FY 2023 with each of them be paid S\$100,000.

Termination and Retirement Terms

The RC had reviewed the remuneration policies on and framework of executive directors (including the Chairman and CEO) and key management personnel as well as the Company's obligations arising in the event of termination of the executive directors (including the Chairman and CEO) and key management personnel, and having noted, *inter alia*, their contracts of service including termination terms are set in accordance with the applicable laws and regulations including manpower law of local cities and that there is no contractual obligation for the Company or Group to compensate the executive directors (including the Chairman and CEO) and key management personnel except for the option to pay a salary in lieu of the notice or a compensation according to the prescribed laws, opined that all aspects of remuneration of executive directors (including the Chairman and CEO) and key management personnel are fair and containing reasonable termination terms which are not overly generous. There were no termination, retirement or post-employment benefits being granted to any director and key management personnel in FY 2023.

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Long Term Scheme

The Company acknowledges that implementing schemes to encourage non-executive directors to hold shares in the Company may better align interest of such non-executive directors with the interests of Shareholders. Whilst the Company currently does not have a share option scheme, retirement benefit scheme, share-based compensation scheme or long-term scheme involving the offer of shares in place for independent non-executive directors, it will consider the establishment of such form of long-term incentive as and when appropriate.

Contractual Provisions

The Company does not make use of contractual provisions to allow it to reclaim incentive components of remuneration paid to its executive directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company having considered that performance incentives are determined subject to the performance of the Group and of the individuals from time to time and the Group has the discretion not to award such incentive components. The executive directors also owe a fiduciary duty to the Company and the Company should be able to avail itself of the relevant remedies at law against the executive directors in the event of such breach of fiduciary duties. However, the Company will consider adopting such contractual provisions, as and when appropriate.

Principle 8: Disclosure on Remuneration

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

Adhering to the commitment of upholding high standards of corporate governance, the Company has since disclosed exact amount of remuneration paid or payable to each of the executive directors (including the Chairman and CEO) in its annual report for FY 2022, in line with Provision 8.1 of the Code and Rule 1207(10D) of the Listing Manual that will only be applicable to the Company's annual report for the financial year ending December 31, 2024. The RC and Board are satisfied that, taken as a whole, the remuneration disclosures are aligned with Principle 8 of the Code and Rule 1207(10D) of the Listing Manual, and provide meaningful information and sufficient transparency in giving an understanding of the remuneration of executive directors (including the Chairman and CEO) and the top five key management personnel including the relevant remuneration framework, level and mix of remuneration, the procedure for setting remuneration as well as the linkages between remuneration, performance and value creation.

1. Remuneration of Executive Directors (including the Chairman and CEO)

The amount of remuneration paid or payable to each of the executive directors (including the Chairman and CEO) for FY 2023, with breakdown of the components of their remuneration in percentage terms, are as follows:

Executive Directors	Remuneration	Total Remuneration (S\$)	Salary ¹	Variable Bonus or Performance Incentives	Other Benefits including Benefits in Kind
Zhong Sheng Jian (Chairman and CEO)		274,069	98%	-	2%
Zhong Ming (Executive Deputy Chairman)		1,089,557	58%	41%	1%
Zhong Siliang		493,612	100%	-	-
Zhong Iek Ka		381,022	100%	-	-

Note:

¹ Includes annual wage supplement and employer's contributions to the Singapore Central Provident Fund, Hong Kong Mandatory Provident Fund and/or the PRC's Central Pension Schemes, where applicable.

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2. Directors' Fees of Independent Non-Executive Directors

Subject to the approval of the Shareholders at the 2024 AGM, the fees payable to each of the independent non-executive directors for FY 2023 are as follows:

Independent Non-Executive Directors	Directors' Fees (\$)
Hee Theng Fong	100,000
Hong Pian Tee	100,000
Teo Ser Luck	100,000
Chua Taik Him	100,000
Tan Chin Siong	100,000

3. Remuneration of the Top Five Key Management Personnel

The remuneration paid or payable to each of the top five key management personnel (who are not directors or the Chairman and CEO) for FY 2023, in bands of S\$250,000 with breakdown of the components of their remuneration in percentage terms, are as follows:

Remuneration Band/ Key Management Personnel	Salary ¹	Variable Bonus or Performance Incentives	Other Fees	Other Benefits including Benefits in Kind
S\$750,000 to S\$999,999				
Tan Chee Keong, Roy	56%	40%	-	4%
S\$250,000 to S\$499,999				
Chan Chi Wai, Jim	96%	4%	-	-
Zhang Hao Ning	100%	-	-	-
Xie Xueming	100%	-	-	-
Gao Yongjun	100%	-	-	-

Note:

¹ Includes annual wage supplement and employer's contributions to the Singapore Central Provident Fund, Hong Kong Mandatory Provident Fund and/or the PRC's Central Pension Schemes, where applicable.

The aggregate remuneration paid or payable to the top five key management personnel (who are not directors or the Chairman and CEO) for FY 2023 is approximately S\$2,597,880.

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4. Remuneration of Related Key Employees

The remuneration paid or payable to each of the employees who are substantial shareholders of the Company, or are immediate family members (i.e. spouse, child, adopted child, step-child, brother, sister and parent) of a director, the Chairman and CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during FY 2023, in bands of S\$100,000 with breakdown of the components of their remuneration in percentage terms, are as follows:

Remuneration Band/ Related Key Employees	Position	Relationship ¹	Salary ²	Variable Bonus or Performance Incentives	Other Fees	Other Benefits including Benefits in Kind
S\$100,000 to S\$199,999						
Zhong Si Nuo	Assistant to the Chairman and CEO	Daughter of Zhong Sheng Jian and sister of Zhong Ming and Zhong Iek Ka	100%	-	-	-
Zhong Si Li	Deputy General Manager - Wuhan	Brother of Zhong Siliang	100%	-	-	-
Zhong Si Min	Deputy General Manager - Shanghai	Brother of Zhong Siliang	100%	-	-	-
Chung Chiu Yan	Chairman of Nanjing Yanlord Enterprise Management Co., Ltd.	Brother of Zhong Sheng Jian	100%	-	-	-

Notes:

¹ Mr. Zhong Sheng Jian is a director, the Chairman and CEO and a substantial shareholder of the Company; Mr. Zhong Ming is a director and the Executive Deputy Chairman of the Company; whereas Mr. Zhong Siliang and Mr. Zhong Iek Ka are directors of the Company.

² Includes annual wage supplement and employer's contributions to the Singapore Central Provident Fund and/or the PRC's Central Pension Schemes, where applicable.

ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

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

The Board recognises the importance of maintaining a sound system of risk management and internal controls to safeguard Shareholders' interests and the Company's assets. The Board has overall responsibility for the governance of risk and exercises oversight of the material risks in the Group's business, and is ultimately responsible for the Company's sustainability reporting to ensure that there is an appropriate focus on sustainability by Management. Procedures are in place to identify and manage significant business risks and evaluate potential financial effects to the Group.

Risk Management and Sustainability Committee

The Board, with the assistance of the RMSC, which is further supported by the internal audit department and the risk control and management department, reviews the adequacy and effectiveness of the Group's risk management practices and procedures, oversees Management in the design, implementation and monitoring of the risk management system of the Group, and ensures environmental, social and governance ("ESG") factors which have been identified as relevant and material to the Group are appropriately monitored and managed. The RMSC assists the Board in overseeing the Group's risk management

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framework and policies as well as the Group's commitment and efforts towards sustainability and the Company's approach to sustainability reporting, while determining the ESG factors that are material and pertinent to the Group's business. In respect of risk management, the risk control and management department monitors daily business and operation processes while the internal audit department reviews risk management policies and practices of the Group. The internal audit department then reports to the RMSC, and the RMSC reports to the Board, findings of both internal audit department and the risk control and management department on identified risks, impacts of such risk to the Group, corresponding risk management policies and practices as well as status on the findings since last reporting on an annual basis. Management is responsible for the effective implementation of risk management procedures to facilitate the achievement of business plans and goals. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. For FY 2023, the risks identified and reported are in relation to the areas of government policies, financial (interest rate and foreign currency), liquidity, human resources and information technology. In respect of sustainability, the RMSC oversees the ESG Management Committee, which assists the RMSC in reviewing the effectiveness and progress of ESG plans as well as performance of the sustainability targets, which in turn is supported by ESG Task Force comprising cross functional team to execute the ESG plans and coordinate the communication with stakeholders relating to ESG matters.

The terms of reference of RMSC provides that the RMSC shall comprise at least three directors, the majority of whom, including the chairman, shall be independent. The RMSC currently comprises four members, three of whom, including its chairman, are independent non-executive directors. The chairman of the RMSC is Mr. Chua Taik Him and the other three members are Mr. Hee Theng Fong, Mr. Hong Pian Tee and Mr. Zhong Sheng Jian.

The principal roles and responsibilities of the RMSC, as set out in its written terms of reference, are:

- (a) identifying, measuring, managing and controlling risks that are material and relevant to the Group's business;
- (b) reviewing and advising on the implementation and effectiveness of any associated risk action plans developed by the Group's senior management;
- (c) considering and advising on matters that may have a significant impact on the stability and integrity of the property market in the PRC or any other country in which the Group operates;
- (d) reviewing and recommending on an annual basis the nature and extent of the significant risks that the Group should undertake to achieve its strategic objectives and value creation that are consistent with the Group's risk appetite;
- (e) reviewing the Company's sustainability reporting and considering the risks and impact of material ESG factors to the Group, the interest of stakeholders, the targets of the Group as well as the legislative requirement referred to it by the ESG Management Committee; and
- (f) reviewing and advising on the functioning and effectiveness of the Group's monitoring and management of sustainability related issues through various level of management.

Internal Controls

The responsibility of overseeing the Group's internal controls system is delegated by the Board to, and undertaken by, the AC with the assistance of the internal audit department. The internal and external auditors conduct audits that involve testing the adequacy and effectiveness of key internal controls of the Group. The internal auditors present updates on key internal controls of the Group to the AC, and the AC presents these updates to the Board, on an annual basis. In connection with the statutory audit review, the external auditors identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and 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 they identify during their audit. The internal controls (including financial, operational, compliance and information technology controls), as part of the business processes and intertwine with the Group's operating activities, are intended to provide reasonable but not absolute assurance against material misstatements or losses and include the safeguarding of assets, assurance of operational efficiency, maintenance of proper accounting records, reliability of financial information, compliance with appropriate legislations, regulations and best practices, and the identification and containment of business risks.

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Adequacy and Effectiveness of Risk Management and Internal Controls

The Board has received a certificate of assurance from the Chairman and CEO, the Group Financial Controller as well as the Internal Audit Manager that in respect of FY 2023, the financial records have been properly maintained and the financial statements give a true and fair view of the Group's and the Company's operations and finances; and the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems as at December 31, 2023 are adequate and effective.

Based on the internal controls and governance processes established and maintained by the Group, the works performed by internal and external auditors, the certificate of assurance provided by the Chairman and CEO, the Group Financial Controller and Internal Audit Manager as well as reviews performed by Management, various Board Committees and the Board, the Board, with the concurrence of the AC, has rigorously assessed and is satisfied that the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems, remain adequate and effective as at December 31, 2023. No material weaknesses were identified by the RMSC and the Board for FY 2023.

Principle 10: Audit Committee

The Board has an AC which discharges its duties objectively.

The terms of reference of AC provides that the AC shall comprise at least three directors, all non-executive, the majority of whom, including the chairman, shall be independent. The AC currently comprises five members, all of whom, including its chairman, are independent non-executive directors. At least two of the AC members, including the chairman of the AC, are appropriately qualified with recent and relevant accounting or related financial management expertise and experience. The chairman of the AC is Mr. Hong Pian Tee and the other four members are Mr. Hee Theng Fong, Mr. Teo Ser Luck, Mr. Chua Taik Him and Mr. Tan Chin Siong.

The AC assists the Board in discharging its responsibility objectively to safeguard the Group's assets, ensure integrity of the Company's financial reporting, and develop and maintain adequate and effective systems of internal controls, with the overall objective of ensuring that the Management establishes and maintains an effective control environment within the Group. The AC provides a channel of communication between the Board, the Management, the external auditors and internal auditors on matters relating to audit.

The principal roles and responsibilities of the AC as set out in its written terms of reference are:

- (a) reviewing with the external auditors their audit plans and evaluation of the system of internal accounting controls;
- (b) reviewing financial statements and any significant financial reporting issues and judgements, before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Listing Manual and any other relevant statutory or regulatory requirements;
- (c) reviewing and reporting to the Board at least annually on the adequacy and effectiveness of the internal controls, including financial, operational, compliance and information technology controls and ensuring co-ordination between the auditors and the Management, and reviewing the assistance given by the Management to the auditors, and discussing issues and concerns, if any, arising from audits, and any matters which the auditors may wish to discuss (in the absence of the Management, where necessary);
- (d) reviewing and discussing with the auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response including to review the Whistleblowing Policy for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on;

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- (e) considering and recommending the appointment or re-appointment of the external auditors including remuneration of the external auditors, taking into consideration the Audit Quality Indicators (or other factors/requirements as may be amended from time to time) and matters relating to the resignation or dismissal of the auditors;
- (f) reviewing interested person transactions (if any) falling within the scope of Chapter 9 of the Listing Manual and considering whether such transactions are carried out on normal commercial terms whereby the number and terms are fair and reasonable and are not prejudicial to the interests of the Company and its minority shareholders;
- (g) reviewing potential conflicts of interest, if any;
- (h) reviewing the assurance from the Chairman and CEO, the Group Financial Controller as well as Internal Audit Manager (or such other officer/management of equivalent level) on the financial records and financial statements;
- (i) undertaking such other reviews and projects as may be requested by the Board, and reporting to the Board its findings from time to time on matters arising and requiring the attention of the AC; and
- (j) generally undertaking such other functions and duties as may be required by statute or the Listing Manual, or by such amendments as may be made thereto from time to time.

In addition, the AC has explicit authority to commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position. The AC has full discretion with regard to the calling of any AC meeting and the proceedings thereat and may invite any director or Management to the meeting. In the event that a member of the AC has an interest in any matter being considered by the AC, he shall abstain from voting on that particular resolution. The AC also meets separately with the internal and external auditors at least once per year without presence of the executive directors and Management. In FY 2023, the AC held two meetings (other than passing of resolutions by way of circulations) and met with the internal auditors, and with the external auditors, in each case without presence of the executive directors and Management. These meetings allow the internal and external auditors to raise any issues in the course of their work directly to the AC and/or the independent non-executive directors. No significant issues have been raised in such meetings that required immediate attention of the AC and the Board.

The internal and external auditors have unrestricted access to the AC and vice versa. The AC has been given full access to and co-operation of the Management and has reasonable resources to enable it to discharge its function properly. None of the members of the AC is/was a former partner or director of Deloitte Singapore, the Company's existing auditing firm. The AC carries out its duties as set out within its written terms of reference including matters such as reviewing and recommending the relevant financial results to the Board before the same are released via SGXNET; and reviewing the internal audit reports, the reports from external auditors, the yearly report on key internal controls and interested person transactions. The AC also reviews the scope, results and effectiveness of the internal audit and external audit function, the independence and objectivity of the external auditors, the non-audit services rendered by external auditors as well as the appointment (including re-appointment) and removal of external auditors and their audit fees. The appointment (and re-appointment) of the external auditors is subject to Shareholders' approval at the general meeting of the Company.

The AC is briefed and updated of any changes to accounting standards and issues which may have direct impact on the Group's financial statements from time to time, where necessary.

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External Auditors

In respect of FY 2023, the external auditors of the Company and its Singapore-incorporated subsidiaries and significant associated companies were Deloitte Singapore. The Group incurred an aggregate amount of fees of approximately RMB9.78 million (equivalent to approximately S\$1.86 million) for services, comprising audit and non-audit services, rendered by Deloitte Singapore and other member firms of Deloitte Touche Tohmatsu Limited (collectively, "Deloitte") for FY 2023, as follows:

Fees to Deloitte for FY 2023	(RMB' million)	Equivalent to Approximately (S\$' million)
Total Audit Fees	9.04	1.72
Total Non-audit Fees	0.74	0.14
Total	9.78	1.86

Notes:

¹ The above fees exclude out of pocket expenses and goods and services tax, and are rounded to the nearest two decimal places.

² The average exchange rate of S\$1 to RMB5.2553 for FY 2023 is used for currency conversion.

Taking cognisance that the external auditors should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, and in compliance with Rule 1207(6)(b) of the Listing Manual as well as in line with the Code and Practice Guidance, the AC confirmed that it has undertaken a review of all non-audit services provided by Deloitte and concluded that they will not, in the AC's opinion, affect the independence and objectivity of Deloitte. The nature and volume of the provision of the non-audit services provided by Deloitte for FY 2023 and the corresponding fees were taken into consideration by the AC in ensuring that such non-audit fees did not impair or threaten the audit independence of Deloitte. Deloitte has also provided confirmation of its independence to the AC. In line with the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA") and applicable standards, Deloitte has sought and obtained pre-approval from the AC in August 2023 and February 2024 on providing to the Group non-assurance services that are permitted by IESBA.

In reviewing the nomination of Deloitte Singapore for the re-appointment, the AC has also considered the adequacy of the resources, experience and competence of Deloitte and has taken into account the Audit Quality Indicators relating to Deloitte at both firm and audit engagement level, in accordance with the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority ("ACRA"). The AC also considered the ability of Deloitte's audit team to work in a co-operative manner with Management whilst maintaining integrity and objectivity and the ability to deliver their services professionally and within agreed timelines. The AC is satisfied with the standard and quality of work performed by Deloitte, and has recommended to the Board the nomination of Deloitte Singapore for re-appointment as external auditors of the Company, subject to the Shareholders' approval at the 2024 AGM. Ms. Seah Gek Choo was appointed as the engagement partner-in-charge of the audit of the financial statements of the Company since June 29, 2020.

The Company has complied with Rule 712 of the Listing Manual in having appointed a suitable auditing firm to meet its audit obligations, and one that is registered with the ACRA. The Group has also complied with Rule 715 of the Listing Manual in having engaging the same auditing firm based in Singapore to audit its Singapore-incorporated subsidiaries and significant associated companies, and for having appointed suitable auditing firms for its significant foreign-incorporated subsidiaries and associated companies.

AC Commentary on Significant Matters

The AC reviewed Deloitte's audit plan for FY 2023 and agreed with Deloitte's proposed significant risks and areas of audit focus that would have an impact on the financial statements of the Group for FY 2023. In the review of the financial statements for FY 2023, the AC has discussed with both Management and Deloitte the accounting principles that were applied and their judgements of items that might affect the integrity of the financial statements. The AC had also considered the clarity of key disclosures in the financial statements. The following significant matters impacting the financial statements for FY 2023 were reviewed by the AC and discussed with Management and Deloitte in relation to their materiality and appropriate methodology/assessments. The AC concluded that the Group's accounting treatment in each of the following significant matters was appropriate.

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Significant matters	How the AC reviewed these matters and what decisions were made
Assessment of recoverable amounts for properties for development, completed properties for sale and properties under development for sale ("Properties")	<p>The AC considered Management's approach and methodology applied in determining whether the Group's Properties are impaired and the amount of impairment to be recorded, if any.</p> <p>The AC reviewed Management's assumptions relating to the reasonableness of the future sales and projected construction costs used in the management assessment.</p> <p>The assessment of recoverable amounts for the Group's Properties was an area of focus for the external auditor, who has included this as a key audit matter for FY 2023. Refer to page 79 of Annual Report 2023.</p>
Valuation of investment properties	<p>The AC considered the approach and methodology applied by the independent professional property valuers to the valuation model in assessing the valuation of investment properties as at year end.</p> <p>The AC reviewed the reasonableness of the key assumptions used in the valuation, which include (i) price per square metre or per car park unit; (ii) capitalisation rates; and (iii) market rent per square metre per month.</p> <p>The valuation of investment properties was an area of focus for the external auditor, who has included this as a key audit matter in its audit report for FY 2023. Refer to page 80 of Annual Report 2023.</p>

Whistleblowing Policy

The Group has in place a Whistleblowing Policy which provides a trusted avenue and sets out the procedures for a whistleblower, who may be an employee of the Group or any other persons to report in confidence to the Company any possible improprieties, including malpractice, irregularity, corruption, bribery, fraud, unethical or unlawful conduct and/or any other misconduct or wrongdoing relating to the Group and its employees or officers, without fear of reprisal, detriment, unfair treatment or other retaliatory action. The Whistleblowing Policy has been endorsed by the AC and the Board and is being made available on the Company's website at yanlordland.com/corporate-governance/.

The AC is responsible for the oversight and monitoring of whistleblowing framework of the Group with the assistance of internal audit department. The AC will assess a complaint received from a whistleblower and if circumstances warrant, designate the internal audit department, a third-party professional or any other personnel as it deems fit to investigate whistleblowing complaints made in good faith, where the investigation will be conducted independently so that any person or party concerned with such complaint will only be called for investigation on a need-to basis, and none of them will be involved in making any decision on the complaint. Any whistleblowing complaint may be lodged with the internal auditor whose contact details are set out in the Whistleblowing Policy which is made available on the Company's website and the identity of such whistleblower will be kept in strict confidence, except under limited circumstances as set out in the Whistleblowing Policy where disclosure of the information is necessary. Information of the whistleblower's identity is only accessible to the AC, the authorised person in the internal audit department and the designated person (as the case may be) who is authorised to verify, investigate, process and deal with the whistleblowing complaints. The Group is also obliged and committed to protect the information of the whistleblower's identity according to its Personal Data Protection Policy, in line with the Personal Data Protection Act 2012 of Singapore and its subsidiary legislation enacted thereunder. Every effort will be made to protect the whistleblowers' identity to ensure they are protected against harassment, reprisals and/or victimisation. The Group objects to and does not tolerate nor condone any retaliatory action taken against any whistleblower and may institute disciplinary action or assist the said whistleblower in taking an action (including a legal action), as it deems appropriate, against any employee/officer of the Group or other person found to have taken such retaliatory action.

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The internal auditors will report to the AC on any whistleblowing complaint received, investigation status and results as well as follow-up actions for previously reported whistleblowing complaints, if any, to ensure issues raised are properly resolved; and all records pertaining to a whistleblowing complaint are kept confidential by the authorised person in the internal audit department. The AC will regularly review and update the Whistleblowing Policy, where necessary.

There were no whistleblowing complaints received by the Company in FY 2023.

Internal Audit

The Group has an in-house internal audit function, led by Mr. Tsui Kai Fung, a chartered secretary, a chartered governance professional and a certified accountant, that is independent of the activities it audits. To ensure that the internal audit works are performed by competent professionals, the internal audit department is staffed with professionally qualified personnel who are members of (i) The Institute of Internal Auditors; (ii) The Association of Chartered Certified Accountants; and (iii) The Hong Kong Chartered Governance Institute. Training and development opportunities are provided for internal audit staff to ensure their technical knowledge and skillset remain current and relevant, where they are encouraged to attend external trainings and seminars conducted by governmental or professional bodies. The internal audit department reports functionally to the AC for strategic direction, reinforcement and accountability, and administratively to the Chairman and CEO and the Executive Deputy Chairman for assistance in establishing direction, support and administrative matters. The AC assesses, at least annually, the objectivity, adequacy and effectiveness of the internal audit function to ensure it is independent, adequately resourced and effective on an ongoing basis. The AC may make recommendations for any changes to the internal audit processes. The internal audit department has unfettered access to all the Group's documents, records, properties and personnel, including access to the AC, and has appropriate standing within the Group.

The internal audit function is conducted across the Group to monitor the effectiveness of risk management, internal controls and governance processes, *inter alia*, its key role is to promote effective internal controls in the Group and to monitor the performance and effective application of internal controls procedures, which serve to safeguard Shareholders' interests and the Group's assets. The internal audit department also conducts internal review on the Group's sustainability reporting processes, in line with Rule 711B(3) of the Listing Manual and in accordance with the International Standards for the Professional Practice of Internal Auditing. The internal audit department carries out its function according to the Auditing Guideline - Guidance for Internal Auditors issued by The Hong Kong Institute of Certified Public Accountants. The internal auditors schedule the Group's yearly internal audit plan (including internal review on sustainability reporting processes) in consultation with, but independently of, Management and the same is submitted to the AC for review and approval prior to the commencement of the yearly internal audit works. The AC considers the resources dedicated to the internal auditors and whether these resources enable the delivery of internal audit plan. The AC receives reports on key findings of internal auditors' works which include updates on last reported key audit findings as well as the Management's responsiveness and the internal auditors' suggested corrective measures in respect of the present internal audit findings. In the event there are any material and high-risk internal audit findings such as significant non-compliance or major lapses in internal controls, the internal auditors shall report to the AC on an immediate basis. No material and high-risk internal audit finding was reported during FY 2023.

Based on the internal controls and governance processes established and maintained by the Group and works performed by internal auditors as reviewed by the AC including the quarterly internal audit progress reports tabled to the AC as well as the qualifications and experiences of the internal audit staff, the AC is satisfied that the Group's internal audit function is independent, adequately resourced and effective.

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SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

The Company treats all Shareholders fairly and equitable 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 is committed to delivering high standards of corporate disclosure and transparency in its communications with Shareholders. All Shareholders are treated fairly and equitably to facilitate the exercise of their ownership rights.

Information to Shareholders

In line with continuous disclosure obligations of the Company, the Company does not practice selective disclosure and the Shareholders are informed promptly of any major development that may have a material impact on the Group's performance and/or information which may affect the trade, price or value of the Company's shares. Information is communicated to Shareholders on a timely basis, through annual reports, financial results announcements, press releases and other announcements that are released within the mandatory period (where relevant) via SGXNET. The annual reports and financial results are also being made available on the Company's website at yanlord.listedcompany.com/ar.html and yanlord.listedcompany.com/financials.html respectively, while all announcements published by the Company via the SGXNET are accessible on the Company's website at yanlord.listedcompany.com/newsroom.html. Management made presentation to Shareholders to update them on the Group's performance and position at general meetings and subsequent to each financial results' release, and relevant presentation materials are made available on the Company's website at yanlord.listedcompany.com/conference.html in addition to releasing via SGXNET for the benefit of Shareholders. The Company's corporate website is yanlordland.com. The corporate website has a dedicated and comprehensive investor relations section that is user-friendly with easily downloadable and updated announcements, press releases, financial results, annual reports, presentations and investor newsletters. Information on landbank, dividend, shareholdings, financial calendar and five years financial highlights are also included in the investor relations site.

General Meetings and Shareholders' Participation

All general meetings of the Company are held in Singapore to ensure that Shareholders have the opportunity to participate effectively in and vote at the general meetings. 2023 AGM was held and conducted by electronic means in place of a physical meeting whereby alternative arrangements were put in place. Shareholders participated in the 2023 AGM through watching and/or listening to the proceedings of the 2023 AGM via live audio-visual webcast or live audio-only stream, submitting questions to the Company in advance of or live and online (in real time) during the 2023 AGM, and voting at the 2023 AGM live via electronic means or by submission of proxy form to authorise proxies to vote on their behalf.

Shareholders were, in advance, informed of relevant rules and procedures on the alternative arrangements of 2023 AGM. The Company received questions from Shareholders and the SIAS, in advance of 2023 AGM, and responses to all these questions have been published on the Singapore Exchange's and the Company's website prior to the closing for lodgement of proxy forms. No subsequent clarifications or follow-up questions were received from Shareholders and no real-time question were submitted by Shareholders at 2023 AGM.

At 2023 AGM, Shareholders were also informed of the procedures of submitting questions online via real-time communication facility as well as the steps of voting electronically through real-time voting system, before the start of the meeting. The Head of Investor Relations then presented the financial results and an overview of the business performance and financial positions of the Group for FY 2022 before proceeding with the business of the meeting.

Separate resolutions were proposed for substantially separate issues, so as the Shareholders were given the right to express their views and exercise their voting rights on each resolution separately. Detailed information on resolutions relating to directors seeking re-election and renewal of share buyback mandate was disclosed in the annual report of the Company for FY 2022 under the heading "Additional Information on Directors Seeking Re-election" and the appendix to notice of the 2023 AGM, respectively, and information on other resolutions was set out in the notice of the 2023 AGM. The 2023 AGM provided a real-time voting system through which the Shareholders, proxies or representatives who were participating at the meeting could vote live via electronic means. Every proxy form submitted before the cut-off time has been checked by Boardroom Corporate & Advisory

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Services Pte. Ltd., the Company's share registrar, which was also the polling agent of the 2023 AGM. The number of votes that the Chairman of the 2023 AGM or other proxies had been directed to cast on each motion, either for, against or abstain from voting, had been verified by DrewCorp Services Pte. Ltd., an independent service provider appointed as scrutineer for 2023 AGM. All resolutions of the 2023 AGM were put to vote by poll in line with Rule 730A of the Listing Manual and Regulation 58(A) of the Company's Constitution. In line with the Group's commitment towards conservation and preservation of natural resources for environmental sustainability, the Company has for many years discontinued the practice of mailing physical copies of its annual reports and circulars. The annual report for FY 2022 containing notice of the 2023 AGM, proxy form and form to request for printed copy of annual report and/or circular, together with the appendix to notice of the 2023 AGM have been made available on the Singapore Exchange's and the Company's websites, and Shareholders were able to send in their request to the Company to ask for a printed copy of the same to be delivered to them.

The 2024 AGM is convened and will be held in full physical mode. Details of the 2024 AGM, including date, time of commencement and venue of 2024 AGM, resolutions to be proposed at 2024 AGM, arrangements for participating in the meeting including in-person attendance, instructions on casting votes and proxy appointments, submission of questions in advance of the meeting, as well as availability of documents relating thereto, are set out in the notice of the 2024 AGM.

A Shareholder who is not a relevant intermediary (as defined in Section 181(6) of the Act) may appoint not more than two proxies to attend, speak and vote on such Shareholder's behalf at the general meeting. A Shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at general meetings pursuant to Section 181(1C) of the Act. Subject to the applicable written laws and regulations and the Company's Constitution, the Company may, at its sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Shareholders who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

Attendance at the General Meeting

All members of the Board including the Chairman and CEO, Executive Deputy Chairman, the executive directors and the independent non-executive directors together with the Vice President, Group Financial Controller, Head of Investor Relations and Company Secretary attended the 2023 AGM via video conferencing, while the representatives from the external auditors, the share registrar and polling agent, and the scrutineer participated in the 2023 AGM via live audio-visual webcast. The directors always strive to attend all general meetings of the Company and interact with Shareholders regularly.

Voting Results and Minutes of General Meetings

The voting outcome for each resolution was presented to the Shareholders in real-time at the 2023 AGM immediately after each resolution was put to vote. The voting outcomes of all resolutions, including the number of votes cast for and against each resolution with the respective percentages taken during the general meetings, were disclosed in accordance with the prescribed format pursuant to the Listing Manual via SGXNET on the same day of the meeting, and likewise published on the Company's website.

The Company Secretary prepares minutes recording the proceedings of the general meetings including, presentations by Management and if any, substantial and relevant comments or queries from Shareholders relating to the agenda of the general meetings and responses from the Board, Management and external auditors. Minutes of the 2023 AGM has been published via SGXNET and the Company's website according to the relevant requirements.

Dividend

In view that annual dividend shall be proposed by Management to the Board for consideration prior to any such declaration by the Board on an annual basis after taking into consideration the Group's business expansion and development plans, its financial performance, capital commitments, projected financial position and available resources as well as other relevant factors from time to time, it is in the interest of the Company not to formalise a dividend policy. However, the Company shall constantly review the changing business environment and regulatory requirements and where appropriate, to consider setting a dividend policy. Declaration of dividends if any, are clearly communicated to Shareholders and in the event where dividends are not recommended or declared, explanations are given to the Shareholders too. Such communications with Shareholders are made via SGXNET announcements. Considering uncertainty continues to exist in the PRC real estate sector arising from the continued

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volatilities in the global economy, and given that the Group reported a net loss for FY 2023, the Group will not declare or pay any dividend for FY 2023. Further information on the Company's past years' dividend payout is being made available on the Company's website at yanlord.listedcompany.com/dividend_policy_and_history.html.

Principle 12: Communication with Shareholders

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

The Board embraces openness and transparency in the conduct of the Company's affairs, whilst safeguarding its commercial interests. The Company has an in-house team of investor relations staff to actively engage and promote regular, effective and fair communication with Shareholders and investors. Shareholders may contact investor relations at Singapore and Hong Kong offices of the Group through the telephone numbers or email address set out on the Company's website at yanlordland.com/contact-us/.

In addition to disclosing relevant information of the Group via SGXNET, the Group participates in activities such as global investor conferences, analyst briefings and roadshows to solicit and understand the views of the Shareholders and investors, where relevant presentation materials are accessible on the Company's website at yanlord.listedcompany.com/conference.html. Executive directors and key management personnel are also present during the analyst briefings, where appropriate. For the benefit of Shareholders and investors, newsletters are also being made available on the Company's website at yanlord.listedcompany.com/newsletters.html. The Company has provided an email alert system whereby subscribers are notified of the SGXNET announcements published by the Company. A brief write-up of the Group's investor relations activities can be found under the heading "Operation Review" in Annual Report 2023.

Having considered the need of Shareholders and investors for information in the absence of quarterly financial results reporting, the Company has been engaging with the Shareholders and investors by voluntarily providing updates on the Group's performance through quarterly newsletters published on the Company's website. The Company will consider the need for other voluntary interim updates, taking into consideration its Shareholders' expectations, context of business environment and long-term business strategy. As part of the Company's ongoing efforts to improve investor relations, it will also continue to review, and where necessary, update its governance arrangements with stakeholders.

MANAGING STAKEHOLDERS RELATIONSHIPS

Principle 13: Engagement with Stakeholders

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

Appropriate Focus on Sustainability

Stakeholders are parties who may be affected by the Company's activities, or whose actions can affect the ability of the Company to conduct its activities. The Group recognises that the relationships with stakeholders may have an impact on the Group's long-term sustainability, and values long-term viability over short-term gains. The Group has been incorporating sustainability initiatives and goals in its strategies and operations, and believes that business success can be achieved through the integration of sustainability in its long-term strategies. The Group's four-tier sustainability governance structure that comprises the Board, RMSC, ESG Management Committee and ESG Task Force proactively assessing ESG risks, setting up strategies, policies and systems, implementation plans and key performance indicators as well as reviewing, monitoring and managing ESG related material topics and objectives on an ongoing basis.

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The Group prioritises the health and safety of its customers and considers their well-being at every stage of its operations when developing the properties. To safeguard the health and safety of its customers, the Group has instituted several policies with provisions to ensure that risks from non-compliance of regulations are mitigated. To improve the overall satisfaction of its customers, the Group also studies on the needs of its customers and incorporates these elements in designing and developing its properties, whilst privacy of the customers has been duly protected by adhering to the Privacy Policy of the Group which is being made available on the Company's website at yanlordland.com/privacy-policy/.

Recognising the need for balance between the commercial needs of its customers and environmental preservation, the Group continues to introduce environmental initiatives through developing eco-friendly developments as and where appropriate, and has adopted a green finance framework to intensify its efforts towards sustainability in its strategies and operations where the Group is committed to fund projects that will deliver positive environmental impacts. The green finance framework is being made available on the Company's website at yanlordland.com/green-finance-framework. While diversifying its development projects, the Group adopts a responsible approach towards the preservation of natural environment and historical heritage, if any, on and around the construction site. The Group is dedicated to safeguarding its employees' welfare and improving their workplace competencies. It has been abiding by the manpower laws of local cities, among others, to secure the welfare, health and safety of its employees in respective countries in which the Group has a presence throughout the year. The Group also increases its efforts to instil a mind-set that prioritises workplace safety and enforces health and safety policies to create a safe workplace culture. Having noted that its operations not only impact its business performance but the local communities, the Group further extends its social responsibilities to include donations to certain non-profit organisations and involve in special needs and underprivileged communities.

Apart from integrating sustainability in its own operations, the Group has extended its pledge to sustainable business practice across its value chain. Business partners are encouraged to be socially and environmentally responsible in their dealings, for instance, vendors and suppliers are required to undertake to deliver high-quality products and services to the Group, whilst complying with the relevant rules and regulations and promising their commitment and efforts towards an anti-corruption and anti-bribery business environment in line with the Group's code of business conduct which advocates zero-tolerance stance against bribery and corruption.

To ensure a sustainable and steady growth and development, in addition to fulfilling its obligations under financial covenants, the Group has been adopting prudent financial strategy with close monitoring of its capital management and always strives to maintain its financial position at a healthy level, which is also a testament to the Group's effort in maintaining the confidence of investors, creditors and market as well as in assuring the stakeholders including creditors on how their interests are being taken care of and protected by the Group. In addition, by diversifying its funding sources to include loans and notes financing, the Group is able to improve its financial flexibility, optimise its capital structure, minimise financing costs and reduce extensive exposure to one single creditor. The Group also monitors and maintains a healthy amount of cash and cash equivalents and enough standby credit lines. Above all these, the key is to have a solid business plan and competent execution to make sure consistent and sustainable business development and growth.

The Group's approach in managing issues relating to ESG and sustainability in FY 2023 is summarised in Annual Report 2023 under heading "Sustainability Highlights". The sustainability reports covering the sustainability performance, activities and initiatives of the Group explain on how the Group met its responsibilities to its material stakeholders, are published on the Singapore Exchange's website at sgx.com/securities/annual-reports-related-documents and the Company's website at yanlordland.com/sustainability/. If required, stakeholders may contact (i) the Company through the telephone numbers or email address set out on the Company's website at yanlordland.com/contact-us/, (ii) the internal auditors through the email address or mailing address set out in the Company's Whistleblowing Policy, (iii) the lead independent director through correspondence sent to the Company with attention to the lead independent director, (iv) the data protection officer of the Group through the email address at data.protection@yanlord.com.sg, or (v) the investor relations through the email address at contact@yanlord.com.sg.

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OTHER CORPORATE GOVERNANCE MATTERS

Core Value

The Group embraces its corporate philosophy of “developing land with devotion, building quality accommodation with passion 《善待土地 用心造好房》” and advocates, throughout the Group, a core value of “managing with benevolence and integrity, achieving perpetuity through perseverance 《仁信治业 持之以恒》”. The Group has in place a code of business conduct with relevant policies and practices that inculcates a clean corporate culture such that the Group shall conduct its business with integrity and in socially responsible, ethical and honest manners with zero-tolerance stance against bribery and corruption. The code of business conduct is being made available on the Company’s website at yanlordland.com/corporate-governance/.

Dealings in Securities

The Company has adopted a Securities Dealing Policy to provide guidance for the Company and officers of the Group in relation to the dealings in securities of the Company and the strict compliance of applicable law on insider trading when dealing with securities of the Company as well as securities of other listed companies. Under the Securities Dealing Policy, the Company as well as officers of the Group are prohibited from dealing in the Company’s securities one month prior to the announcement of the Company’s half year and full year financial statements (if the Company does not announce its quarterly financial statements), or two weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company’s full year financial statements (if the Company announces its quarterly financial statements, whether required by the SGX-ST or otherwise), and are also prohibited from dealing in the Company’s securities on short-term considerations and/or when in possession or having access to unpublished inside information. The restriction on dealing further extends to the issue of securities, or the purchase or acquisition of shares pursuant to the Company’s share buyback mandate, by the Company. Prior to the commencement of each relevant blackout period, notifications together with the Securities Dealing Policy are disseminated to all officers of the Group (including directors), whether in Singapore or elsewhere, informing them of the specific dates during which they are prohibited from dealings. During the blackout periods, the Company does not meet or communicate with the investing community to avoid any selective disclosure. The officers of the Group are also reminded of the requirements of Singapore’s securities laws and be mindful of the law on insider trading. All directors (including the Chairman and CEO who is also a director) are required to notify the Company of their dealings in the securities of the Company or its related corporations, and notification forms on dealings in the Company’s securities will be released via SGXNET, within the stipulated timeline in accordance with the requirements of the Securities and Futures Act 2001 of Singapore. In addition, the Company also maintains lists of persons who are privy to price-sensitive or trade-sensitive information relating to the Group as and when circumstances require such lists to be maintained.