BANYAN TREE
GROUP

A REGENERATIVE — ECOSYSTEM

BANYAN TREE HOLDINGS LIMITED | ANNUAL REPORT 2021

We aspire to build globally recognised brands which, by creating exceptional experiences for our guests, instilling pride and integrity in our associates, and enhancing both the physical and human environment in which we operate, deliver attractive returns to our shareholders.

For latest news and information about Banyan Tree Holdings Limited visit banyantree.com

Cover image: Buahan, a Banyan Tree Escape, Indonesia

BANYAN TREE GROUP

A REGENERATIVE — ECOSYSTEM

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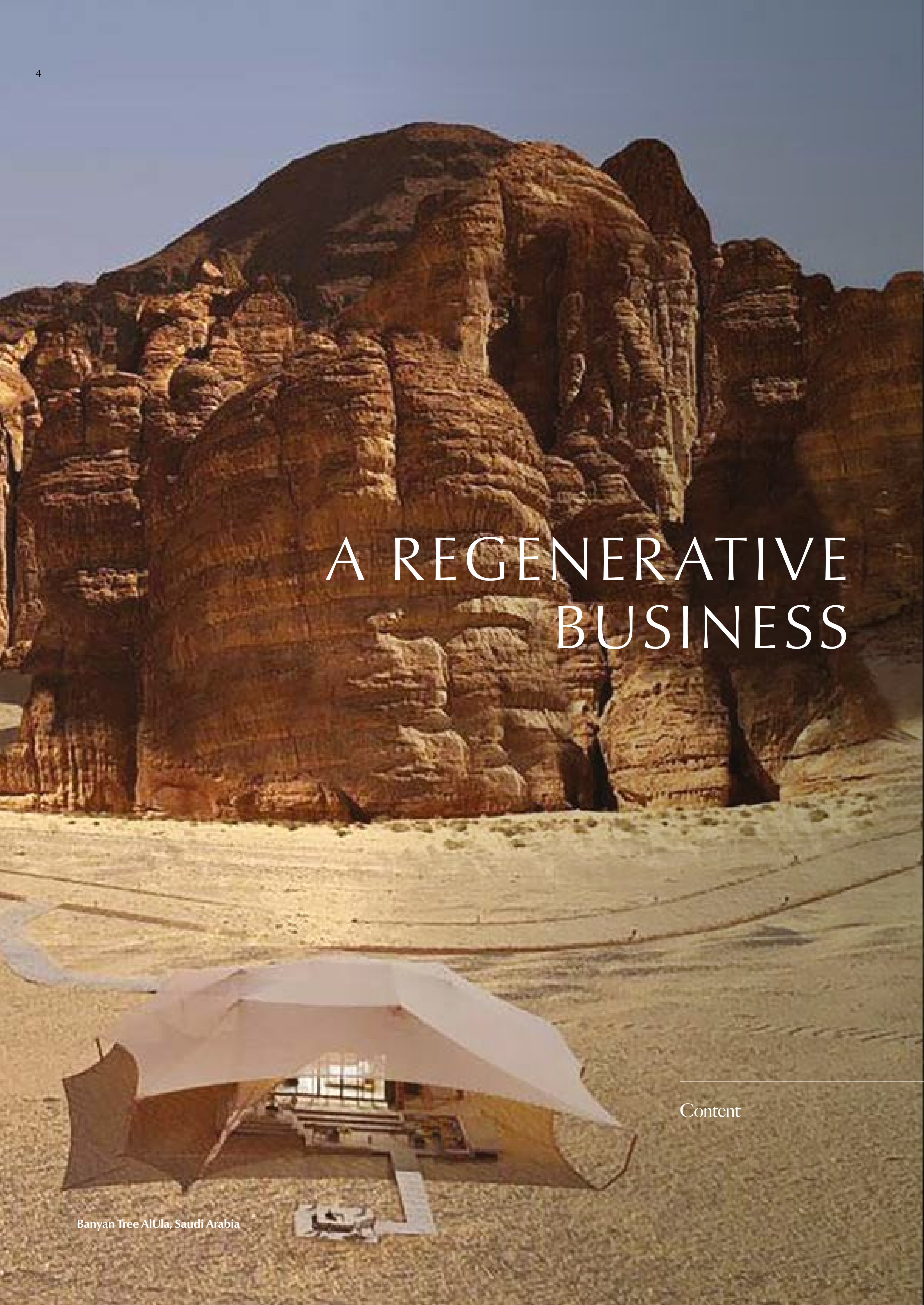
OUR STORY

FINANCIAL STATEMENTS



Banyan Tree AlUla, Saudi Arabia

Banyan Tree Cabo Marqués, Mexico

A REGENERATIVE BUSINESS FOR THE GREATER GOOD

Content

AGILITY IN A TIME OF COVID

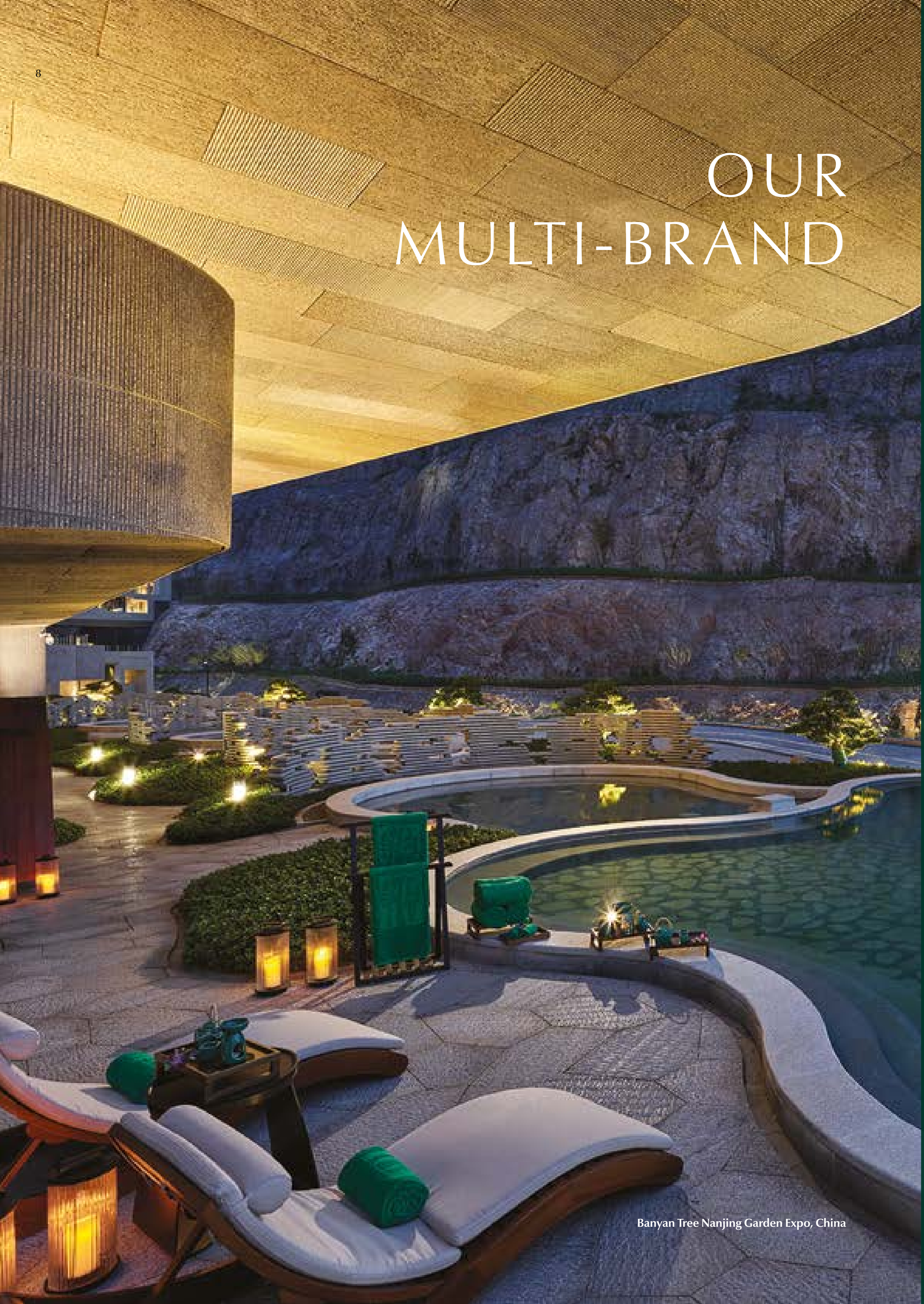
Banyan Tree Puebla, Mexico

As the pandemic persisted through 2021, Banyan Tree Group proceeded to implement measures that assured the safety of guests and associates, maintained the financial stability of the Group, and enhanced our agility at both the organisational and operational levels.

These strategies, along with the rollout of vaccines and the beginning of border reopenings, led us to a turning point in the third quarter of 2021, with the Group's first reported marginal operating profit since the start of the pandemic. Group-wide Hotel REVPAR grew by 23% for the full year versus 2020, heralding the start of what we expect to be a sustainable recovery.

Our response to COVID-19 has created competitive advantages that will benefit Banyan Tree Group long beyond the pandemic. With greater brand offerings, an efficient organisational structure, and a drive to digital enablement, we now have greater agility to respond as market dynamics change. This foundation generates positive momentum for the rebound ahead.

OUR MULTI-BRAND ECOSYSTEM



Banyan Tree Nanjing Garden Expo, China

Originating from a single resort in Thailand 27 years ago, Banyan Tree Group has grown into one of the world's leading independent hospitality groups offering exceptional, design-led experiences. With a portfolio of hotels, resorts, spas, galleries, golf courses and residences spanning 23 countries, the Group enjoys a diversified revenue stream that contributes to its resilience during challenging times. In addition, our multi-brand ecosystem caters to a variety of markets and consumer need-states.

2021 saw us launch five exciting new brands. Banyan Tree Escape, Banyan Tree Veya, Garrya, Homm and Folio join the well-established Banyan Tree, Angsana, Cassia, Dhawa and Laguna in our award-winning multi-brand ecosystem.

As extensions of the Group's flagship brand, Banyan Tree Escape and Banyan Tree Veya offer luxurious stays revolving around nature and wellbeing respectively. Garrya, which debuted in China, features upscale havens with modern, minimalist designs. Homm appeals to travellers seeking a home away from home while exploring diverse destinations, the first of which opened in Thailand. At the micro-hotel end of the spectrum, Folio combines convenience with eco-friendly elegance. While they are well-differentiated, all ten brands offer purposeful, healthful travel experiences that connect guests with nature.

OUR GLOBAL PORTFOLIO

Resorts/Hotels Spas

23
Countries

2,921
Awards Won to Date

55
Resorts/Hotels

63
Spas

64
Galleries

7,970
Room Keys

North America

6 3

Cuba
2

Mexico
4 3

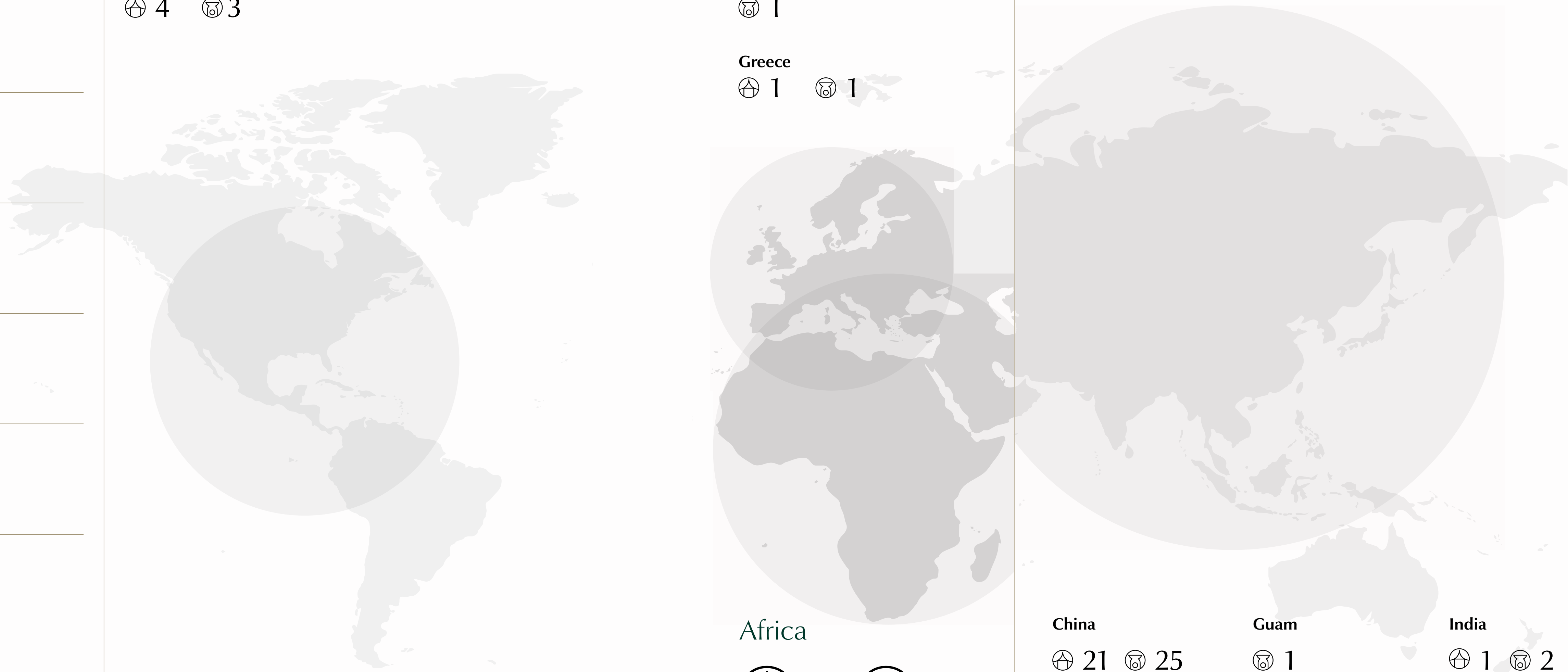
Europe

1 4

Ireland
2

Portugal
1

Greece
1 1



Africa

3 4

Mauritius
1 1

Morocco
2 2

South Africa
1

Asia

45 52

China
21 25

Guam
1

India
1 2

Indonesia
3 2

Japan
1

Kuwait
1

Laos
1 1

Malaysia
3 3

Maldives
3 3

Qatar
1 2

Singapore
1

South Korea
1 1

Sri Lanka
1

Thailand
9 6

Vietnam
2 2

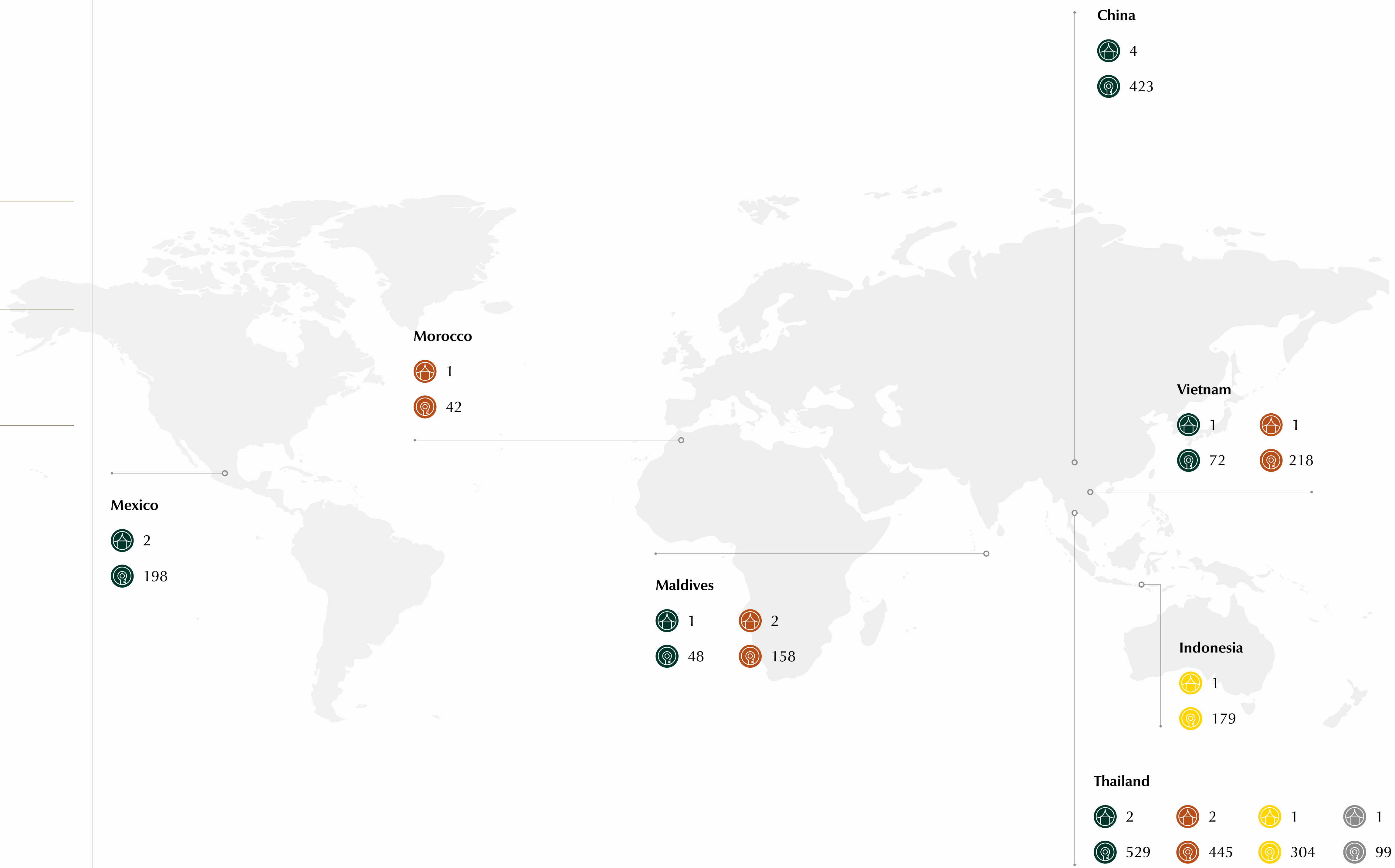
OUR PORTFOLIO
EXISTING RESORTS
With equity interest

Resorts/Hotels Room keys

Brand	Resorts/Hotels	Room keys
BANYAN TREE	10	1,270
ANGSANA	6	863
CASSIA	2	483
OTHERS	1	99

19
Total No. of Resorts/Hotels with equity interest

2,715
Total No. of Keys for Resorts/Hotels with equity interest



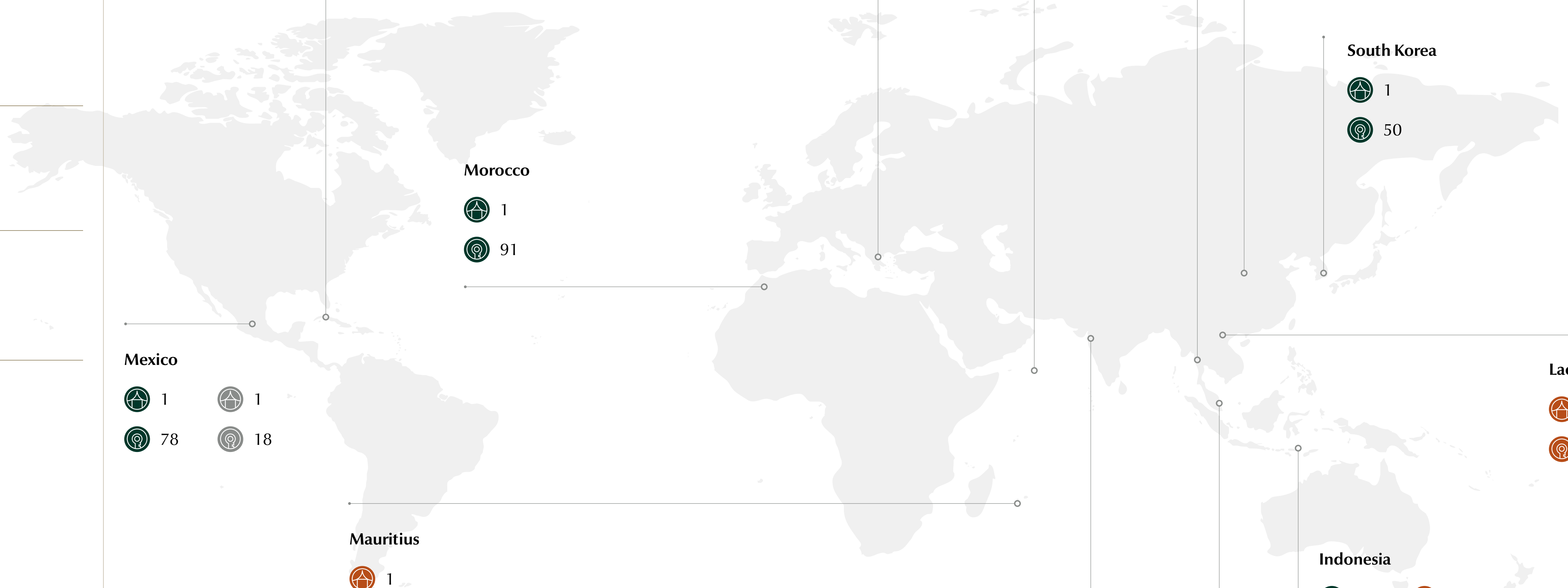
OUR PORTFOLIO
EXISTING RESORTS
Without equity interest

Resorts/Hotels | Room keys

Brand	Resorts/Hotels	Room keys
BANYAN TREE	18	1,849
ANGSANA	11	1,999
DHAWA	2	707
GARRYA	2	286
HOMM	1	71
OTHERS	2	343

36
Total No. of Resorts/Hotels without equity interest

5,255
Total No. of Keys for Resorts/Hotels without equity interest



Thailand	2	160
	1	71
Cuba	1	252
	1	516
Greece	1	192
Qatar	1	77
China	10	1269
	4	1052
	1	191
	2	286
South Korea	1	50
Morocco	1	91
Mexico	1	78
	1	18
Laos	1	24
Mauritius	1	55
Indonesia	1	69
	1	109
India	1	79
Malaysia	1	55
	1	236
	1	325

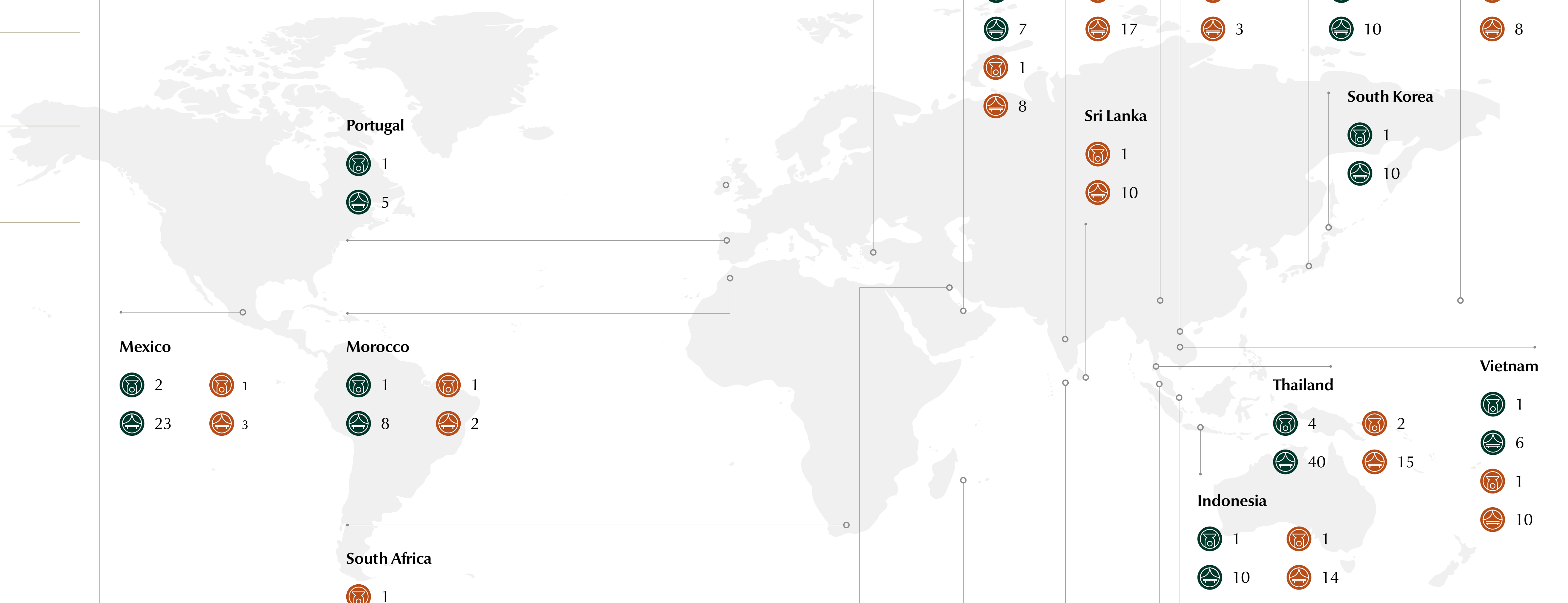
OUR PORTFOLIO
EXISTING SPAS

Spas | Treatment Rooms

	Spas	Treatment Rooms
BANYAN TREE	30	242
ANGSANA	31	235
ELEMENTS SPA BY BANYAN TREE	1	8
CHILL CHILL	1	8

63
Total No. of Spas

493
Total No. of Treatment Rooms



Ireland
2
11

Greece
1
13

China
14 | 11
103 | 83

Qatar
1
7
1
8

India
2
17

Laos
1
3

Japan
1
10

Guam
1
8

South Korea
1
10

Sri Lanka
1
10

Portugal
1
5

Mexico
2 | 1
23 | 3

Morocco
1 | 1
8 | 2

Thailand
4 | 2
40 | 15

Vietnam
1
6
1
10

Indonesia
1 | 1
10 | 14

South Africa
1
10

Singapore
1
13

Maldives
1
3
2
18

Kuwait
1
8

Mauritius
1
6

Malaysia
1 | 1 | 1
4 | 4 | 8

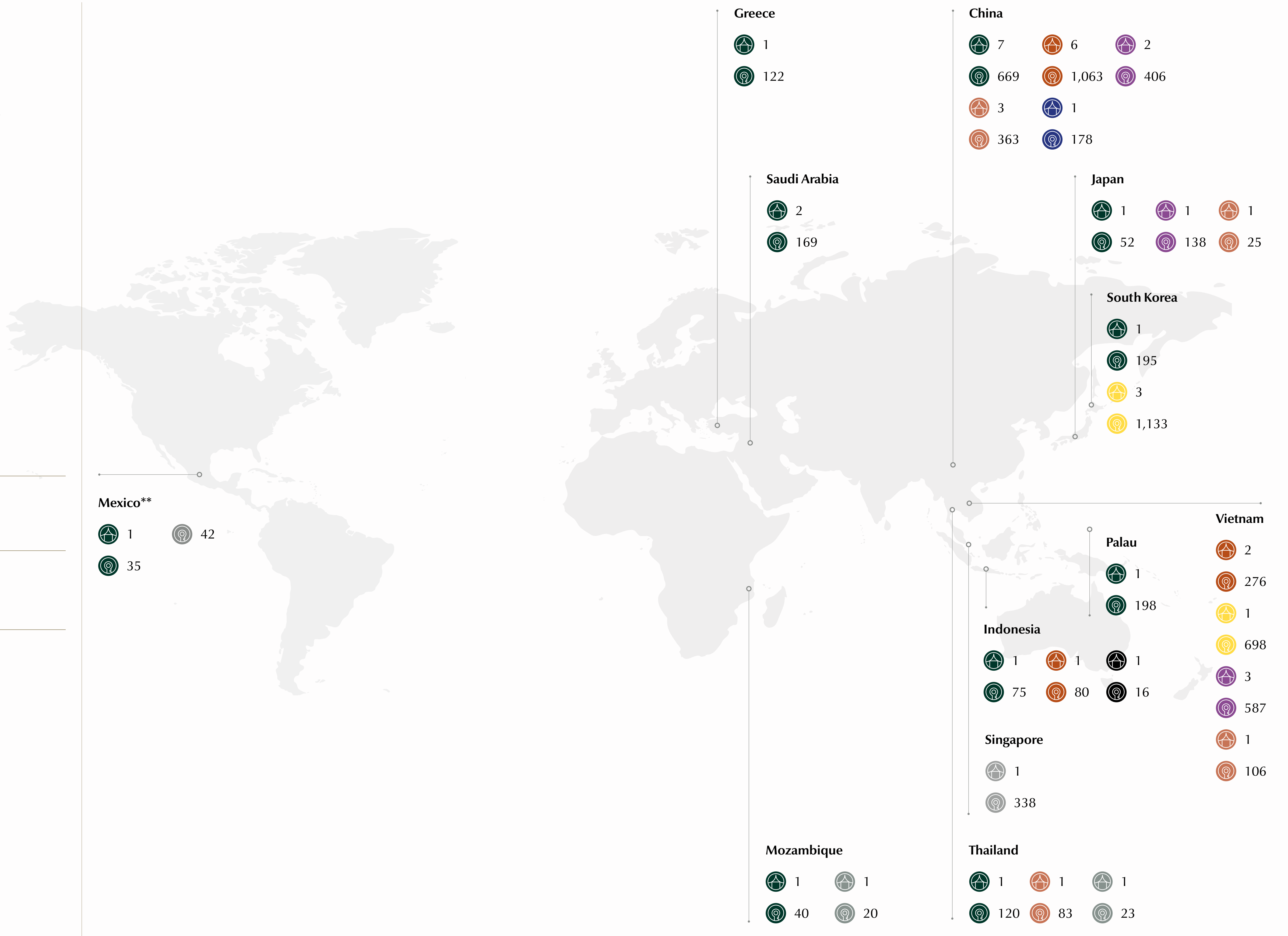
OUR PORTFOLIO
RESORTS IN THE PIPELINE*

Resorts/Hotels   Room keys

Brand	Resorts/Hotels	Room keys
BANYAN TREE	17	1,675
ANGSANA	9	1,419
CASSIA	4	1,831
DHAWA	6	1,131
	1	16
GARRYA	6	577
HOMM	1	178
BANYAN TREE veya	2	43
OTHERS	1	380

47
Total No. of Resorts/Hotels

7,250
Total No. of Keys



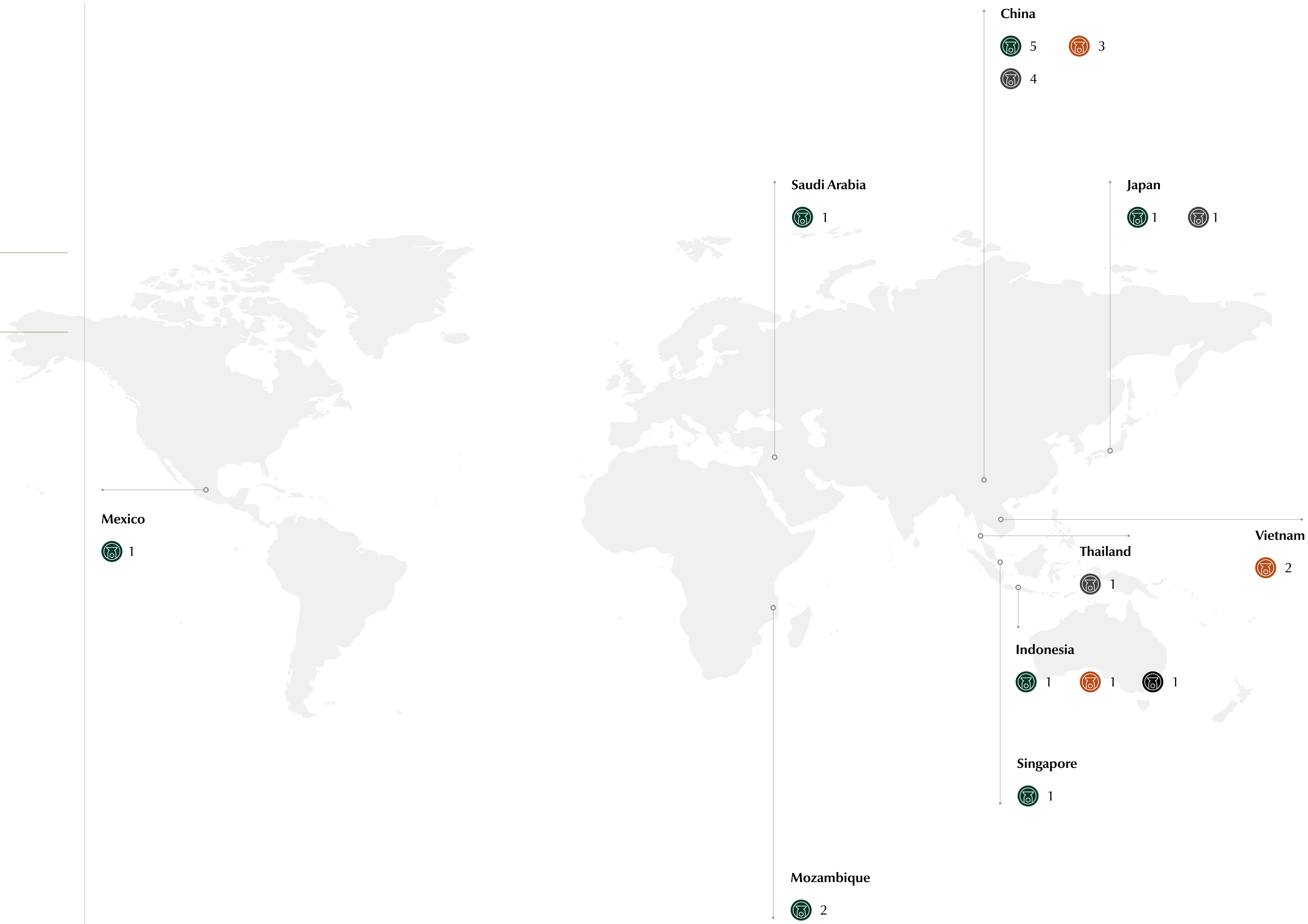
* as at 31 December 2021
** includes expansion with new keys

OUR PORTFOLIO
SPAS IN THE PIPELINE*

Spas

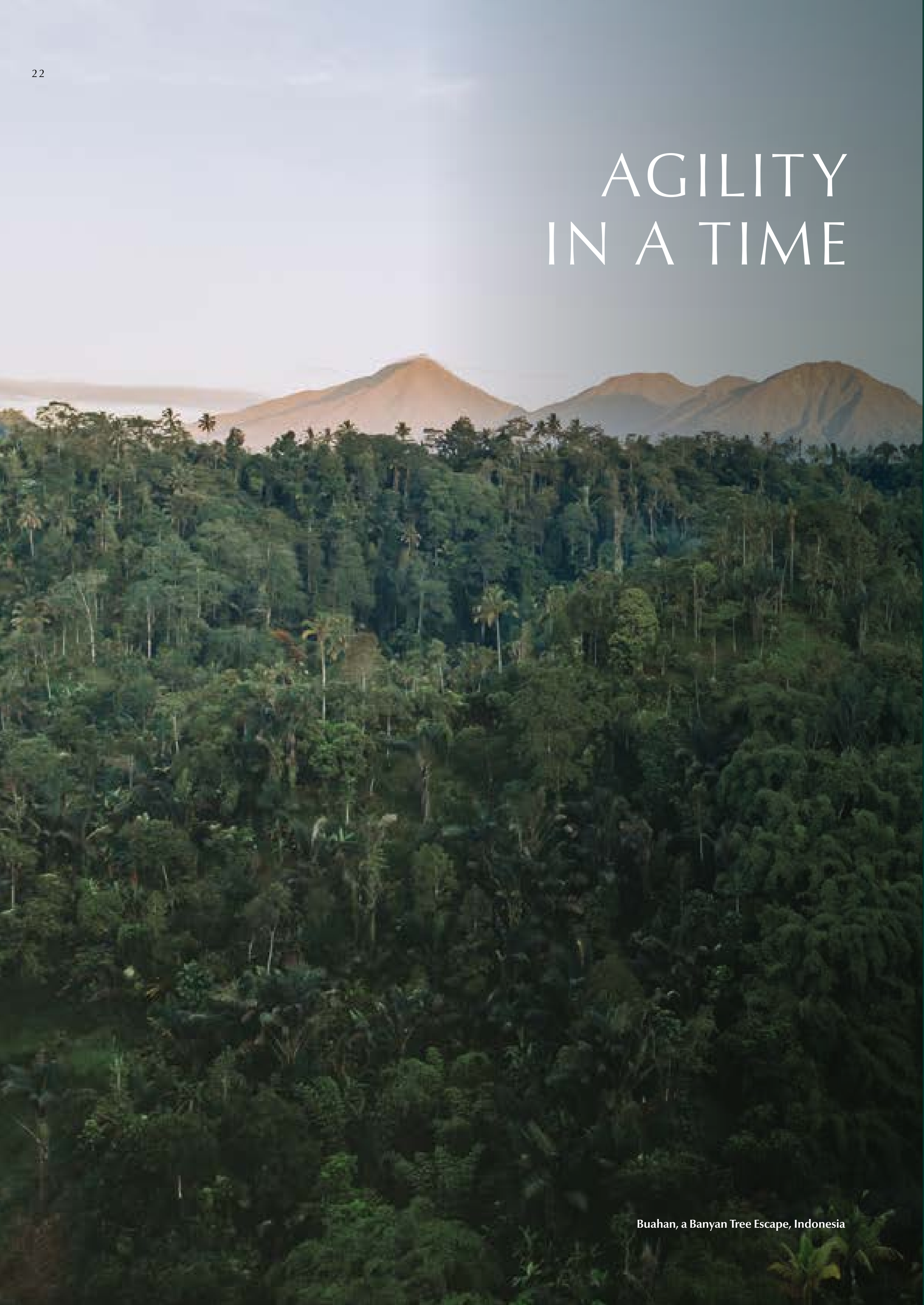
BANYAN TREE	12	ANGSANA	6
	1	8LEMENTS SPAS	6

25
Total No. of New Spas



* as at 31 December 2021

AGILITY IN A TIME OF CHANGE: COMMON IMPERATIVES



Buahan, a Banyan Tree Escape, Indonesia

Since the onset of the pandemic, we have succeeded in mitigating its impact across Banyan Tree Group. With financial stability and improved business performance, we are taking advantage of this crisis to pursue value creation and opportunities in these common imperatives.

With 47 new hotels in the pipeline, we are growing our footprint in new markets while leveraging and deepening our competitive edge in the area of purposeful travel and wellbeing. This value proposition forms the foundation towards enhancing customer profitability across all our brands.

Our customer-centric, digital drive to strengthen our direct channels and touchpoints continues, to provide our guests with ease and exceptional experience in this new normal of travel. Our commitment to service excellence both online and offline continues with a stringent focus on quality in all aspects. At the same time, we are prioritising the health and safety of both associates and guests as business returns.

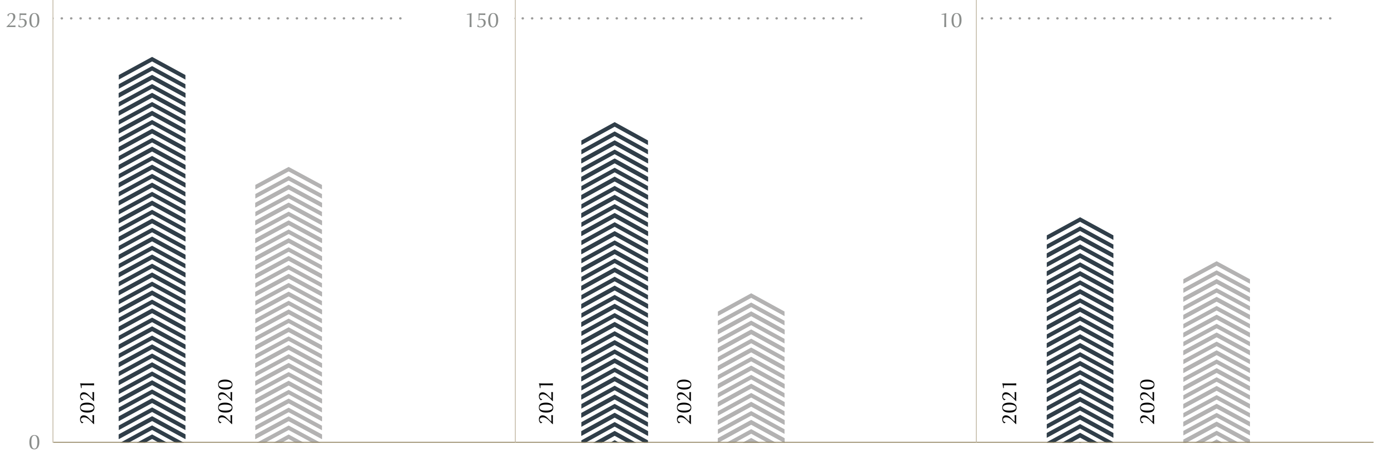
Meanwhile, we are increasing engagement with external partners to support positive change worldwide. These include our first eight Greater Good Grants for NGOs to execute projects benefitting nature and communities, developing new policies for tracking sustainability events and impact, and exploring renewable energy and solar power equipment for future properties.

Banyan Tree Group's mission is to be a regenerative business that partners and benefits all stakeholders, and sustainability stewardship is embedded in all we do. With exciting new brands, sound financials, enhanced digital capabilities and a flexible, effective organisation structure, we are ready to build back better.

A RESILIENT PORTFOLIO

Key Figures

Group Revenue	Cash and Cash Equivalents	Core Operating Profit[1]
2021	2021	2021
S$221.2m	S$112.3m	S$5.3m
2020 **S$157.8m**	2020 **S$51.3m**	2020 **S$4.3m**



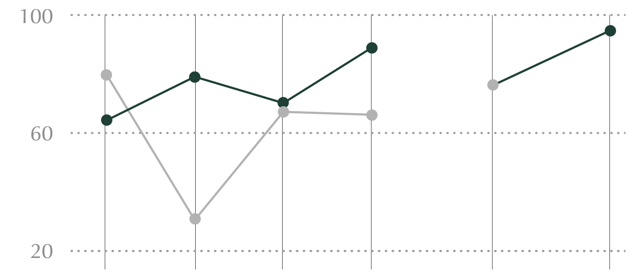
Five-Year Financial Highlights

	2017 S$m	2018 S$m	2019 S$m	2020 S$m	**2021 S$m**
Revenue	317.5	329.0	347.0	157.8	**221.2**
Core Operating Profit[1]	38.8	45.5	65.1	4.3	**5.3**
Operating Profit/(Loss)	74.7	83.1	56.2	-35.1	**4.5**
Profit/(Loss) before tax (PBT)	22.7	25.0	14.0	-94.6	**-51.8**
Profit/(Loss) after tax (PAT)	14.9	14.4	2.5	-102.5	**-61.3**
Profit/(Loss) after tax & minority interests (PATMI)	12.9	13.5	0.7	-95.8	**-55.2**
Operating Profit/(Loss) Margin	24%	25%	16%	-22%	**2%**
Per share ($)					
• Basic earnings	0.017	0.016	0.001	-0.114	**-0.065**
• Diluted earnings	0.016	0.015	0.001	-0.114	**-0.065**
• Net assets	0.924	0.858	0.890	0.746	**0.627**
Net debt equity ratio	0.52	0.47	0.57	0.72	**0.59**
Net Assets	777.5	719.8	747.4	627.6	**538.1**

Biannual Highlights

RevPAR[2] (Same Store[3])

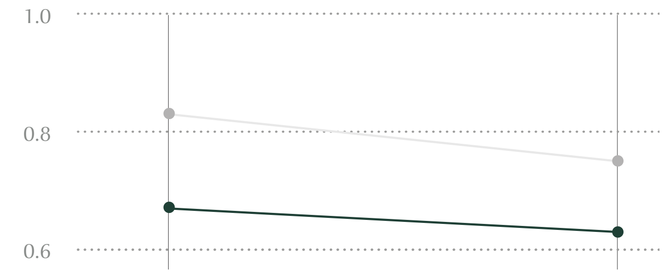
(US$)



	Q1	Q2	Q3	Q4	FY20	FY21
2021	64	79	70	89		76
2020	80	30	67	66		62

Net Asset Value per Share

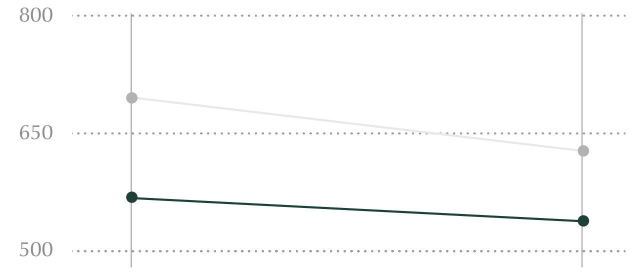
(S$)



	H1	H2
2021	0.67	0.63
2020	0.83	0.75

Net Assets

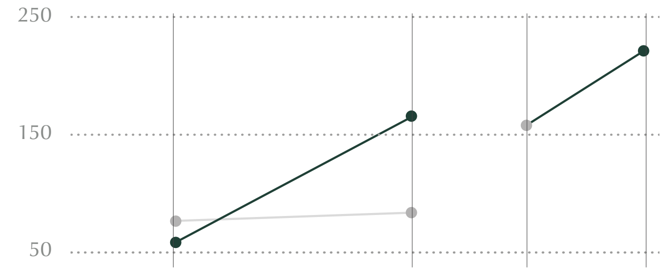
(S$ million)



	H1	H2
2021	567.6	538.1
2020	695.6	627.6

Revenue

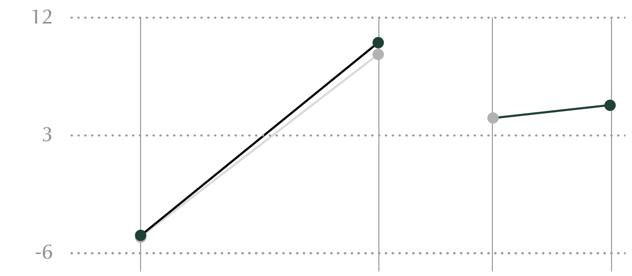
(S$ million)



	H1	H2	FY20	FY21
2021	56.5	164.7		221.2
2020	75.4	82.5		157.8

Core Operating Profit/(Loss)[1]

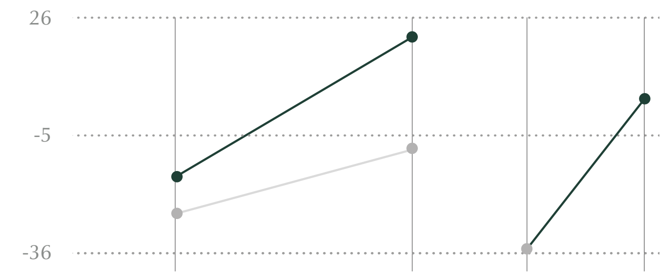
(S$ million)



	H1	H2	FY20	FY21
2021	-4.8	10.1		5.3
2020	-4.9	9.2		4.3

Operating Profit/(Loss)[4]

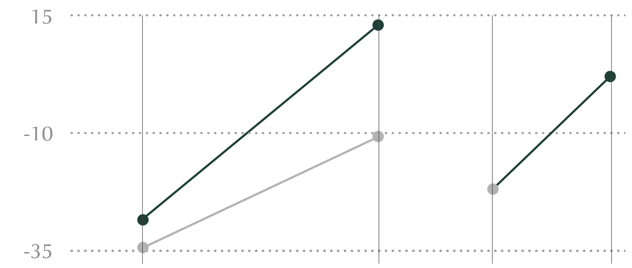
(S$ million)



	H1	H2	FY20	FY21
2021	-16.4	20.9		4.5
2020	-26.1	-9.0		-35.1

Operating Profit/(Loss) Margin

(%)



	H1	H2	FY20	FY21
2021	-29%	13%		2%
2020	-35%	-11%		-22%

1 Refers to Operating Profit/(Loss) excluding one-off gains or losses. This is an alternative financial measurement and do not have a standardised meaning prescribed by International Financial Reporting Standards.
2 RevPAR denotes revenue per available room.
3 Same Store concept excludes all new resorts opened in the past two years as they take on average two years to stabilise.
4 Refers to Earnings before interests, taxes, depreciation and amortisation ("EBITDA").

OUR BUSINESS IN BRIEF

Revenue Figures

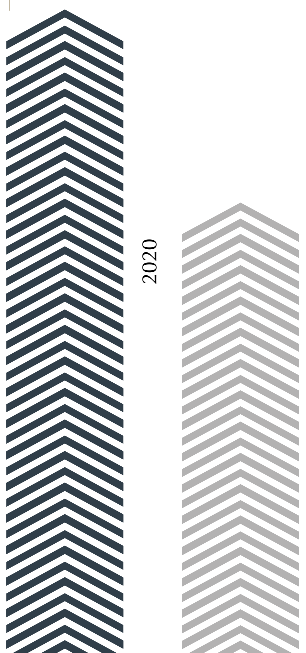
	2021 S$'m	2021 %	2020 S$'m	2020 %
Group	**221.2**	**100%**	157.8	100%
Hotel Investments	**59.5**	**27%**	62.2	39%
Branded Residences and Extended Stay	**122.8**	**56%**	69.4	44%
Fee-based	**38.9**	**17%**	26.2	17%
Hotel Investments	**59.5**	**100%**	62.2	100%
- Thailand	**21.9**	**37%**	44.2	71%
- Indian Ocean	**37.1**	**62%**	17.0	27%
- Others	**0.5**	**1%**	1.0	2%
Branded Residences and Extended Stay	**122.8**	**100%**	69.4	100%
- Hotel Residences	**22.3**	**18%**	58.7	85%
- Laguna Residences and Extended Stay	**8.2**	**7%**	10.7	15%
- Development Site Sales	**92.3**	**75%**	–	–
Fee-based	**38.9**	**100%**	26.2	100%
- Hotel/Fund/Club Management	**24.9**	**64%**	10.0	38%
- Spa/Gallery Operations	**6.5**	**17%**	7.9	30%
- Design and Other Services	**7.5**	**19%**	8.3	32%

Group Revenue

2021

S$221.2m

2020 **S$157.8m**



Banyan Tree Group ("Banyan Tree Holdings Limited and its subsidiaries" or the "Group") is one of the world's leading independent, multi-brand hospitality groups centred on stewardship and wellbeing while offering exceptional, design-led experiences for the global travellers of today and tomorrow.

The Group's diversified portfolio of hotels, resorts, spas, galleries, golf and residences is centred around an ecosystem of 10 global brands, including the award-winning Banyan Tree, Angsana, Cassia, Dhawa and Laguna, as well as the highly anticipated new brands of Homm, Garrya, Folio and two new Banyan Tree brand extensions, Banyan Tree Escape and Banyan Tree Veya.

Founded in 1994 on the core concept of sustainability, Banyan Tree Group seeks to create long-term value for all stakeholders and destinations across its network of properties, products and brands, through a purpose-driven mission. With approximately 8,200 associates across 23 countries, Banyan Tree Management Academy (BTMA) was established in 2008 to support the Group's goals through advancing people development, management excellence, and learning with integrity and meaning.

Banyan Tree Puebla, Mexico


Buahan, a Banyan Tree Escape, Indonesia

Our organisation today is leaner and more responsive than it was at the onset of the COVID-19 pandemic. As events rapidly unfolded, we restructured internally to provide greater autonomy at the operating cluster levels. In addition, we developed our digital platforms and talents across the Group, not only to increase direct bookings but also to facilitate our digital transformation. The proportion of revenue contribution from direct channels of Brand.com, social and central reservations increased by 54% in 2021 as compared to pre-COVID, in 2019.

Innovative campaigns kept our brands at the forefront of travellers' minds and boosted turnover. The Group's Earth Day Campaign in April 2021 generated over US$1 million in revenue and financed the planting of 5,150 trees through EARTHDAY.ORG's reforestation programme, contributing to carbon reduction in line with the United Nations Sustainable Development Goals (SDGs).

Meanwhile, Habitat, continued to be a mainstay evergreen product. Offering flexibility for extended stays that let guests work remotely with a change of scene or spend a stretch of time with family, it received a strong response in 2021.

To mark our 27th Anniversary, we invited travellers to "Rediscover the World" with exclusive upsized packages offering various experiential add-ons. This successful campaign generated a solid 486% return on investment. A regionalised execution of "The First Trip" campaign also enabled properties to be agile in their market reopening plans while capitalising on Group-level communications.

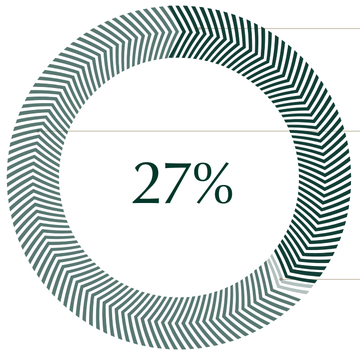
As we entered a phase of regenerative growth, the Group expanded its multi-brand ecosystem in 2021 with the launch of new brands Garrya, Homm and Folio. Like our more established brands, they are underpinned by a commitment to our proprietary "Stay for Good" framework.

Corporate branding at the Group level continued to strengthen in 2021 as a result of these initiatives. We enjoyed an increase in share of voice as compared to the previous year, whereby brand association with wellbeing and sustainability increased by about 10% and 30% respectively. While Banyan Tree Group expands its global footprint, it remains committed in its stewardship of environmental protection and community development through the Banyan Tree Global Foundation (BTGF).

As we entered a phase of regenerative growth, the Group expanded its multi-brand ecosystem in 2021 with the launch of new brands Garrya, Homm and Folio.

Hotel Investments

We own and manage hotels under our Banyan Tree, Angsana and Cassia brands.



Thailand
37%

Indian Ocean
62%

Others
1%

We owned 11 hotels, comprising over 1,800 keys. As at 31 December 2021, revenue from our Hotel Investments came from Thailand (37%), Indian Ocean (62%) and Others (1%).


Banyan Tree Veya Phuket, Thailand

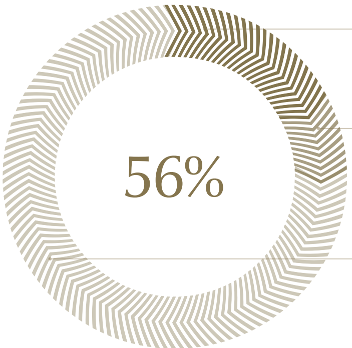

Cassia Bintan, Indonesia

Revenue Contibution

Hotel Investment	Branded Residences and Extended Stay
S$59.5m	S$122.8m

Branded Residences and Extended Stay

This segment consists of sales of Hotel Residences, Laguna Residences and Extended Stay, and Development Site Sales.



Hotel Residences
18%

Laguna Residences and Extended Stay
7%

Development Site Sales
75%

Hotel Residences
Our Hotel Residences business comprises the sale of villas or apartments to investors under a leaseback scheme. Such residences, which are part of our hotel operations, are currently available in China, Indonesia, Mexico, Thailand and Vietnam.

Laguna Residences and Extended Stay
Laguna Residences and Extended Stay refer to sales of townhomes, bungalows and apartments that are within the vicinity of our resorts but are not part of our hotel operations. Laguna properties are currently available for sale in Thailand and Vietnam.

Development Site Sales
Development site sales relate to sales of sites that may be undeveloped, fully developed or partially developed with infrastructure.


Angsana Residence Teluk Bahang Penang, Malaysia


Banyan Tree Spa Krabi, Thailand

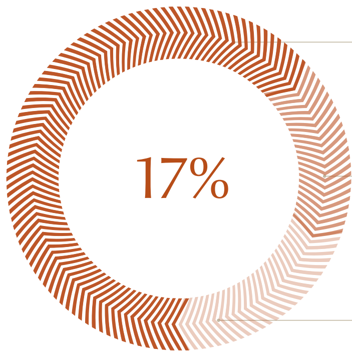
Fee-based

Our Fee-based business comprises hotel, fund and club management, spa and gallery operations, and design and other services. We manage 44 resorts and hotels, and operate 63 spas, 64 gallery outlets and three golf courses.

Hotel, Fund and Club Management
Besides managing hotels for other owners, we manage an asset-backed destination club and a private equity fund. In addition, the Group derives royalties from the sale of properties in which we hold a minority or no interest.

Spa and Gallery Operations
We pioneered the tropical garden spa concept and manage spas within our own resorts as well as resorts owned by other operators. The Group's retail arm, Banyan Tree Gallery, supports indigenous artistry and the livelihoods of village artisans. In 2017, we re-launched our signature range of natural, responsibly sourced Banyan Tree Essentials body and aromatherapy products, curated after an 18-month journey to ensure sustainability values are embedded throughout the product cycle.

Design and Other Services
We receive fees for design services and income from operating golf clubs. Most of our resorts are planned and designed by our experienced in-house division.



Hotel, Fund and Club Management
64%

Spa and Gallery Operations
17%

Design and Other Services
19%

Revenue Contibution

Fee-based

S$38.9m

TAKING STOCK

Banyan Tree Nanjing Garden Expo, China

Buahan, a Banyan Tree Escape, Indonesia

Content

BUSINESS REVIEW

Hotel Investments

Banyan Tree Group has selectively maintained assets in stronghold markets, such as Thailand, where we are well-poised to unlock value from our resorts and hotels through an end-to-end developer-operator model.

Revenue from our Hotel Investments declined by S$2.7 million from S$62.2 million in 2020 to S$59.5 million in 2021, mainly due to the impact of COVID-19. Among Group-owned hotels, only those in the Maldives registered improved occupancies as the country has remained open since July 2020.

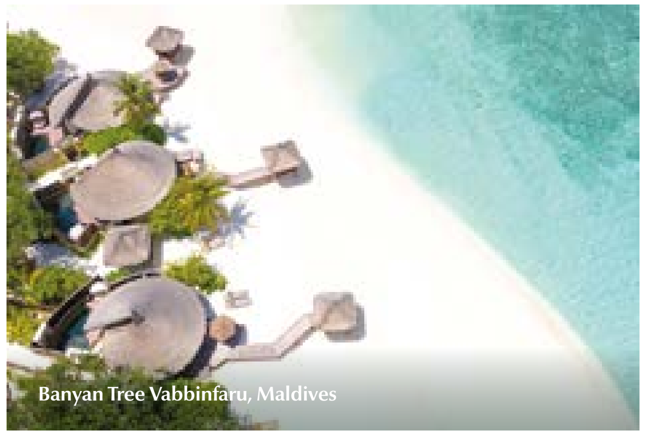
Operating Loss increased by S$4.1 million in 2021, resulting in a loss of S$18.4 million, largely due to lower revenue.

Thailand
For the full year, our hotels in Thailand posted combined revenue of S$21.9 million, a decrease of 50% from S$44.2 million year-on-year. However, business began to pick up from late 2021.

In the second half of 2021, Phuket welcomed an influx of arrivals from the UK, Europe and US as the Phuket Sandbox scheme began permitting vaccinated travellers to enter without quarantine. The introduction of the Test and Go programme in November offered more flexibility to travel between Phuket and other parts of Thailand. This helped push occupancies well above 50%, enabling a strong high season production.

To drive hotel performance and maximise resources among our Thai properties, we established an offsite sales and marketing office in Bangkok. A coordinated series of campaigns and promotions succeeded in attracting domestic travellers, who accounted for half of room sales at our Phuket hotels, up from 4% in 2019. These efforts helped to raise occupancy at Angsana Laguna Phuket.

WORLDTIGO Dining Journey at Banyan Tree Bangkok, Thailand


Banyan Tree Vabbinfaru, Maldives

Like the Phuket hotels, Banyan Tree Bangkok owed the bulk of its business during the year to the domestic market. The sales and marketing team leveraged the hotel's reputation as one of the best dining destinations in Bangkok to attract locals with spa and dining staycations packages. Worldtigo, an interactive digital dining experience launched in December, was fully booked. As a result of such initiatives, food and beverage sales contributed more than half of the hotel's revenue for the year.

In addition to numerous awards, Banyan Tree Bangkok has earned the prestigious designation of official hotel for APEC 2022. Leaders of APEC countries will stay at the hotel during the Senior Officials' Meeting in November.

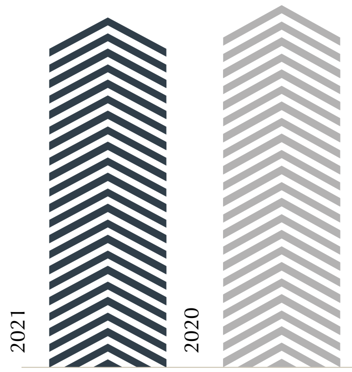
We will continue targeting the local market to build a diversified customer base that avoids over-reliance on international tourists.

Maldives
Our Maldives resorts recorded revenue of S$37.1 million, up 118% from 2020. All three resorts posted significant revenue growth in 2021 supported by easing of travel restrictions and increased airlift into the Maldives. Russia was the top source market for Banyan Tree Vabbinfaru and Angsana Ihuru, while Great Britain led room volume for Angsana Velavaru.

Indonesia
Revenue from our hotels in Bintan, Indonesia decreased by 41% year-on-year to S$0.5 million, due to restrictions on international and domestic arrivals. Demand remained soft throughout the year though there were signs of recovery in the fourth quarter as domestic travel restrictions eased.

Morocco
Angsana Riads Collection saw revenue fall by 55% or S$0.3 million. Guests from France and Morocco accounted for 58% of rooms sold, followed by the US and Switzerland with 13%.

In the Pipeline
Buahan, a Banyan Tree Escape will debut in the heart of Bali, Indonesia, in 2022. With its signature "no walls, no doors" concept, the 16-key resort will offer an intimate stay experience in lush natural surroundings. Meanwhile, the first Banyan Tree Veya has officially opened in Phuket in March 2022 with 23 rooms designed to welcome guests on a wellbeing journey. These two extensions of the Banyan Tree brand are part of the Group's growing multi-brand ecosystem.



Hotel Investments Revenue

2021

S$59.5m

2020 **S$62.2m**


Buahan, a Banyan Tree Escape, Indonesia

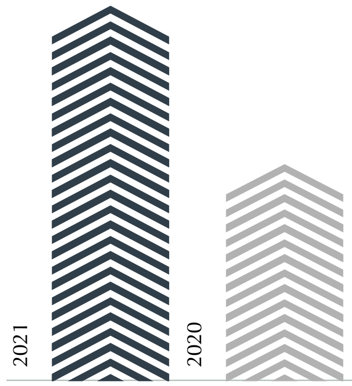
We will continue targeting the local market to build a diversified customer base that avoids over-reliance on international tourists.

Branded Residences and Extended Stay

Our Branded Residences and Extended Stay segment is integral to the Group's "asset-right" approach, as the development of residences, in conjunction with existing resort developments, generates positive cash flow to lower the investment outlay. Total revenue for 2021 was S$122.8 million, 77% higher than the previous year's S$69.4 million. The increase was mainly attributable to the sale of development land in the Gold Coast and Brisbane, Australia, for S$92.3 million.

Despite the smaller number of property units transacted, a stronger performance by the upscale and luxury segment led to year-on-year growth in sales value. Thailand's entry restrictions were in place for the first half of the year, limiting international tourist arrivals, a key source market for our property sales. Among these source markets, China was also impacted by the slowdown of its domestic economy and tight travel restrictions as the country adhered to a zero-COVID policy. Meanwhile, the pandemic has proven to be one of the longest, most severe crises affecting investor sentiment and constraining discretionary spending, especially on high value purchases such as vacation homes.


Banyan Tree Phuket, Thailand



Branded Residences and Extended Stay Revenue

2021

S$122.8m

2020 **S$69.4m**

> ...a stronger performance by the upscale and luxury segment led to year-on-year growth in sales value.

Against this backdrop, our offsite sales networks in China and Russia proved resilient and we maintained sales momentum throughout 2021. We continue to focus on sales channel development and online and digital marketing activities for our existing key markets of China and Russia, as well as markets with potential, such as India, as we seek to diversify our buyer base. The overall Phuket residential market saw a positive impact after international arrivals resumed under the Phuket Sandbox scheme in the second half of 2021, with Russian buyers showing strong interest.

We continue to offer a complete range of products to cater for all market segments, from affordably priced apartments and landed properties targeted at the emerging middle class in Asia through to high-end branded residential offerings. In 2021, we launched a new phase of Laguna Park 2 following the sold-out success of previous phases. Our strategy remains to unlock value from our land bank by actively rolling out new projects to market to meet ongoing demand. In 2022, we are planning new launches for the entry-level, mid-range and luxury segments.

We have seen a shift in demand to upscale and luxury segments for well-positioned branded residences because of the pandemic. People have been rethinking their lifestyle and work preferences, such as living in less densely populated locations and the ability to work from home or escape lockdowns. Luxury property buyers are also better insulated from the financial effects of the pandemic. On the other hand, the recovery for investor-driven entry-level resort condominiums and apartments has been slower.

The real estate market is expected to rebound in the year ahead. Positive signs in the last quarter of 2021 included the easing of COVID-19 restrictions, widespread distribution of vaccines, and overall economic recovery. Nevertheless, many challenges persist, including the prolonged pandemic, political instability, emerging inflation and a still-uncertain global economic outlook, along with changing customer preferences and behaviour.


Laguna Beachside, Phuket, Thailand

Hotel Residences
Revenue recognised from hotel residences in 2021 was S$22.3 million, mainly comprising Angsana Beachfront Residences Phuket and Cassia Phuket. In the prior year, revenue recognised was S$58.7 million, largely from Angsana Beachfront Residences Phuket, Cassia Phuket and Cassia Bintan apartments, and Banyan Tree Phuket villas.

We have a healthy pipeline of sales revenue of S$42.3 million, consisting of units at Angsana Beachfront and Angsana Oceanview Residences Phuket, and Cassia Phuket and Dhawa Phuket apartments, to be recognised upon completion in 2022 and beyond.

Overall, 34 units were sold in 2021 for a total of S$29.5 million (2020: 32 units totalling S$16.4 million), namely:

	2021		2020	
	Units Sold	Total (in S$ million)	Units Sold	Total (in S$ million)
Angsana Beachfront Residences	11	18.4	2	3.4
Angsana Oceanview Residences	4	6.2	2	2.7
Banyan Tree Phuket	-	-	1	2.1
Cassia Phuket	14	3.6	25	7.7
Cassia Bintan	-	-	1	0.3
Dhawa Phuket	5	1.2	1	0.2


Cassia Phuket, Thailand


Skypark Phuket, Thailand

Laguna Residences and Extended Stay
Revenue recognised from property sales in 2021 was S$5.8 million versus S$7.4 million in 2020, mainly from the completion of units in Laguna Park Phuket and Laguna Village Phuket.

Our pipeline of sales revenue is worth approximately S$78.4 million and comprises units at Skypark Phuket, Laguna Park Phuket and Laguna Village Phuket, to be recognised upon completion in 2022 and beyond.

Overall, 84 units were sold in 2021 totalling S$33.6 million (2020: 109 units totalling S$31.2 million), namely:

	2021		2020	
	Units Sold	Total (in S$ million)	Units Sold	Total (in S$ million)
Laguna Park Phuket	8	6.6	9	6.5
Laguna Village Phuket	7	11.7	2	3.4
Skypark Phuket	69	15.3	98	21.3

Fee-based

The Group's Fee-based business consists of hotel, fund and club management, spa and gallery operations, and design and other services. This segment recorded total revenue of S$38.9 million in 2021. The increase of S$12.7 million or 48% over the previous year was mainly due to higher management fees from our hotels which benefitted from strong domestic demand in markets such as China and the gradual lifting of travel restrictions.


Garrya Huzhou Lucun, China

Hotel Management
Total revenue from hotel management contracts was S$24.9 million in 2021, up 149% or S$14.9 million compared to the previous year. This was due mainly to higher management fees across resorts in China and Mexico. Operating Profit increased by S$12.1 million from a loss of S$2.1 million to a profit of S$10.0 million in 2021, largely because of higher revenue.

China
Outbreaks of the Delta and Omicron variants saw the Chinese government institute stricter measures that adversely affected the hospitality industry, especially during the peak seasons of Spring Festival and summer. However, strong domestic demand drove Group-managed hotels to equal their 2019 performance, with room revenue improving by 11% over 2020.

China's large domestic market also supported the opening of our maiden Garrya-branded hotels – Garrya Huzhou Lucun and Garrya Xi'an Lintong – in the fourth quarter of 2021.

Asia Pacific (exclude China)
Hotels managed by the Group in the Asia Pacific region saw overall room revenue decrease by 12% year-on-year. This was mainly due to the continuation of strict travel restrictions. Nonetheless, the outlook improved in the later part of 2021, with Malaysia lifting interstate travel in mid-October. This enabled Banyan Tree Kuala Lumpur, Pavilion Hotel Kuala Lumpur Managed by Banyan Tree and Angsana Teluk Bahang, Penang, to finish the year strongly and record higher occupancy for the full year as compared to 2020. In addition, Banyan Tree Club & Spa Seoul recorded its highest total revenue since opening, with strong domestic market production and brand positioning. We also successfully launched our first Homm property – Homm Bliss Southbeach Patong – on 1 December 2021 and attained 69% occupancy in its first month.

China's large domestic market also supported the opening of our maiden Garrya-branded hotels


Garrya Xi'an Lintong, China

Europe, Middle East and Africa
With continued border closures, revenue from Angsana Balaclava Mauritius dipped by 6%. In contrast, Banyan Tree Tamouda Bay, where local guests are historically the predominant source of business, posted a 55% increase in room revenue. Domestic demand was particularly robust during the June-September summer season.

Our footprint continued to expand with the May 2021 launch of our first resort in strategic collaboration with AccorHotels. Conveniently situated in Mushaireb, the 77-key Banyan Tree Doha At La Cigale Mushaireb enjoys easy access to the attractions of Qatar's capital city.

This was followed by the opening of Angsana Corfu, Greece, in June 2021, with 159 rooms and suites and 33 pool villas in very close proximity to the picturesque Benitses Bay.

Americas
Room revenue at our hotels in Mexico, increased by 136% or S$27.9 million, with support from the domestic market. In November 2021, we added a fourth hotel to our portfolio in Mexico. Featuring 78 spacious rooms and suites, Banyan Tree Puebla is located in the charming colonial city of Puebla, a two-hour drive from Mexico City.


Dhawa Yura Kyoto, Japan


Angsana Saranam Wellbeing Resort, Indonesia

In the Pipeline
2022 will mark several key openings for Banyan Tree Group. We will be entering two new countries: Japan and Saudi Arabia.

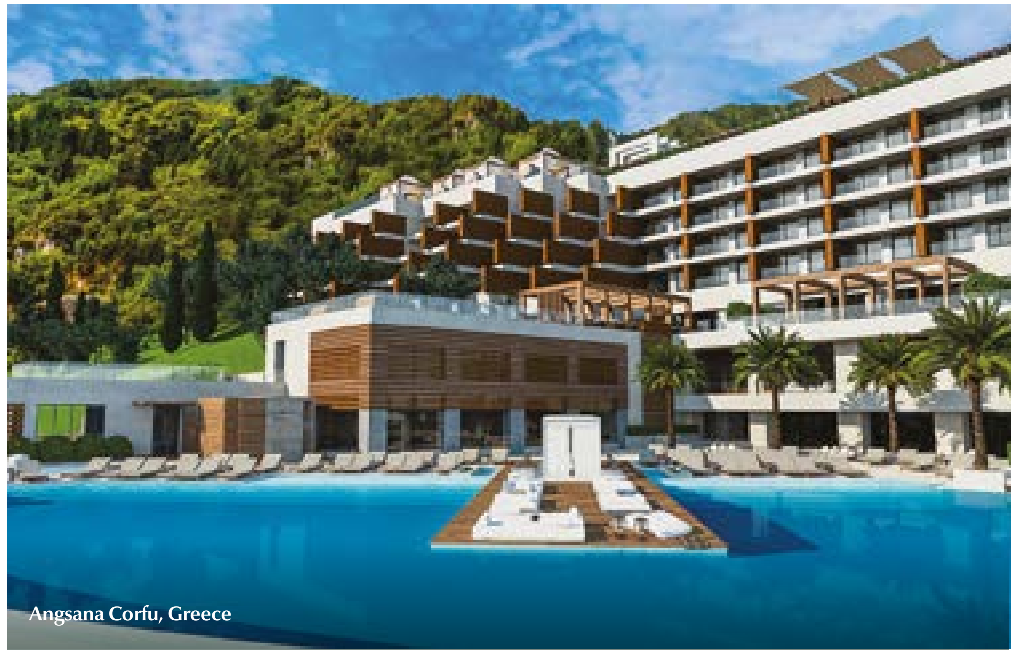
The opening of Dhawa Yura Kyoto (138 keys) and Garrya Nijo Castle Kyoto (25 keys) signals a new beginning for us in Japan. Situated in prime locations, both properties are designed to attract the domestic market.

Our presence in Koh Samui will be strengthened by Garrya Tongsai Bay (83 keys). With its private beach located just 15 minutes from the airport, the resort offers visitors both charm and convenience.

The first Angsana resort in Bali, Indonesia – Angsana Saranam Wellbeing Resort (80 keys), will tap the growing wellbeing segment with specially crafted offerings as well as unique rooms and villas.

Located in the Ashar Valley near the city of AlUla in Madinah Province, Saudi Arabia, Banyan Tree AlUla (79 keys) will provide a luxury tented camp experience for discerning guests.

The Group's expansion in China continues with the following openings in 2022: Banyan Tree Quzhou (36 keys), Angsana Quzhou (227 keys), Angsana Chengdu Wenjiang (153 keys) and Dhawa Xi'an Chanba (306 keys).

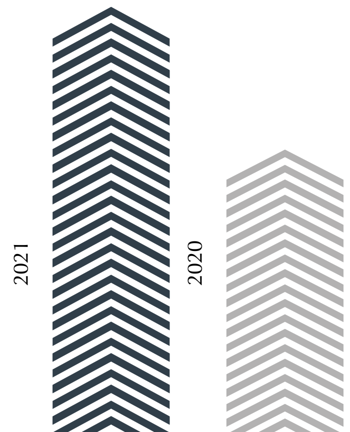

Angsana Corfu, Greece

Fee-based Revenue

2021

S$38.9m

2020 **S$26.2m**



Spa and Gallery

The Group's Spa and Gallery operations registered Operating Profit of S$2.4 million. This was attributable to prudent and effective cost management in both fixed and variable costs. With the closure of some outlets due to the pandemic, revenue declined by S$1.4 million year-on-year to S$6.5 million.

Banyan Tree Nanjing Garden Expo, China

Spa Operations

Having implemented our stringent Safe Sanctuary protocols early on in the pandemic, our Spa operations continued to keep our guests and associates safe throughout the year. With 98% of our associates fully vaccinated, we have been able to go beyond assuring safety to raising our service quality and growing our Spa business worldwide.

In tandem with the Group's post-COVID drive towards wellbeing as an integral part of the hospitality experience, we began introducing purposeful therapy as part of our Spa services. These draw on science-based techniques, backed by years of research, to address modern-day issues such as sleep deprivation, chronic physical tension and mental fatigue. We rolled out purposeful therapy in 10 outlets in 2021, receiving a warm response from guests. The same skills that enable our associates to provide these treatments also allow them to improve their own wellbeing and connect better with our guests.

Our efforts to provide the best spa experiences won us 10 prestigious awards during the year, bringing our total award count to 707. Wins included Forbes Travel Guide's Five-Star Award for Banyan Tree Spa Macau, ICON Spa Awards 2021 Best Pampering Spa Treatment for Banyan Tree Spa's Master

Banyan Tree Spa Krabi, Thailand

Our efforts to provide the best spa experiences won us 10 prestigious awards during the year.

Therapist Experience, and the Kinnari Gold Award for Banyan Tree Spa Bangkok, Banyan Tree Spa Samui and Banyan Tree Spa Phuket at the Thailand Tourism Awards 2021.

Despite the challenges facing the hospitality and spa industries in 2021, we managed to open three new spas in China, Greece and Qatar. We have another six outlets in the pipeline for 2022, to be launched in China, Indonesia, Mexico, Saudi Arabia and Thailand. Taking into account three spa closures in 2021, as well as four tactical closures (in Ireland, Malaysia, Qatar and Sri Lanka) expected in 2022, the Group's global portfolio of spas will expand to 65 by the end of 2022. The year ahead will see us refreshing our spa menu. We will also be conducting comprehensive Spa Audits in key outlets to ensure the consistent delivery of our service standards.

Buahan, a Banyan Tree Escape, Indonesia

Gallery Operations

The Gallery generates revenue from Retail stores on hotel premises, Shipments of orders to the Group's hotels and spas, E-commerce, Corporate Sales and Wholesale.

Topline diversification in retail with new product and channel development reaped significant returns in 2021. Revenue from E-commerce grew 17% year-on-year, with organic traffic increasing from steady online marketing drives. Meanwhile, Corporate Sales recorded overall growth of 498% compared to the previous year. This affirms our strategy of promoting sustainable crafts by encouraging their use as gifts by corporate customers such as banks, in sectors that have remained profitable during the pandemic. 27,000 pieces from the "Safe Sanctuary" collection supporting local artisans were sold as a result.

In 2021, we revamped our operations to support our business growth in a more productive manner. This included not only restructuring the talents on our team but also reviewing our product packaging, updating our product catalogue, and improving the supply chain cycle to reduce warehouse space. To ensure better management of cashflow, we changed the order payment structure and continue to curate the collection tightly to include only products that are relevant and well-received by customers.

The Gallery continues to play an essential role in Banyan Tree Group's delivery of exceptional experiences and our commitment to wellbeing and sustainable sourcing. In alignment with the Group's expanding multi-brand ecosystem, the Gallery has developed new bath and bodycare collections, with natural ingredients and eco-friendly materials, for use and sale at properties being launched under the new brands.

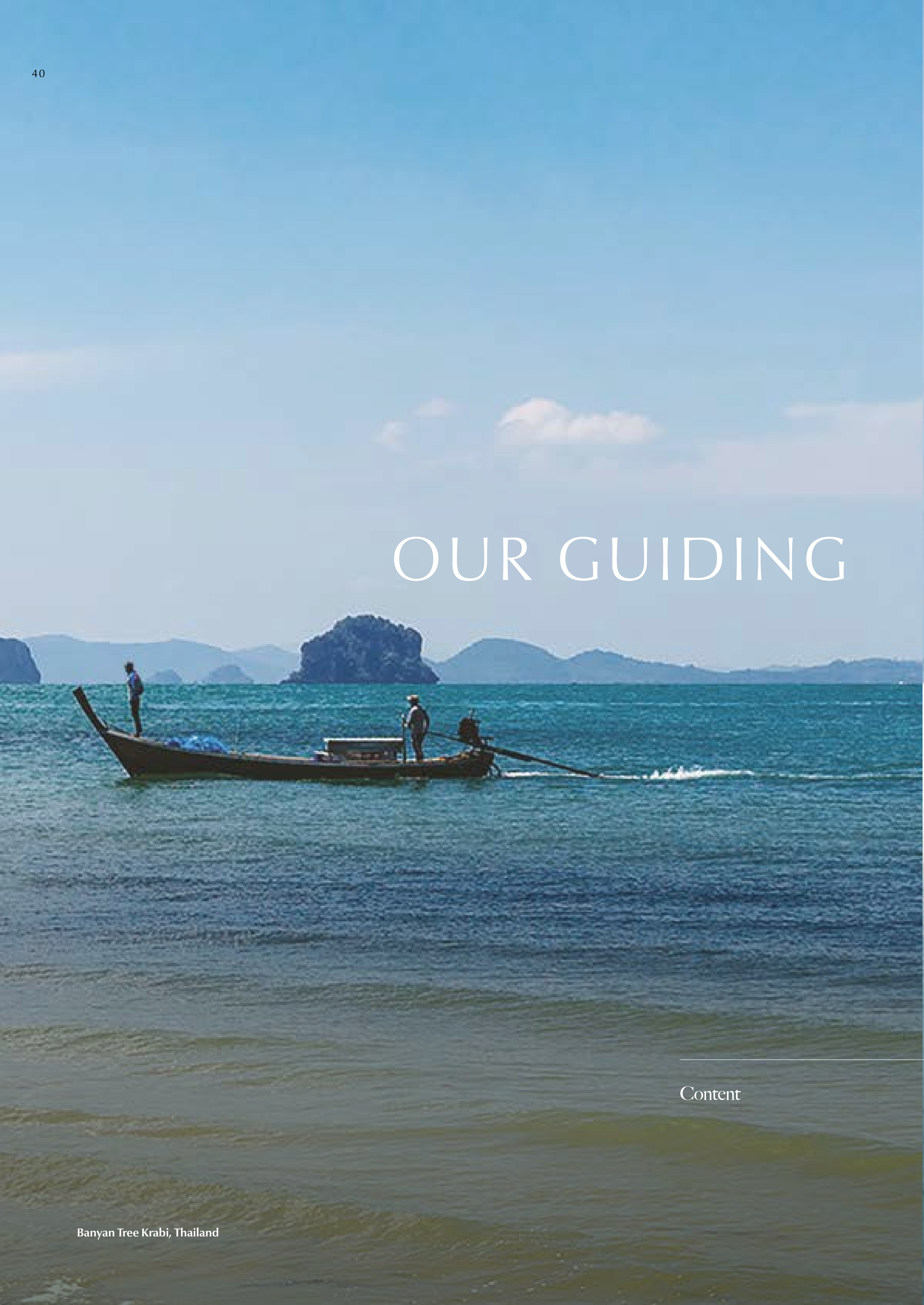
Design and Other Services

Design and other services registered a total revenue of S$7.5 million in 2021, down by 9% from S$8.3 million the previous year. The decrease was largely due to lower revenue earned from Golf operations, partially offset by higher architectural and design fees earned based on project milestones.

However, Operating Loss decreased by S$1.6 million, from a loss of S$3.4 million in 2020. This was mainly because of lower staff costs and absence of the write-down of Golf properties in Bintan recorded in 2020.

Paper Clay Electric Diffuser by Banyan Tree Essentials

Revenue from E-commerce grew 17% year-on-year, with organic traffic increasing from steady online marketing drives.



OUR GUIDING LEADERSHIP

Content

Banyan Tree Krabi, Thailand

Banyan Tree Vabbinfaru, Maldives

EXECUTIVE CHAIRMAN'S STATEMENT

By late 2021, Banyan Tree Group began to see broad-based improvement across Group-owned and Group-managed hotels alike, as more countries began reopening to international tourists. With many countries and travellers coming to recognise the endemic nature of COVID-19, there has been a discernible change in attitudes towards international travel and clear signs of a rebound in our industry.

Our goal now is to build on this foundation and shape a codified approach that marries personal wellbeing with greater sustainability in each stay. This is a first in our industry.

We have proven resilient throughout the pandemic. Effective cost containment and cash management have strengthened us financially, and diversification in geography and revenue streams has mitigated the impact of the pandemic on our business. While our Hotel Investments and Fee-based segments have faced a challenging two years, our Branded Residences and Extended Stay (Property Sales) segment has continued to achieve profitability.

Although 2022 will still be marked by many uncertainties and possible setbacks, we are expecting a gradual and long-term recovery. Rather than a quick return to pre-COVID levels of profitability, we are seeking good growth that is sustainable and meaningful.

Buahan, a Banyan Tree Escape, Indonesia

Key Trends in Travel

Because the pandemic has caused a paradigm shift in how and where people work and meet, it remains to be seen if business travel will resume to pre-pandemic volumes. MICE, for example, is unlikely to be an early engine for recovery. On the other hand, we believe the demand for leisure tourism will not only endure but increase. In view of this, Banyan Tree Group is playing the long game, anticipating and capitalising on trends in leisure travel.

In the Group's stronghold of Asia, the vast majority of hotels remain unbranded. This represents huge untapped potential for a multi-brand business like ours. We foresee conversion opportunities in resort destinations, micro-hotels in heavily urbanised cities, and emerging second-tier tourism destinations. As we expand our multi-brand ecosystem, the ability to present hotel owners with a wider portfolio of brands gives us a valuable advantage in securing management agreements.

This move to diversify our offerings is consistent with our strategy of positioning Banyan Tree, Angsana, Cassia and Dhawa to target different market segments and guest need-states. Our five newest brands unveiled in December 2021 have already attracted numerous signings.

Banyan Tree Nanjing Garden Expo, China

A Shift to Purposeful Travel

The past two years of lockdowns and travel restrictions reminded people of the importance of human connection. It was a period of soul-searching, with many revising their priorities and resolving to lead a more meaningful existence. At the same time, health has been on everyone's mind. Aside from the physical aspect, pandemic stress has increased people's consciousness of mental and emotional health. The market is readier than ever for initiatives that demystify wellbeing and democratise it by making it accessible for everyone, every day.

With these shifts, people are now looking for travel that is purposeful, experiential and responsible. Our team has identified Wellbeing and Sustainability as imperatives in post-COVID travel. With our beginnings as a spa resort on the site of a disused tin mine, wellbeing and sustainable development are an integral part of Banyan Tree Group's DNA. Our goal now is to build on this foundation and shape a codified approach that marries personal wellbeing with greater sustainability in each stay. This is a first in our industry.

> Sustainability has always informed our business practices, long before it became a buzzword in the corporate world.

Beach Cleaning by Laguna Phuket

Wellbeing from the Inside Out
For years, the concept of wellbeing in hospitality was limited to spa treatments. A more holistic, research-based approach is long overdue. Amidst COVID-19, we identified eight pillars to guide our wellbeing programmes, and taught our associates the same self-care techniques available to our guests. Together with the linchpin "I Am With You" service culture of empathy and mindfulness, this has not only improved the wellbeing of our associates but also created team cohesion, a passion and conviction in the value of what we offer guests, and a shared connection between our guests and associates.

Outwardly, we began in 2021 to launch Wellbeing Sanctuaries that combine club floors or resort wings, dedicated dining options, spas and multifunctional practice spaces into one exclusive journey. Meanwhile, our new brand extensions – Banyan Tree Escape and Banyan Tree Veya – serve to deepen our industry positioning and core focus on wellbeing and sustainability.

Our Journey to Decarbonisation and Material Analysis Renewal
Sustainability has always informed our business practices, long before it became a buzzword in the corporate world. In recent years we have employed a more strategic and science-based approach to support climate action and adopt earth-friendly practices. This has yielded measurable results. Despite opening new resorts, Group energy use and emissions have decreased by 24% since 2017, largely due to improvements in resource-use efficiency but also in part due to recent temporary closures. With business growth resuming and more resorts in the pipeline, we are conscious of the need to continue cutting emissions. We have also lowered both water use and waste production by 16%, while reducing single-use plastic by 54%, preventing 28.6 million pieces of plastic from going to landfill. Over the same period, we engaged more than 235,000 guests in our programmes to promote responsible travel.

Outdoor Yoga

Ownership of sustainability begins at the very top of our organisation. The Board of Directors considers sustainability issues as integral to the Group's strategy and monitors the progress towards sustainability targets. Senior management ensures that the sustainability mission cascades to all associates and permeates the entire Group both culturally and operationally.

Instigated by the ongoing pandemic, we conducted a new material analysis in 2021, to enable us to emerge post-pandemic sustainably, addressing contemporary stakeholder needs. The Board approved six material topics, for which we will develop and implement new strategies in 2022. Climate change remains material and a key global challenge highlighted by COP26, and we will develop a comprehensive decarbonisation strategy that incorporates Task Force on Climate-Related Financial Disclosures (TCFD) and Singapore Exchange (SGX) reporting recommendations. This will ensure we embed action in our business processes and development, and continue to exceed the precautionary principle for people and the planet.

A Better Tomorrow
As always, I am thankful for the countless contributions of our guests, shareholders, partners and associates. My gratitude also goes to members of the Board for providing their collective wisdom and fresh perspectives as we worked through another challenging year. I would like to welcome our new Directors, Lien Choong Luen and Parnsiree Amatayakul, both of whom bring valuable experience in technology and operations.

We maintain our conviction in the enduring demand for travel, and that we can build a better tomorrow as we embark on a new chapter of good growth. With the launch of our global multi-brand ecosystem unified in our core purpose of sustainability and wellbeing, we will continue to grow as a regenerative business for the greater good post-COVID.

Ho KwonPing
Executive Chairman
— Banyan Tree Holdings

CHIEF EXECUTIVE OFFICER'S STATEMENT

> Banyan Tree Group turned the corner in 2H2021, recording a full-year Core Operating Profit of S$5.3 million, a 23% increase compared to 2020. Cashflow generated from Operating Activities was S$141.7 million, contributed in part by business recovery and more significantly by various liquidity measures to unlock cash.

Our Hotel Investments segment performed better in 2H2021 versus 2H2020, posting a narrower Operating Loss of S$9.1 million. The improvement was attributable to quarantine-free international arrivals to Thailand, in particular Phuket, and higher revenue per occupied room (RevPAR) from Group-owned properties in the Maldives.

The Fee-based segment benefitted from the pick-up in leisure travel globally, including in China which was supported by a large domestic tourism base. Group-wide Hotel RevPAR improved by 23% (on a same store basis) year-on-year. Operating Profit was S$10.6 million, against an Operating Loss the prior year.

With the development site sale in Australia and revenues recorded from completed residences and extended stay properties in Thailand, our Branded Residences and Extended Stay (Property Sales) segment continued to achieve profitability and contribute to the Group's top line.

Revenue

2021
S$221.2m

2020 **S$157.8m**

Core Operating Profit

2021
S$5.3m

2020 **S$4.3m**

> Group-wide Hotel RevPAR improved by 23% (on a same store basis) year-on-year. Operating Profit for Fee-based segment was S$10.6 million, against an Operating Loss the prior year.

Financial Stability with Operational Agility
On the financial front, our focus on deleveraging has enabled us to pare loans by 16%. The rebound in business, re-profiling of our remaining loans and asset monetisation have bolstered cashflow. As a result, our cash reserve is sufficient to cover financing needs beyond the next 12 months and to serve as a business contingency if more concerning COVID-19 variants emerge and impact, if any, from indirect consequences of the Ukraine-Russia war.

Other measures we initiated when the pandemic hit have served us well. These include re-organising and keeping our permanent workforce lean while maintaining a stable pool of temporary workers from which to drawn on. This provided flexibility to respond to unpredictable fluctuations in demand during the pandemic, with sudden closures and reopenings.

In addition, we made strides to enhance the Group's digital capabilities. With this came customer-centricity along with improvements in data-driven analytics, work flows and sales channels. The proportion of revenue contribution from direct channels of Brand.com, social and central reservations increased by 54% in 2021 as compared to pre-COVID, in 2019.

> With worldwide tourism recovery in sight, the time is ripe to invigorate our multi-brand portfolio and extend our reach across the lifestyle spectrum.

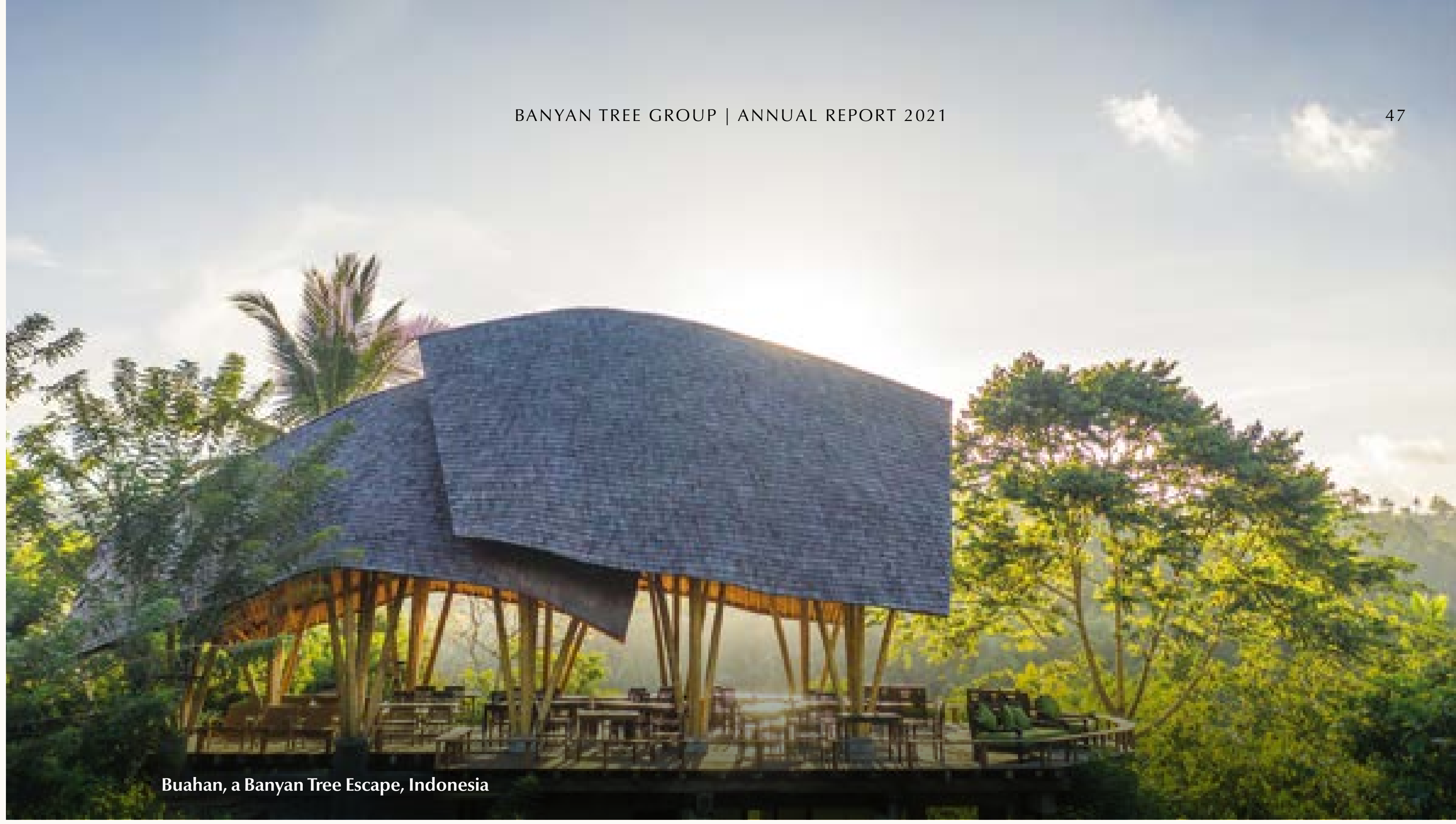
Our Multi-Brand Ecosystem
With worldwide tourism recovery in sight, the time is ripe to invigorate our multi-brand portfolio and extend our reach across the lifestyle spectrum. In 2021, we unveiled Banyan Tree Escape and Banyan Tree Veya, extensions of our flagship Banyan Tree brand emphasising nature and wellbeing respectively. The first Buahan, a Banyan Tree Escape will debut in Bali, Indonesia, in mid-2022, while the maiden Banyan Tree Veya resort soft-opened in Phuket in December 2021.

We also announced three distinctive new brands. The inaugural Homm-branded property, Homm Bliss Southbeach Patong, opened in December 2021, providing a home-on-the-go with destination-specific touchpoints. Two Garrya-branded properties – Garrya Huzhou Lucun and Garrya Xi'an Lintong – were launched in China towards the end of 2021, offering upscale havens with a modern, minimalist aesthetic. The Group is also in the process of negotiating management agreements for Folio, a micro-hotel concept suited to densely built cities like Tokyo, New York and Paris.

Accomplishing Our Sustainability Mission
Our multi-brand ecosystem is unified by a commitment to wellbeing practices and to our proprietary "Stay for Good" framework. Aligned with the United Nations Sustainable Development Goals, the framework is founded on the ethos of "Embracing the Environment, Empowering People". As a pioneer of purposeful stewardship, our expanded global portfolio of 10 unique brands will increase the Group's reach and impact.

The Group's strategic approach to sustainability is determined by the Board of Directors, and senior management is accountable for its implementation. To ensure that every member of the Banyan Tree family embraces the sustainability mission, associates are trained in our Sustainability Culture, one of the Eight Cultures we consider essential for organisational and individual success. Senior management is responsible for communicating sustainability targets and the specific roles of associates in achieving them. These targets are detailed in the accompanying Sustainability Report.


Organic Farming


Buahan, a Banyan Tree Escape, Indonesia

Our Growing Reputation and Portfolio
We continue to gain global recognition from influential media and travel industry organisations, built upon the central value propositions of our brands. Banyan Tree Group was voted among the Top 25 Hotel Brands in the World (#19) by Travel + Leisure. While reflecting guests' recognition and trust, these awards also demonstrate to hotel owners the value in partnering with us.

In 2021, we signed 27 hotel management and franchise agreements including seven Garrya and two Homm in Asia, adding to our three-year pipeline of 47 properties. As a milestone and market validation, it proves that our multi-brand ecosystem is driving business regeneration.

2021 also saw the Group open eight new hotels, bringing the total to 55 properties. We are targeting to double this number by 2025. In the next 12 months, the Group expects to open 11 new resorts representing a 15% increase in total room key count. In addition to first flags in Japan (Dhawa Yura Kyoto and Garrya Nijo Castle Kyoto) and Saudi Arabia (Banyan Tree AlUla), new openings will bolster our presence in China, Indonesia and Thailand.

We have worked hard over the last two years to adapt and embed agility throughout the organisation, knowing that the road ahead is long. We are more prepared than ever, more resilient than we have ever been. With improving business metrics across all operating clusters, we are cautiously optimistic as we pivot towards growth on a global scale for the year ahead.


Homm Bliss Southbeach Patong, Thailand

Eddy See Hock Lye
Chief Executive Officer
— Banyan Tree Holdings

BOARD OF DIRECTORS

Ho KwonPing

Founder and Executive Chairman
NC (Member)

The founder of Banyan Tree Group, Mr Ho is responsible for leading the Board in charting the strategic direction and growth of the Group. He also oversees the Management Team's execution of strategies set by the Board and accountability for the Group's performance. Mr Ho has been a Director since 5 July 2000. He was designated Executive Chairman on 1 March 2004 and was last re-elected on 24 April 2019. He is also a member of the Nominating Committee.

Mr Ho is also Chairman of Laguna Resorts & Hotels Public Company Limited, Thai Wah Public Company Limited, the Board of Trustees of Singapore Management University and The Singapore Summit.

He was the Economics Editor of the Far Eastern Economic Review in Hong Kong before joining the Thai Wah family business and subsequently starting his own companies.

Among the various awards Mr Ho has received are the London Business School Entrepreneurship Award, Singapore Corporate Awards CEO of the Year, CNBC Travel Business Leader Award and the National University of Singapore Distinguished Alumnus Award. He has also been honoured with Lifetime Achievement Awards from the American Creativity Association, China Hotel Investment Summit and Australia Hotel Investment Summit.

For his contributions to the hotel industry in the Asia Pacific region and globally, Mr Ho is the only two-time award recipient in the 30-year history of Hotel Investment Conference Asia Pacific (HICAP), winning the Innovation Award in 2003 and the Lifetime Achievement Award in 2019.

For his services to the country, the Singapore government awarded him the Meritorious Service Medal and the Distinguished Service Order.

Mr Ho holds a Bachelor of Arts (Economics) from the University of Singapore and has been conferred Honorary Doctorate of Business Administration in Hospitality Management by Johnson & Wales University and an Honorary Doctorate of Business Administration from The Hong Kong Polytechnic University.

Profile of Directors

The names of the directors holding office at the date of this report are set out here together with details of their academic and professional qualifications, date of first appointment as Director, date of last re-election as Director, as well as other directorships and principal commitments.

Audit & Risk Committee	(ARC)
Nominating Commitee	(NC)
Remuneration Commitee	(RC)

Tan Chian Khong

Lead Independent Director
ARC (Chairman) / NC (Member)

Mr Tan was appointed an Independent Director on 28 January 2021 and became Lead Independent Director on 31 December 2021. He is Chairman of the Audit & Risk Committee and a member of the Nominating Committee. He was last re-elected on 28 April 2021.

Mr Tan has approximately 35 years of experience in the audit industry. He joined Ernst & Young LLP (then known as Ernst & Whinney) in April 1981 and was a partner of the firm from July 1996 to June 2016.

Currently, he is an Independent Non-Executive Director of Alliance Bank Malaysia Berhad, listed on Bursa Malaysia, Hong Leong Asia Ltd, The Straits Trading Company Limited and CSE Global Limited. He is a Board member of the Casino Regulatory Authority of Singapore and SMRT Corporation Ltd. He is a member of the Rules Change Panel of the Energy Market Company Pte Ltd and also volunteers as the Honorary Executive Director of Trailblazer Foundation Ltd.

Mr Tan holds a Bachelor of Accountancy from the National University of Singapore and a Masters in International Environmental Management from the University of Adelaide. He is a Member of the American Institute of Certified Public Accountants, and a Fellow of CPA Australia and the Institute of Singapore Chartered Accountants.

Karen Tay Koh

Independent Director
RC (Chairperson) / ARC (Member)

Mrs Koh was appointed an Independent Director on 31 May 2019 and was last re-elected on 6 May 2020. She is Chairperson of the Remuneration Committee and a member of the Audit & Risk Committee.

She is a Director of HSBC Bank (Singapore) Limited, Manulife US Real Estate Management Pte Ltd, BC Platforms AG, Switzerland, and The Red Pencil Singapore. She is also a member of the Advisory Board, Centre for Emerging Markets, D'Amore-McKim School of Business at Northeastern University, and a Senior Advisor to TVM Capital Healthcare Partners.

Mrs Koh was CEO and Executive Director of IP Investment Management, Singapore, from 2016 to 2018. Prior to this, she was Deputy CEO of SingHealth from 2001 to 2008, and concurrently Deputy CEO of Singapore General Hospital from 2003 to 2008. She started her career at the Singapore Ministry of Finance, which included postings at the Inland Revenue and the Monetary Authority of Singapore. Mrs Koh previously served as a Director of Singapore Deposit Insurance Corporation Ltd, Singapore EDB Investments and Falck, Denmark. She was also a Corporator of Northeastern University.

Mrs Koh holds a Bachelor of Arts (Honours) in Economics from Cambridge University and a Master of Public Administration and International Tax Program (Certificate) from Harvard University.

Paul Beh Jit Han

Independent Director
NC (Chairman) / RC (Member)

Mr Beh was appointed an Independent Director on 6 May 2020 and was last re-elected on 28 April 2021. He is Chairman of the Nominating Committee and a member of the Remuneration Committee.

Mr Beh is Chairman, Asia Pacific, of Reed Exhibitions and is an advisory member of the Worldwide Board. He currently sits on the Board of Trustees of Singapore Management University and is also a Board member of Agape Village, Caritas Singapore and Mount Alvernia Hospital.

Before joining Reed, Mr Beh was Managing Director and Partner of a regional publishing company. Prior to that, he spent several years with Singapore Airlines holding various marketing management positions.

Mr Beh holds a Bachelor of Economics (Honours) as well as Graduate Diplomas in Financial and Marketing Management. He also attended Executive Management programmes at Harvard and Oxford.

Arnoud De Meyer

Independent Director
NC / RC (Member)

Mr De Meyer was appointed an Independent Director on 28 January 2021 and was last re-elected on 28 April 2021. He is a member of the Nominating Committee and Remuneration Committee.

Mr De Meyer is a global academic leader with more than 35 years of experience in top international academic institutions in Europe and Asia. Until December 2018, he served as President of Singapore Management University (SMU). Before joining SMU, Mr De Meyer was from 2006 to 2010 Director (Dean) of the Judge Business School at the University of Cambridge. From 1983 to 2006, he was a faculty member at INSEAD and assumed several management positions, including serving as founding dean of the INSEAD Asia campus in Singapore.

Mr De Meyer has been an Independent Director of nearly 20 companies and institutions in Australia, Belgium, France, Singapore and the UK. Until recently he was an Independent Director of Dassault Systemes SE, where he chaired the Scientific Committee. He is currently an Independent Director of Viva Energy Pty Ltd (Australia) and Chair of the Temasek-sponsored Stewardship Asia Centre (Singapore).

An internationally recognised researcher in the areas of R&D and Innovation Management, Manufacturing Strategy and International Management, Mr De Meyer has published more than 100 academic articles and 12 books.

Lien Choong Luen

Independent Director
ARC (Member)

Mr Lien was appointed an Independent Director on 28 April 2021 and is a member of the Audit & Risk Committee.

He has extensive experience in technology and operations, as well as strategy and public policy.

Mr Lien is the Country Head of Gojek in Singapore and also oversees Driver Operations across all markets. Prior to Gojek, he was a strategy consultant with McKinsey, overseeing the Southeast Asia region for the McKinsey Centre for Government. He started his career as a Special Forces officer in the Singapore Armed Forces.

Mr Lien holds a Bachelor of Arts (Applied Mathematics) from the University of California Berkeley, a Master of Arts (Pure Mathematics) from the University of Cambridge, and a Master of Business Administration (Distinction) from London Business School, as well as a Diploma (High Distinction) in Strategic and Defence Studies from the University of Malaya.

Parnsiree Amatayakul

Independent Director

Ms Amatayakul was appointed an Independent Director on 28 April 2021.

With almost 30 years' experience in the IT industry, Ms Amatayakul has worked with clients across South and Southeast Asia in their Digital Transformation efforts. She was General Manager, Sales, IBM ASEAN from 2019 to 2021. Prior to that, she was CEO of IBM Thailand from 2011 to 2018. She also served on Thailand's National Reform Council on Vision Determination and Future Design.

Ms Amatayakul is currently an Independent Director at Bangkok Bank Public Company Limited, Siam Cement Group Public Company Limited, Thai Wah Public Company Limited and Thai Union Group Public Company Limited, all of which are listed on the Stock Exchange of Thailand. She also serves on the Board of Thailand Management Council.

Ms Amatayakul holds a Master of Business Administration from the Anderson School of Management at the University of California Los Angeles, as well as a Bachelor's degree in Business Administration from Chulalongkorn University.

Gaurav Bhushan

Non-Executive and
Non-Independent Director

Mr Bhushan was appointed Director on 30 December 2017 and was last re-elected on 28 April 2021.

Mr Bhushan is the CEO Accor Lifestyle & Entertainment and Co-CEO Ennismore. He began his career with AccorHotels in 1995 in Australia, where he held various posts in operations and finance. From 2006, he headed AccorHotels' Asia Pacific development teams. He was appointed to the Global Chief Development Officer role in 2015 and joined AccorHotels' executive committee in 2017.

Mr Bhushan holds a Master of Business Administration from the Royal Melbourne Institute of Technology (RMIT University) and a Postgraduate Diploma in Applied Finance & Investments from the Securities Institute of Australia.

Jason Chew Van Hoong

Non-Executive and
Non-Independent Director

Mr Chew was appointed Director on 5 June 2018 and was last re-elected on 24 April 2019.

He serves as Advisor at Qatar Investment Authority Advisory (Asia Pacific) Pte Ltd.

From 2007 to 2013, Mr Chew was the Chief Investment Officer for Asia and Managing Director for Greater China with Prudential Real Estate Investors. From 1999 to 2006, he worked at CapitaLand as the Country Director for Japan.

Mr Chew is a Chartered Financial Analyst and holds a Bachelor of Engineering (First Class Honours) from the National Defense Academy, Japan.

Mohamed Al-Hashmi

Alternate Director to
Jason Chew Van Hoong

Mr Mohamed was appointed Alternate Director to Mr Chew on 5 June 2018.

He is the Post Acquisition Director of the Real Estate Department at the Qatar Investment Authority (QIA). He is responsible for the management of QIA's real estate portfolio, and is primarily focused on preserving capital investments, creating value and growing relationships with existing partners.

Mr Mohamed graduated from Qatar University with a major degree in Finance and minor degree in Marketing.

Ho Ren Hua

Non-Executive and
Non-Independent Director

Mr Ho was appointed Director on 6 May 2020 and was last re-elected on 28 April 2021.

He is a Director and CEO of Thai Wah Public Company Limited and a Director of Laguna Resorts & Hotels Public Company Limited.

Mr Ho began his career with international management consultancy Bain & Company Inc., working in its USA, Hong Kong and China offices. He joined the Banyan Tree Group as Associate Director of Corporate Development in 2010 and eventually rose to the position of Vice President and Country Head of Banyan Tree Holdings' China Operations, where he was responsible for investment strategy and corporate planning in the Greater China region. He was also part of the core leadership team for the Banyan Tree China Hospitality Fund, overseeing the Group's finance, human resource, investment, and legal functions in China. He left the Group in July 2015.

Mr Ho holds a Bachelor of Science with Honours in Finance and Economics from the Wharton School - University of Pennsylvania. He is the son of the Executive Chairman, Mr Ho KwonPing.

Ding ChangFeng

Non-Executive and
Non-Independent Director

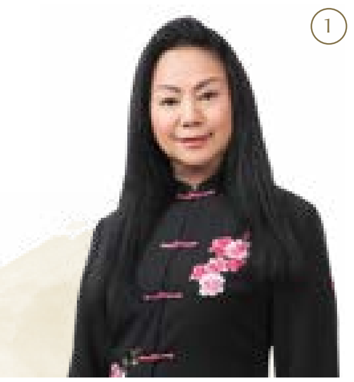
Mr Ding was appointed Director on 13 November 2020 was last re-elected on 28 April 2021.

He is a Group Partner of China Vanke Co., Ltd. and CEO of its Hotels and Resorts Business Unit.

Mr Ding joined China Vanke Co., Ltd. in 1992 and subsequently served in various management roles covering areas including Research, Operations and Management, Real Estate and Corporate Planning. He acted as the Executive Vice President in 2001, and was Head of the Beijing Region from 2006 to 2015, followed by Group Partner and Chief Partner in charge of the Commercial Property Business Unit from 2015 to 2017.

Mr Ding holds a Bachelor's Degree in International Politics and a Master's Degree in Global Economics from Peking University.

MANAGEMENT TEAM



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1. Claire Chiang

Co-founder and Senior Vice President
Global Head of Learning and Talent Development
Chairperson of China Business Development
— Banyan Tree Holdings
Chairperson
— Banyan Tree Global Foundation

Ms Chiang co-founded Banyan Tree Hotels & Resorts and pioneered the Group's retail business. She focuses on the acquisition of new management contracts in China. She also oversees strategic issues in organisational and human capital capability, and is responsible for guiding the Group's corporate social responsibility commitments.

Ms Chiang was appointed Justice of the Peace in 2008. She received the Public Service Medal PBM in 2008 and the Public Service Star BBM in 2014. Her numerous awards for women's advocacy include most recently, the Bold Women Entrepreneurs Award, by sHero and Mary Kay, China, in 2020, and the Outstanding Women Award by Shanghai Daily in 2019. She was also named one of Asia's Top Sustainability Superwomen and inducted into the Singapore Women's Hall of Fame in 2018. Ms Chiang is married to Group Executive Chairman, Mr Ho KwonPing, with whom she received the Hospitality Lifetime Achievement Award at the China Hotel Investment Summit 2009.

Ms Chiang holds directorships in three Group subsidiaries and affiliated companies and four family holding companies. She is also a director of the Mandai Nature Fund and Mandai Park Holdings. In 2018, she was appointed Advisory Committee Member for both Guilin Tourism University and the School of Hotel and Tourism Management, The Hong Kong Polytechnic University.

Ms Chiang holds a Bachelor of Arts (Honours) from the National University of Singapore and a Master's degree in Philosophy from the University of Hong Kong.

2. Ho KwonCjan

Senior Vice President
Group Chief Architect
— Banyan Tree Holdings

Mr Ho oversees the architectural and project teams in the Group.

He has also been a Director of Laguna Resorts & Hotels Public Company Limited (LRH) since 2012. Prior to 2005, he was Joint Managing Director of LRH, a position he held from 1998. Mr Ho served as Vice Chairman of Thai Wah Public Company Limited in Thailand from 1997 to 2003.

From 1996 to 1998, he was the Managing Director of Thai Wah Resorts Development Public Co., Ltd and its Project Manager from 1985 to 1992. Before this, he worked at the architecture firm, Akitek Tenggara, in Singapore.

Mr Ho is a recipient of the Singapore Institute of Architects Gold Medal. He holds a Bachelor of Architecture (Honours) from the National University of Singapore and has been registered with the Singapore Board of Architects since 1986.

Mr Ho is the brother of the Executive Chairman, Mr Ho KwonPing.

3. Eddy See Hock Lye

President and
Chief Executive Officer
— Banyan Tree Holdings
Managing Director
— Hospitality Management

Mr See has been appointed as the Chief Executive Officer of the Group. In addition to his new appointment, Mr See continues to lead as the President of Banyan Tree Holdings.

Mr See joined the Group in 2004 and in recent years, has been spearheading the Group's operations and the expansion of the Group's development footprint globally.

In his new role as President and Chief Executive Officer, Mr See will continue to provide strong leadership to the Group by working with the Board and Management to execute short- and long-term goals, strategies and policies to drive business performance. He will also serve as the Managing Director of the Hospitality Management business unit of the Group.

Mr See has been a member of the Board of LRH since 2012. Before joining the Group in 2004, he was the Managing Director of Asia Business Forum from 2002 to 2004 and its Chief Financial Officer from 2001 to 2004. From 1996 to 2001, he was the Group Financial Controller of Amara Holdings Limited.

He was also the General Director of Amara Hotel Saigon Company Ltd, which operated Amara Hotel in Ho Chi Minh City, from 1998 to 2001. Prior to that, he was with Ernst & Young for nearly a decade, spending his last four years there as Audit Manager.

Mr See holds a Bachelor of Commerce from the University of Auckland and is an Associate Chartered Accountant, New Zealand.

4. Shankar Chandran

Executive Vice President
— Banyan Tree Holdings
Chief Executive Officer
— Laguna Resorts & Hotels PLC
Managing Director
— Laguna Phuket

Mr Chandran has overseen Banyan Tree Spa since 2005, growing the business to more than 60 spas worldwide. Appointed to the Board of LRH in 2012, he became Managing Director of LRH in 2014.

In 2015, Mr Chandran assumed the additional role of Managing Director, Owned Hotels, for the Banyan Tree Group. Seven hotels directly report to him as the Owner's Representative, on hotel management, operational and owner's matters.

Between 2019 and 2021, he also spearheaded the business initiatives, strategic planning and delivery of the Group's hotels worldwide.

In August 2021, Mr Chandran assumed the role of Chief Executive Officer of Laguna Resorts & Hotels PLC and concurrently the Managing Director of Laguna Phuket.

Prior to joining the Group in 1997, he was the Financial Controller and Deputy General Manager of Regent Plaza, London, and Regional Internal Auditor/Financial Controller of Hilton International Hotels, UK.

Mr Chandran holds a Postgraduate Diploma in Management Studies from Kingston University (London) and a Higher National Diploma in Finance from South West London College, UK.

5. Dharmali Kusumadi

Senior Vice President
Head of Group Design Services
— Banyan Tree Holdings

Mr Kusumadi oversees the design and technical advisory services, project development and business development activities – within the Banyan Tree Group. He was appointed to his current position in January 2010.

Having been with the Group since 1991, Mr Kusumadi has helped to create numerous iconic and award-winning architectural and interior designs which are hallmarks of Banyan Tree hotels and resorts.

He holds a Master of Architecture from Parahyangan Catholic University, Bandung, Indonesia.

6. Stuart Reading

Senior Vice President
— Banyan Tree Holdings
Deputy Chief Executive Officer
— Laguna Resorts & Hotels PLC
Managing Director
— Property Development

Mr Reading has overseen the Branded Residences and Extended Stay business unit, a core business for the Group, since 2014.

He was previously Vice President, Chief Financial Officer for LRH and Deputy Managing Director, LRH. Mr Reading has served on the Board of LRH since 2006. He joined LRH in 2002 as Assistant Vice President, Finance & Administration, responsible for the residences and extended stay/property sales and holiday club businesses finance function.

Prior to joining the Group, he spent more than 10 years with PricewaterhouseCoopers in Australia and Papua New Guinea. From 1999 to 2002, he was a Director in the Assurance and Business Advisory Services division in Sydney. He is a member of the Institute of Chartered Accountants in Australia and holds a Bachelor of Business degree in Accounting from the University of Western Sydney, Australia.

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7. KC Moy

Senior Vice President
Head of Group Finance and Corporate Affairs
Company Secretary
— Banyan Tree Holdings

Mr Moy oversees the Group's corporate including hotel functions in the areas of finance, treasury, human capital, legal & compliance, risk management and information technology. In addition, Mr Moy serves as the Company Secretary of Banyan Tree Holdings Limited.

Mr Moy transitioned from banking and investment to hospitality in 2009, serving as Executive Vice President and Secretary to the Board of Capella Hotel Group, a subsidiary of Pontiac Land Group, for 11 years.

Prior to Capella Hotel Group, Mr Moy held senior executive management roles in Citigroup and General Electric, where he also served as a Board member of GE Capital, South East Asia, and a leadership member of GE Singapore Business Council from 2005 to 2009.

Mr Moy holds degrees in Law (Honours) and Economics from Monash University, Australia.

8. Alan Chin

Senior Vice President
— Banyan Tree Holdings
Managing Director
— Banyan Tree China

Mr Chin is Managing Director of the Banyan Tree Group of Hotel Management and Service Companies in China, in joint venture with China Vanke. He assumed his current role in July 2017.

Mr Chin joined Banyan Tree in 2010 as General Manager, Wenjiang Company, and Director, Special Projects. In 2015, he was promoted to Vice President overseeing all property projects and sales in China, while serving as Managing Director for the Banyan Tree China Fund.

Mr Chin has a track record of over 20 years in hospitality and real estate, including experience in property development, consultancy and private equity. Prior to joining the Group, he held various senior positions at the China Hospitality Fund by RREEF and H&Q AP from 2008 to 2010, and with AccorHotels Group from 2002 to 2008.

Mr Chin graduated from the Beijing University of Technology with a Bachelor of Arts in Civil Engineering.

9. Cindy Lee

Senior Vice President
Head of Group Project Services
— Banyan Tree Holdings

Ms Lee joined Banyan Tree in 2001 as a Cost Manager and was promoted to Senior Vice President in 2018. She oversees the development of all new projects by the Banyan Tree Group, with a focus on governance of project and procurement processes as the Group's footprint expands. She has over 30 years of experience in the construction and real estate industry, having practised in both the public and private sectors.

Ms Lee holds a Bachelor of Science (Building) and a Graduate Certificate in Real Estate Finance, both from the National University of Singapore.

10. Ho Ren Yung

Senior Vice President
Head of Brand & Commercial
— Banyan Tree Holdings
Deputy Managing Director
— Hospitality Management

Ms Ho leads Brand HQ, responsible for Brand, Digital and Wellbeing across the Group's multi-brand portfolio. This encompasses E-commerce, Customer experience and insights, culture and development, as well as Innovation workstreams, working with cross-functional teams for critical change projects within the Group. She joined the Group in 2009, serving across Operations and Headquarters.

An active member in the creative and social business landscape in Singapore and the region, Ms Ho has co-founded two pioneering businesses in the co-working and e-commerce space, as well as the founding chapter of Asia's largest, volunteer-run creative network. She is also a Red Dot for Pink Dot Business Leader and founding member of the AVPN Gender Network, supported by the Bill and Melinda Gates Foundation.

Ms Ho holds a Bachelor of Science in Sociology and Economic Development from the London School of Economics.

She is the daughter of the Executive Chairman, Mr Ho KwonPing.

11. Philip Lim

Senior Vice President
Head of Regional Operations and Group Specialist Services
— Banyan Tree Holdings
Deputy Managing Director
— Hospitality Management

Since being appointed to his current position in April 2021, Mr Lim continues to oversee the Group's hotel openings and hotel operations in key regions worldwide. Additionally, he is responsible for providing oversight for a Specialist Services team which supports all hotels globally in specific areas of technical services. This ensures that Banyan Tree standards are met seamlessly, supporting the Group's expansion as a multi-brand hospitality company.

He joined the Group as General Manager of Banyan Tree Sanya in 2010, and subsequently became the Director of Business and Project Development, China, in 2013. In 2015, he was promoted to Assistant Vice President for China Hotel Operations and Business Development. With the Group's expansion in China, he became Vice President for China Hotel Operations in 2016. He was appointed Regional Head, Hotel Operations in 2019 to oversee Group's hotel openings and operations in key regions worldwide.

Mr Lim was previously General Manager with the Marco Polo Hotel Group in Hong Kong and has nearly 30 years' hospitality experience in Asia including Singapore, Hong Kong, Taiwan and mainland China.

Mr Lim has a Master's degree in Business from the University of Newcastle, Australia, and received his hospitality education at The Blue Mountains International Hotel Management School, Australia, and International Hotel and Tourism Training Institute, Switzerland.

12. Peter Hechler

Vice President
Head of Regional Operations EMEAA
(Europe, Middle East, Americas and Africa)
— Banyan Tree Holdings

Mr Hechler leads the operations of current and preopening projects in Europe, Middle East, Americas and Africa as well as Business Development in the region. Before his current role he was Area General Manager of Americas, overseeing Banyan Tree Mayakoba and Cabo Marqués from 2015 to September 2021.

Mr Hechler was born into a hotel-owning family and started his professional career in the culinary field, obtaining a Master of Culinary Arts from the Hospitality School in Bonn, Germany.

He has over 25 years of hospitality experience in Germany, Monaco, Venezuela, Saudi Arabia, Thailand, Brazil, China, Panama and Mexico.

13. Bobby Ong

Vice President
Head of Growth
— Banyan Tree Holdings

As Vice President, Head of Growth, Mr Ong is responsible for developing sales strategies to meet revenue and growth targets. He provides strategic business leadership, sets direction and goals and oversees sales efforts. He works closely with his Global Sales team, the Cluster Directors of Sales and Marketing, the General Managers and Directors of Sales and Marketing of the hotels.

He has 30 years' experience in the hospitality and travel industries. He started his career as a tour director, before heading the Incentive and Convention division in the same company. Since entering the hotel industry, he has worked with Shangri-La Hotels & Resorts, Starwood, IHG, Kempinski Hotels and AccorHotels in various geographical regions. He is especially familiar with the China market, having spent 20 years there, culminating in his role as Vice President, Sales & Distribution, for Accor Greater China.

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14. Gavin Herholdt

Vice President
— Banyan Tree Holdings
Managing Director
— Laguna Lăng Cô, Vietnam

Mr Herholdt is responsible for the overall performance of Laguna Lăng Cô (LLC), which includes formulating and implementing strategies to improve profitability and brand value, attracting new investors, managing shared services, overseeing and promoting LLC residences and extended stay as well as project development. He assumed his current role in March 2016.

Mr Herholdt was previously Chief Operating Officer and General Manager, Corporate Services, at Hamilton Island Resort, Australia. He had been responsible for running Hamilton Island operationally and financially since 1996, and for 20 years was instrumental in turning the resort around from a loss-making to a highly profitable integrated resort. Prior to joining Hamilton Island, he was with the accounting firm Coopers & Lybrand from 1986 to 1996, and had worked with them in Canada, the UK and Australia.

Mr Herholdt is a Chartered Accountant by training. He obtained his Bachelor of Commerce from the University of Queensland, Australia.

15. Carolyn Zhang

Vice President
China Country Representative
— Banyan Tree Holdings

Ms Zhang was promoted to her current designation in August 2015. She plays a key role as the Group's principal representative in China and as the liaison between the Group's China Joint Venture and its partner, the Vanke Group. She also provides oversight and support of the Group's functional committees in China and the day-to-day operations of the Group's subsidiary in China.

Prior to joining the Group in 2002, Ms Zhang worked for several well-known international conglomerates including Siemens and Thakral. She graduated with a Bachelor of Accountancy from Fudan University, China, and is a member of the Certified Accountants of China.

16. Sachiko Shiina

Vice President
Japan
— Banyan Tree Holdings

Ms Shiina is Vice President, Business Development and Projects, Japan. She also spearheads, coordinates and supervises the Group's overall operational and business activities there.

Ms Shiina joined the Group in 1995, becoming Director of Sales, Japan, in 2000. In 2006, she was promoted to Assistant Vice President, Sales & Business Development. She has been the Group's lead representative in Japan since 2007.

17. Anthony Loh

Vice President
Resort Services
— Laguna Resorts & Hotels PLC

Mr Loh is responsible for government liaison, central security and services in driving the expansion of Laguna Phuket's hotels and residences. He was promoted to his current position in January 2019.

In his 29 years with the Group, he has served in various capacities to develop Laguna Phuket into a luxurious lifestyle community. He was involved in the preopening for Sheraton Grande (now Angsana Laguna Phuket), Laguna Golf Phuket, Allamanda, Canal Village and Banyan Tree Phuket, as well as Banyan Tree Bangkok. His experience covers a wide range of operations, including transportation, beach maintenance, landscape, laundry, security, sustainability and destination marketing.

18. Peter Wang

Vice President
Business Development and Projects (China)
— Banyan Tree China

Mr Wang has been Vice President, Business Development and Projects (China) since July 2017. He oversees the development, design and construction of all projects by Banyan Tree China.

Mr Wang joined the Group in 1994 as General Manager of Architrave China. He has more than 30 years of experience in the design and construction industry, having practised in many renowned architectural firms. He graduated from Tongji University, China, majoring in Landscaping Architecture, and has a Master of Architecture from Toyohashi University of Technology, Japan.

19. Eric Zhang

Vice President
Chief Financial Officer
— Banyan Tree China

Mr Zhang is responsible for accounting, finance, treasury, debt management and information technology, as well as the legal and company secretariat functions at Banyan Tree's joint venture in China.

Before joining the Group in August 2021, he was a partner in KPMG with 15 years' experience in providing tax and business advisory services to various multinational enterprises including hotel groups such as Marriott and Accor.

Mr Zhang holds a Master of Science in Finance from Shanghai University of Finance and Economics, and is both a Certified Public Accountant of China and Certified Tax Agent of China.

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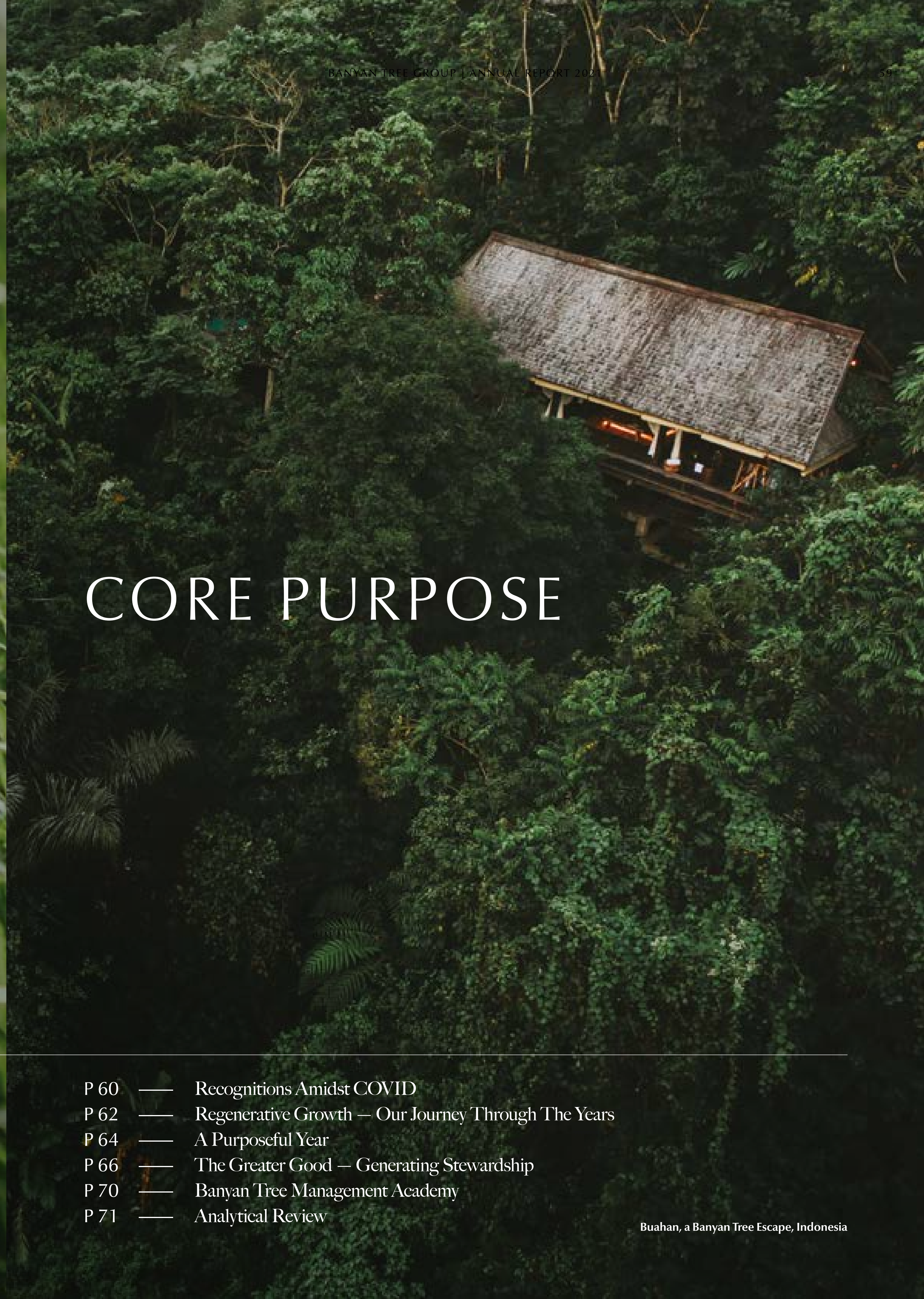


CELEBRATING OUR CORE PURPOSE

Content

Harmony with Nature at Banyan Tree's Wellbeing Sanctuary

Buahan, a Banyan Tree Escape, Indonesia

RECOGNITIONS AMIDST COVID

Awards & Accolades

For 27 years, Banyan Tree Group has created exceptional experiences for our guests through an inspiring ecosystem of globally recognised lifestyle brands. In addition to our triple bottom line of economic, social and environmental success, we welcome the recognition by our valued guests, global media platforms and industry partners as another indicator of achievement.

> In 2021, we were pleased to receive 162 awards, bringing the total to 2,921 since the Group's inception.

Hacienda Xcanatun by Angsana, Mexico

Travel

Travel + Leisure US World's Best Awards 2021
Top 25 Hotel Brands in the World (19th, with score of 93.20)
— Banyan Tree Hotels & Resorts

Travel + Leisure US World's Best Awards 2021
Top 100 Hotels in the World
— (70th) Banyan Tree Cabo Marqués

Travel + Leisure US World's Best Awards 2021
Top 10 Southeast Asia Resort Hotels
— (10th) Banyan Tree Samui

Travel + Leisure US World's Best Awards 2021
Top 25 Resort Hotels in Mexico
— (4th) Banyan Tree Cabo Marqués
— (23rd) Banyan Tree Mayakoba

TripAdvisor Travellers' Choice 2021
Best of the Best
— Banyan Tree Bangkok
— Banyan Tree Lăng Cô
— Banyan Tree Mayakoba

Condé Nast Traveler Readers' Choice Awards 2021
Top 20 Hotels in China
— (11th) Banyan Tree Shanghai On The Bund

Condé Nast Traveler Readers' Choice Awards 2021
Top 20 Hotels in Mexico
— (8th) Hacienda Xcanatun by Angsana

Condé Nast Traveler Readers' Choice Awards 2021
Top 20 Resorts in Eastern Mexico
— (10th) Banyan Tree Mayakoba

Condé Nast Traveler Readers' Choice Awards 2021
Top 15 Hotels in Northern Africa
— (12th) Angsana Riads Collection Marrakech

Condé Nast Traveler Readers' Choice Awards 2021
Top 10 Hotels in Bangkok
— (7th) Banyan Tree Bangkok

Forbes Travel Guide 2021 Star Award
2021 Forbes Travel Guide Five-Star Awards for Hotel, Restaurant and Spa
— Banyan Tree Macau

AAA Diamond Awards 2021
Five Diamond Hotel
— Banyan Tree Mayakoba

The Fodor's Travel Awards
The Best Hotels in Asia
— Banyan Tree Yangshuo

Destination Deluxe Awards 2021
New Hotel of the Year
— Banyan Tree Krabi

National Geographic Traveler Golden Awards 2021
Golden Choice Resort & Spa
— Banyan Tree Tengchong

Platinum Traveller
Resort Hotel of the Year in Greater China
— Banyan Tree Chongqing Beibei

13th China Best Hotel Awards 2021
Best City Resort Hotel
— Angsana Zhuhai Phoenix Bay

China Tourism Brand Awards 2021
The Best Hot Spring Hotel
— Angsana Xishuangbanna

Greek Hospitality Awards 2021
Gold Best Greek New Resort
Gold Best Greek Spa Resort
Silver Top Greek Resort
— Angsana Corfu

Golfweek's Best 2021
Top 25 Courses in Asia
— (25th) Laguna Lăng Cô

Golf World Top 100
Best Golf Resorts in the World
— (66th) Banyan Tree Phuket
— (88th) Banyan Tree Lăng Cô

Spa

World Spa Awards 2021
World's Best Casino Hotel Spa 2021
— Banyan Tree Spa Marina Bay Sands

World Spa Awards 2021
Macao's Best Resort Spa 2021
— Banyan Tree Spa Macau

Thailand Tourism Awards 2021
Kinnari Gold Award
— Banyan Tree Spa Bangkok
— Banyan Tree Spa Phuket
— Banyan Tree Spa Samui

ICON Spa Awards 2021
Best Pampering Spa Treatment
— Master Therapist – Banyan Tree Spa Marina Bay Sands

Corporate/Sustainability

Sustainable Business Awards 2021
Community – Winner
— Banyan Tree Group

ASEAN Business Awards 2021
Skills Development – Winner
— Banyan Tree Group

Singapore Apex Corporate Sustainability Awards 2021
Sustainable Business Category – Winner
— Banyan Tree Group

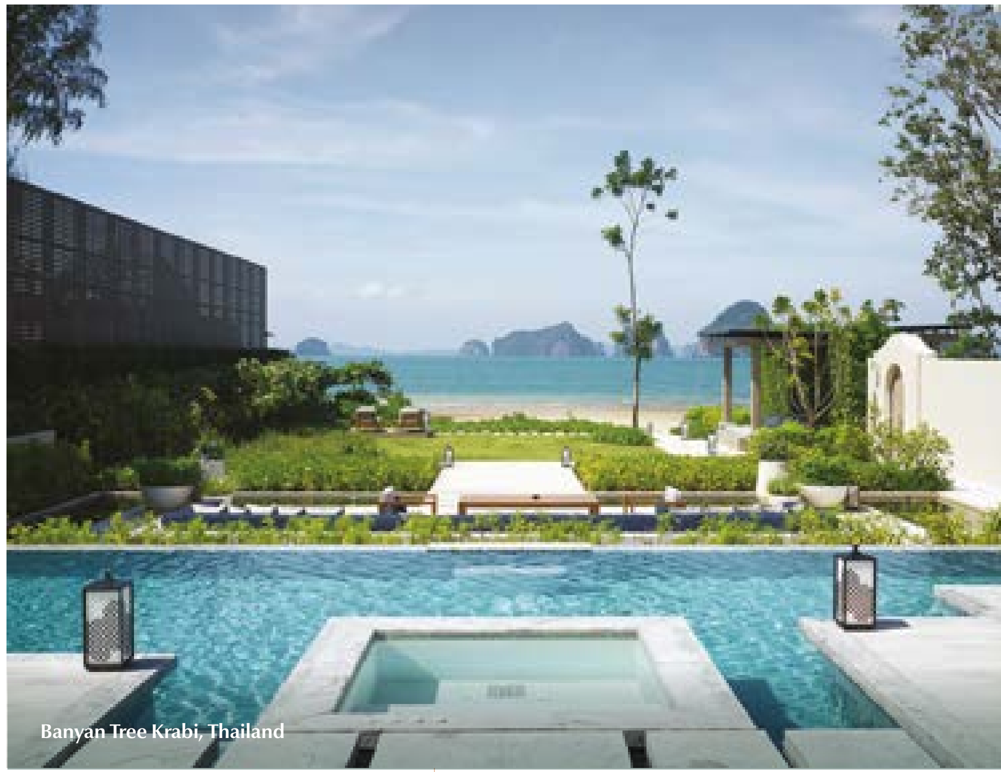
Hallbars Sustainability Reports Awards 2021
Best in the World – Hotels Category
— Banyan Tree Group

Voyage Best Hotel & Resort Value Award 2020
Best Social Responsibility Hotel 2020
— Banyan Tree Group

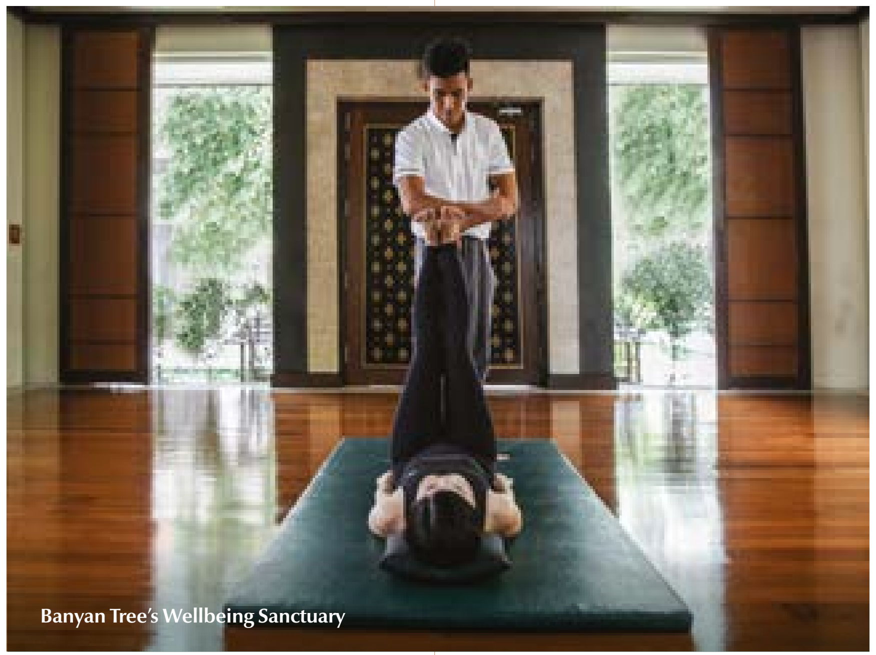
China Tourism Brand Awards 2021
The Best Sustainability Hotel Group
— Banyan Tree Group

Shanghai Quanzi × Zhoumozuosha Brand Ceremony 2020
The Best CSR Hotel Group in 2020
— Banyan Tree Group

The American Chamber of Commerce in Thailand
AMCHAM 2021 CSR Excellence (ACE) – Gold Level (7th consecutive year)
— Laguna Phuket



Banyan Tree Krabi, Thailand



Banyan Tree's Wellbeing Sanctuary

ASEAN Business Awards Laos 2021
Skills Development – Winner
SME CSR Excellence Award
— Maison Souvannaphoum Hotel by Angsana

Voyage Best Hotel & Resort Value Award 2020
Best Social Responsibility Hotel 2020
— Banyan Tree Ringha

REGENERATIVE GROWTH
OUR JOURNEY THROUGH THE YEARS

1984

Laguna Resorts and Hotels, a Banyan Tree Holdings Limited subsidiary, acquires over 550 acres of abandoned tin mine land at Bang Tao Bay, Phuket, Thailand.

1987

With extensive site rehabilitation completed, Laguna Phuket, Asia's first destination integrated resort, is opened.

1990

Architrave, the Group's in-house architecture and design arm, is established in Thailand and Singapore.

1994

Banyan Tree Hotels & Resorts is launched with the holistic ethos: "Embracing the Environment, Empowering People".

The Group's flagship luxury resort, Banyan Tree Phuket, is opened in Laguna Phuket. The resort includes the first Banyan Tree Spa.

2004

The first resort-based facility in the Maldives, Banyan Tree Maldives Marine Lab, is established.

2005

Banyan Tree Ringha opens in Yunnan, marking the Group's first foray into China.

2007

Bintan Conservation Lab begins operations in Indonesia.

2009

The Group establishes Banyan Tree Global Foundation, the Group's non-profit arm and an integral part of its management framework.

1992

Laguna Phuket Golf Club is opened.

A pioneer in education and community engagement, the Group establishes the Laguna Childcare Centre.

Laguna Phuket wins the American Express and International Hotel Association Environmental Award for remediating a toxic site.

1996

Banyan Tree Gallery is established.

The Group launches Laguna Bintan, our first project in Indonesia and second destination integrated resort in Asia.

2000

Angsana brand is launched with the opening of Angsana Bintan in Indonesia. Combining local chic with a fun-filled atmosphere, Angsana brings the adventure back into travel.

2001

The Green Imperative Fund is launched to formalise the Group's sustainability efforts.

The Banyan Tree Spa Academy is founded. The first of its kind in Asia, the Academy is set up for training and research and development to elevate therapists' skills and the spa industry as a whole.

2006

Banyan Tree Holdings Limited debuts on the Singapore Stock Exchange. Ahead of its time in corporate reporting and transparency, the Group publishes its first Sustainability Report.

2008

Banyan Tree Management Academy is launched, marking a significant milestone in the Group's commitment to internal talent development.

2013

The Group opens Laguna Lăng Cô, its first project in Vietnam and third destination integrated resort in Asia.

2015

The first Cassia hotel opens in Phuket, Thailand.

Banyan Tree Spa enters the TTG Hall of Fame as Best Spa Operator.

The Group launches its fourth brand, Dhawa, aimed at meeting contemporary travellers' demand for affordable and design-inspired full-service hotels.

2017

Banyan Tree Group forms a joint venture with China Vanke Co. Ltd. focusing on active ageing and wellness hospitality projects.

Banyan Tree Essentials is re-launched with natural, responsibly sourced body and aromatherapy products.

The Group aligns its sustainability efforts with UN Sustainable Development Goals and stakeholder-inclusive materiality framework.

Mandai Park Holdings appoints Banyan Tree Holdings as the operator of an eco-friendly resort to be located within the new integrated nature and wildlife destination at Mandai. Upon completion, this will be Banyan Tree Group's first resort in Singapore.

2021

Banyan Tree Group launches Banyan Tree's Wellbeing Sanctuary to clarify and democratise wellbeing for guests and associates through its 8 Pillars of Wellbeing.

Banyan Tree Group announces the launch of Buahan, a Banyan Tree Escape, in Bali, Indonesia. The launch symbolises the Banyan Tree brand's vision and commitment to creating immersive experiences combining deep nature and sustainable design.

Banyan Tree Group joins Expedia Group in the UNESCO Sustainable Travel Pledge, being among the first hospitality brands to do so.

Banyan Tree Group expands its ecosystem of brands with the introduction of Homm, Garrya and Folio, and two extensions of its flagship Banyan Tree brand – Banyan Tree Escape and Banyan Tree Veya.

Banyan Tree Group announces the debut of its new Garrya brand with the opening of Garrya Huzhou Lucun in Huzhou, China, offering a modern, minimalist haven.

Banyan Tree Group announces the debut of its new Homm brand with the opening of Homm Bliss Southbeach Patong in Phuket, Thailand. Homm provides a sensible lifestyle and globally diverse experiences, while embodying the feeling of home.

2014

The Group launches its third brand, Cassia, to tap into the growing demand for lifestyle extended stay hotel residences.

The first Banyan Tree's Got Talent! group-wide contest is organised.

2016

The Group's first Dhawa hotel opens in Cayo Santa Maria, Cuba.

Banyan Tree Holdings enters a strategic long-term partnership with AccorHotels to develop and manage Banyan Tree-branded hotels around the world.

MATTER Prints, a textile-based artisan brand, enters Banyan Tree Gallery.

2019

Banyan Tree Group celebrates its 25th Anniversary, Banyan Tree Marine Lab Maldives' 15th Anniversary, and Banyan Tree Global Foundation's 10th Anniversary.

2020

Banyan Tree Holdings Limited issues Convertible Bonds.

Banyan Tree Holdings forms a joint venture with Myanmar Treasure Hotel & Resort Group Company Limited (also known as Htoo Hospitality) to manage all its hotels and a hospitality school in Myanmar.

Banyan Tree Global Foundation inaugurates Greater Good Grants to support external environmental and community projects, in alignment with UN Sustainable Development Goals and its ethos of "Embracing the Environment, Empowering People".

A PURPOSEFUL YEAR

In a year of change, Banyan Tree Group pulled together to build a stronger, more resilient team. We committed to new ways of working, creating value and learning. We stayed connected and deepened bonds with our guests, associates and stakeholders. Anticipating new traveller needs, we grew our multi-brand ecosystem by adding five new brands, paving the way for good growth and a better tomorrow.

Farm-grown Organic Picnic Cuisine at ORI9IN, Thailand

Agility and Leadership in Challenging Times
2021 saw us cement our reputation as a leader in the global hospitality industry. Banyan Tree Group won numerous prestigious international awards including being named by Travel + Leisure US as one of the top 25 hospitality brands in the world. Additionally, we garnered eight resort and city hotel-level awards in the Condé Nast Traveler Readers' Choice Awards and Travel + Leisure US World's Best Awards.

An important part of our brand DNA is sustainability. We earned plaudits especially for our environmental protection and community development efforts, including wins at the regional Sustainable Business Awards 2021 and Singapore Apex Corporate Sustainability Awards 2021.

As the industry leader in wellbeing, Banyan Tree redefined the hospitality experience with the launch of 10 Banyan Tree's Wellbeing Sanctuaries during the year, as well as new brands Garrya, Homm, Folio, Banyan Tree Veya and Banyan Tree Escape. These five new brands are responses to macro and regional trends in travel accelerated by the pandemic, as well as a greater desire for wellbeing and sustainability-minded travel offerings.

Bird Watching at Angsana Bintan, Indonesia

Charting a Path to Purposeful Stewardship and Good Growth
To create an even greater impact in sustainability stewardship, we seek out meaningful partnerships with like-minded entities. Leveraging the post-COVID quest for better health and wellbeing through food, we launched ORI9IN in Chiang Mai, Thailand, in 2020. Besides offering fresh farm produce and nature, a picnic concept restaurant, Waiting for May, opened at the farm in 2021 with cuisine revolving around permaculture, low-carbon and a zero-waste concept.

On a wider scale, our Earth Day Campaign supported The Canopy Project by EARTHDAY.ORG. This contributed to the reforestation of Mexico's Sierra Gorda Biosphere Reserve, with over 5,000 trees planted there.

In April 2021, Banyan Tree Global Foundation awarded the inaugural Greater Good Grants to support eight external organisations whose projects will benefit local communities and natural environments in countries where the Group operates.

Meanwhile, we deepened our commitment to Responsible Travel with the signing of a tripartite strategic agreement with Expedia and UNESCO for the UNESCO Sustainable Travel Pledge to share best practices and standards with the broader travel industry.

As the industry leader in wellbeing, Banyan Tree redefined the hospitality experience with the launch of 10 Banyan Tree's Wellbeing Sanctuaries during the year.

Permaculture Farming at ORI9IN, Thailand

Caring and Celebrating Together
Internally, we continue to embrace our people-led passion with training for associates in our service culture of "I Am With You". We also promote self-care as a way to build resilience at both the individual and organisational levels. The emphasis on empathy and wellbeing ensures that our associates are equipped to navigate the pandemic and offer the best service to our guests. Furthermore, to engage with our associates worldwide, we launched the BT Connect app – a platform that allows us to share and learn about latest events and developments as a Group.

While caring for one another, our properties worldwide are constantly exploring how best to meet local needs. In 2021, these included delivering meals to the needy and sponsoring a school canteen construction in Thailand, contributing safe drinking water to schools in China, and providing aid to wildfire victims in Greece. We also supported local artisans in Morocco and advocated stewardship for Sustainable Tourism through community projects in Indonesia. In these and myriad other ways, we celebrated our core values and served the greater good.

Leveraging the post-COVID quest for better health and wellbeing through food, we launched ORI9IN in Chiang Mai, Thailand, in 2020.

THE GREATER GOOD GENERATING STEWARDSHIP

Sustainability

Tourism has significant generative power, with millions of livelihoods worldwide depending on the restart of tourism for recovery and growth. Crisis provides an opportunity to rediscover purpose and reinforce the values on which Banyan Tree Group was founded 27 years ago. This is our 16th year of sustainability reporting, and the last in our current materiality cycle. As we reflect on our progress, we are beginning to chart a new path that addresses ongoing and emergent challenges, and creates a purposeful, sustained and resilient recovery generating shared value for people and the planet.

Our Values
Banyan Tree Group was founded with the core value of sustainable development and champions our ethos of "Embracing the Environment, Empowering People". A balanced and purposeful business approach extends beyond the precautionary principle to harmonise operations with natural and cultural heritage, and cultivate enduring stakeholder partnerships. We conceptualise our values in our "Stay for Good" framework, which integrates responsible stewardship throughout operations and guest experience to:

- Create exceptional design-led experiences for guests and customers;
- Provide fair and dignified employment;
- Enable long-term prosperity for communities in which we operate;
- Exercise the precautionary approach to protect and remediate ecosystems;
- Conduct business with dignity, fairness and transparency; and
- Generate sustained, long-term returns for our shareholders.

A balanced and purposeful business approach extends beyond the precautionary principle to harmonise operations with natural and cultural heritage, and cultivate enduring stakeholder partnerships.

Our Approach
Disruption to livelihoods and business instigated a new materiality assessment in 2021 to ensure we address the most current and pressing impacts to stakeholders from our business. The current report is the last for the old materiality cycle and presents progress since 2017. We are developing new strategies and targets in 2022, inclusive of external stakeholder concerns, and aligned with existing and emerging frameworks including new Singapore Exchange (SGX) guidelines.

The Board of Directors manage long-term sustainable value creation for all stakeholders. Sustainability remains core to our corporate purpose and the Board of Directors consider sustainability issues as part of the company's strategic formulation, approving selection of material Environmental, Social and Governance (ESG) factors and providing oversight and input on the progress of performance against set targets.

Our efforts are supported by our sustainable financing mechanism, the Green Imperative Fund, managed by Banyan Tree Global Foundation (BTGF) to support external beneficiaries. BTGF established the China Enterprise Environment and Community Fund in collaboration with China Environmental Protection Foundation (CEPF) to support environmental and community initiatives in China from 2021 onwards. We align our efforts with global frameworks, while addressing needs at local scales to support people, planet, peace, prosperity and partnership.


Buahan, a Banyan Tree Escape, Indonesia


Gardening at Banyan Tree Phuket

Our Environment
Sustainable operations are benchmarked and third-party audited by EarthCheck, with 38 sectors including 30 hotels registered in 2021. Group total energy use and Scope 1 and 2 greenhouse gas emissions increased compared to 2020, due to resuming operations and new openings. Energy and emissions were both 24% lower than 2017 levels because of improvements in resource efficiency, with 453 resource conservation initiatives implemented across the Group in the past five years.

Our Greening Communities project continued to transform habitats and tackle climate action, with over 532,000 trees planted since 2007 sequestering up to 183,568 tonnes of CO_2.

Following COP26 and the latest IPCC report, decarbonisation is a priority. We mapped Scope 1 and 2 emissions, conducted a group-wide equipment inventory and calculated science-based targets in 2021. In the year ahead, we will develop a TCFD-aligned risk assessment under multiple climate scenarios to map risk and opportunity, establish targets and develop a decarbonisation roadmap.

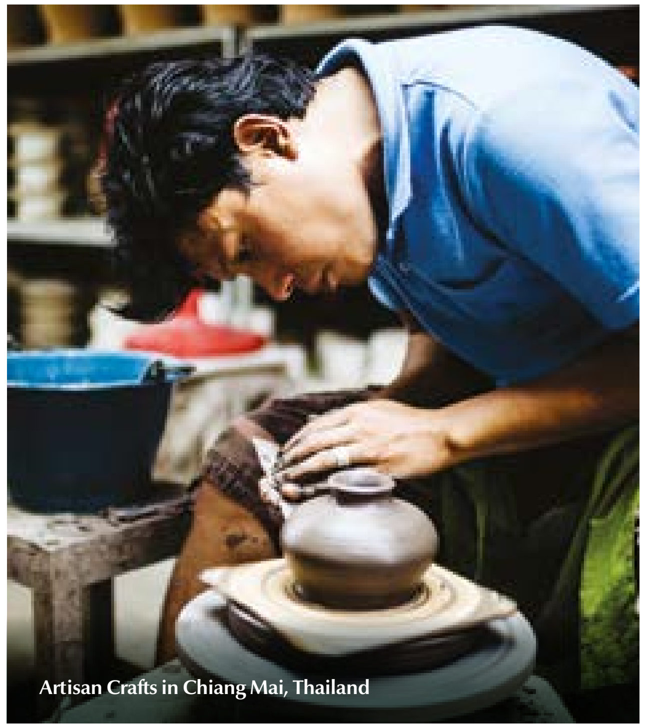
In 2021, total water use rose by 9%, although water conservation initiatives saved 329 million litres of water, and the Group used 541 million litres (12% of total use) of recycled or recaptured water. Group waste production declined by 8% due to increased recycling and prevention efforts in 2021. Single-use plastic has been reduced by 53% since 2017, despite new property openings, preventing 28.6 million pieces from going to landfill. Both water use and waste production were 16% lower than 2017 levels.


Freshwater Turtle Release in Bạch Mã National Park

A strategic and science-based approach to conservation engages and educates travellers, local communities and our associates to develop stewardship. Since 2017, 191,737 travellers have participated in our conservation and habitat restoration programmes, with almost 12,000 citizen scientists reporting animal sightings that contribute to long-term monitoring and conservation programmes. During a time of restricted movement, recipients of our inaugural Greater Good Grants implemented projects to conserve threatened ecosystems and species in Cambodia, India, Indonesia, Thailand, and Vietnam.

Our Community
Our approach promotes wellbeing, diversity, satisfaction, health, and capacity development to support the 2030 Agenda for Sustainable Development. Pandemic-induced isolation directed our focus to stakeholder engagement, with an emphasis on associate interaction and connectivity via online learning and development to create shared purpose, connections and unity. We developed eight corporate cultures to foster purpose-based business and personal development, delivering 463,661 training hours in 2021, with almost 2.5 million training hours issued since 2017.

Guest engagement with community programmes increased four-fold in 2021 as travellers seek greater purpose with experience, and 184,959 guests and associates have participated since 2017. Our Seedlings programme, which provides mentorship and scholarship to those at risk of societal exclusion between the ages of 12 to 18, grew to 121 young persons. Since 2007, we have supported 177 Seedlings Mentees at 29 different locations worldwide, and have provided 1,611 equivalent days of mentorship over the past five years.


Artisan Crafts in Chiang Mai, Thailand


Laguna Phuket Kindergarten


Banyan Tree Phuket, Thailand

Our Responsibility
Sustainability governance addresses leadership, ethical compliance, cybersecurity and supply chain which, combined with our environmental and community efforts, promotes responsible travel. We incorporated climate risk and material ESG topics into our Enterprise Risk Management in 2021 as we further embed sustainability in our business decision making.

A stakeholder-inclusive approach supports our participation, collaboration and leadership locally where we operate and within the industry, as we continue to strive to go beyond the precautionary or least-harm approach, and be proactive and innovative in implementation. In our second year of the supplier Code of Conduct, we achieved our KPI with 82% of dollar purchases (US$65 million) from suppliers who completed a Code of Conduct. Reporting for the first time, our Gender Pay Gap was 5% unadjusted and 3% adjusted, with female associates earning US$0.97 for every dollar a male associate earned. A deep dive in adjusted gender pay gap allows us to identify drivers of gender salary inequality (geographic, human or business), on which we can act and manage equality in pay, which we will explore in 2022.

In the last three years we have implemented 2,004 sustainable events and initiatives, with our associates volunteering almost 100,000 hours to serve communities and environments where we operate. Increasingly, travellers are looking for greater purpose, and over the past five years we have engaged over 235,000 guests in our programmes to promote responsible travel despite the ongoing COVID-19 situation.

Please refer to the Sustainability Report 2021 for detailed information on the continual progress made in the Group's commitment to sustainability and addressing ESG in our business operations, and our future ambitions.

HIGHLIGHTS OF OUR JOURNEY

The Board of Directors manage for long-term sustainable value creation for all stakeholders. Sustainability remains a key component of our corporate purpose; the Board of Directors consider sustainability issues as part of the company's strategic formulation, approved the selection of the material Environmental, Social and Governance (ESG) factors and the Group's strategic approach to mitigating impact, and monitor progress towards set targets presented in the accompanying Sustainability Report. The Directors acknowledge ownership starts with the Board, with senior management ensuring the sustainability mission is embraced and implemented by all in the Banyan Tree family. The following highlights showcase our progress over the course of this five-year materiality cycle (or as stated if otherwise), with annual progress reported within each relevant section.

Embracing the Environment

24%
reduction in total energy use

28.6m pieces
of plastic removed, **53%** total reduction

532,194
trees planted since 2007

16%
decrease in waste

279,280 kg
of trash removed

49,320
participants in environmental programmes

Empowering People

2.4 million hours
of associate training

3.3%
adjusted gender pay gap **5%** unadjusted in 2021

82%
supplier Codes of Conduct completed in 2021

177
seedlings mentees since 2007

134,959
participants in community programmes

99,843 hours
of volunteering since 2019

BANYAN TREE MANAGEMENT ACADEMY

BTMA was established in 2008 to support Banyan Tree Group's organisational goals, by advancing people development, managing excellence and providing learning with integrity and meaning. Senior management is directly involved in BTMA's workshops, helping to communicate, instill and exemplify Banyan Tree Group's culture and core values.

BTMA recorded a global average of 5.58 hours of training per month per associate in 2021, despite the challenges of COVID-19 and the temporary closure of some properties. We were able to achieve this by using online training as our main platform. This made it possible for associates from different geographies to learn together, with group assignments enhancing engagement and building team spirit. Over the course of the year, we facilitated 124 online training sessions and workshops for a total of 3,732 participants.

Instilling Our Eight Cultures
Banyan Tree Group embraces Eight Cultures essential for organisational and individual success: Our IMWY ("I Am With You") Service Culture, Our Wellbeing Culture, and Our Sustainability Culture, which are mindsets for Leading Self; Our Diversity and Inclusion Culture, Our Marketing Culture and Our Team Culture, which are mindsets for Leading Others; and Our Innovation Culture and Our Learning Culture, which project a crafted future through continual innovation and learning.

Our IMWY Service Culture was officially launched in November 2020. Since then, a total of 6,617 associates globally have benefitted from training in this, including 114 associates from the Singapore Corporate Office.

In 2021, BTMA began rolling out training for the remaining cultures: Our Wellbeing Culture (14 sessions attended by 517 associates), Our Sustainability Culture (13 sessions for 485 associates), Our Diversity and Inclusion Culture (15 sessions for 515 associates), Our Marketing Culture (25 sessions for 619 associates), Our Team Culture (11 sessions for 371 associates), Our Innovation Culture (eight sessions for 345 associates) and Our Learning Culture (seven sessions for 187 associates).


Our Service Culture – "I Am With You"


Alternative Local Quarantine (ALQ) Training

To make them accessible to a wider audience, Our Eight Culture Workshops are also available for self-paced learning in English and other languages on BTMA's online Learning Management System.

Meeting Learning Needs

BTMA continued to respond to the Learning Needs Analysis for the Group's hotel properties, by training the trainers designated for each property.

Together with senior human resource associates, BTMA revised the Interviewing Skills Workshop and conducted three sessions attended by a total of 63 associates. The Service Recovery Course also underwent revision with the input of senior Learning Managers, with three sessions held for 85 associates. Meanwhile, three sessions of the Time Management Workshop were attended by 81 property-nominated trainers.

In addition, BTMA facilitated three sessions of the Learn to Lead Workshop for 37 associates, one session of Ctrip Online Learning for 42 associates, and one Women of the World Workshop for 14 associates.

ANALYTICAL REVIEW

Revenue

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Hotel Investments	**59,490**	*62,176*	*(2,686)*	*-4%*
Branded Residences and Extended Stay	**122,788**	*69,398*	*53,390*	*77%*
- Hotel Residences	**22,345**	*58,683*	*(36,338)*	*-62%*
- Laguna Residences and Extended Stay	**8,149**	*10,715*	*(2,566)*	*-24%*
- Development Site Sales	**92,294**	-	*92,294*	*100%*
Fee-based Segment	**38,950**	*26,258*	*12,692*	*48%*
- Hotel/Fund/Club Management	**24,946**	*10,049*	*14,897*	*148%*
- Spa/Gallery Operations	**6,475**	*7,927*	*(1,452)*	*-18%*
- Design and Other Services	**7,529**	*8,282*	*(753)*	*-9%*
Total	**221,228**	*157,832*	*63,396*	*40%*

Revenue increased by S$63.4 million or 40% from S$157.8 million to S$221.2 million for the year ended 31 December 2021 mainly due to higher revenue from Branded Residences and Extended Stay and Fee-based segments, partially offset by lower revenue from Hotel Investments segment.

Hotel Investments segment achieved revenue of S$59.5 million, a decrease of 4% or S$2.7 million compared to S$62.2 million in FY2020. The decrease in revenue was mainly from Thailand (S$22.3 million) as the COVID-19 outbreak impacted international travel borders only after Q1 FY2020. Maldives reported revenue of S$37.1 million which was S$20.1 million higher than the same period last year. Revenue from the Branded Residences and Extended Stay segment increased by S$53.4 million or 77% to S$122.8 million for FY2021. This was mainly due to sale of development land in Gold Coast and Brisbane, Australia for S$92.3 million.

Revenue from the Fee-based segment increased by S$12.7 million or 48% to S$39.0 million in FY2021. This was mainly due to higher management fees from our hotels which had benefitted from strong domestic demand such as in China and the gradual reopening of the travel borders.

Other Income

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**13,224**	*1,747*	*11,477*	*nm*

Other income increased by S$11.5 million from S$1.7 million in FY2020 to S$13.2 million in FY2021. This was mainly due to fee recovery from a discontinued project in Meydan, Dubai and fair value gain on investment properties in Singapore.

Costs and Expenses

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Cost of operating supplies	**9,916**	*9,682*	*234*	*2%*
Cost of properties sold	**100,824**	*36,186*	*64,638*	*179%*
Salaries and related expenses	**50,602**	*55,943*	*(5,341)*	*-10%*
Administrative expenses	**28,691**	*55,777*	*(27,086)*	*-49%*
Sales and marketing expenses	**7,123**	*7,933*	*(810)*	*-10%*
Other operating expenses	**25,646**	*27,041*	*(1,395)*	*-5%*
Impairment loss on financial assets	**7,111**	*2,135*	*4,976*	*233%*
Total	**229,913**	*194,697*	*35,216*	*18%*

Cost of operating supplies
Cost of operating supplies increased by S$0.2 million or 2% from S$9.7 million to S$9.9 million for the year ended 31 December 2021, in line with higher revenue from Maldives hotels, partially cushioned by lower cost incurred from Thailand hotels and Spa/Gallery operations.

Cost of properties sold
Cost of properties sold increased by S$64.6 million or 179% from S$36.2 million to S$100.8 million for the year ended 31 December 2021 mainly due to the sale of development land in the Gold Coast and Brisbane, Australia.

Salaries and related expenses
Salaries and related expenses decreased by S$5.3 million or 10% from S$55.9 million to S$50.6 million for the year ended 31 December 2021, mainly due to lower headcount as a result of a group-wide restructuring exercise since April 2020 and the absence of one-off severance payments of S$7.3 million paid to employees in FY2020, partially offset by gradually withdrawal of the unpaid leave program and absence of government grants.

Administrative expenses
Administrative expenses decreased by S$27.1 million or 49% from S$55.8 million to S$28.7 million for the year ended 31 December 2021. This was mainly due to one-off gains of S$30.2 million relating to lower write-down of property development costs (S$14.3 million), lower write-down of property plant and equipment (S$5.8 million), absence of losses on warranty claims in FY2020 (S$4.3 million), lower fair value loss on Convertible Bonds (S$3.0 million) and reversal of impairment on receivables from Banyan Tree Assets (China) Pte. Ltd. (S$2.8 million). It was partially offset by higher provision for doubtful debts and higher legal and professional fees.

Sales and marketing expenses
Sales and marketing expenses decreased by S$0.8 million or 10% from S$7.9 million to S$7.1 million for the year ended 31 December 2021, mainly due to lower marketing expenses incurred for hotels.

Other operating expenses
Other operating expenses decreased by S$1.4 million or 5% from S$27.0 million to S$25.6 million for the year ended 31 December 2021, mainly due to lower guest supplies, lower repair and maintenances, lower travelling expenses and lower provision for replacement of operating equipment.

Impairment loss on financial assets
Impairment loss on financial assets increased by S$5.0 million or 233% from S$2.1 million to S$7.1 million for the year ended 31 December 2021 mainly due to higher provision for loss allowance and lower write-back of impairment loss in FY2021.

Operating Profit / (Loss) and Core Operating Profit[1]

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Hotel Investments	**(18,363)**	*(14,328)*	*4,035*	*28%*
Branded Residences and Extended Stay	**12,270**	*223*	*12,047*	*nm*
- Hotel Residences	**8,852**	*5,912*	*2,940*	*50%*
- Laguna Residences and Extended Stay	**(1,880)**	*(5,689)*	*(3,809)*	*-67%*
- Development Site Sales	**5,298**	-	-	*100%*
Fee-based Segment	**10,646**	*(8,586)*	*19,232*	*nm*
- Hotel/Fund/Club Management	**10,029**	*(2,105)*	*12,134*	*nm*
- Spa/Gallery Operations	**2,415**	*(3,098)*	*5,513*	*nm*
- Design and Other Services	**(1,798)**	*(3,383)*	*(1,585)*	*-47%*
Head Office Expenses	**(13,238)**	*(14,174)*	*(936)*	*-7%*
Other Income (Net)	**13,224**	*1,747*	*11,477*	*nm*
Operating Profit/(Loss)	**4,539**	*(35,118)*	*39,657*	*nm*
One-off Adjustments	**800**	*39,400*	*(38,600)*	*-98%*
Core Operating Profit[1]	**5,339**	*4,282*	*1,057*	*23%*

[1] Refers to Operating Profit/(Loss) excluding one-off gains or losses. This is an alternative financial measurement and do not have a standardised meaning prescribed by International Financial Reporting Standards.

Operating Profit increased by S$39.6 million from a loss of S$35.1 million to a profit of S$4.5 million for the year ended 31 December 2021, mainly due to higher contribution from Fee-based and Branded Residences and Extended Stay segments as well as fee recovery from a discontinued hotel project in Dubai that was recorded in Other Income. If one-off adjustments of S$38.6 million were excluded, Core Operating Profit was S$1.0 million higher than FY2020.

One-off adjustments in FY2021 includes impairment loss on property, plant and equipment (S$0.4 million), write-down of property development costs (S$1.6 million) and fair value loss on convertible bonds (S$2.7 million), partially cushioned by write-back of loss allowance on receivables from Banyan Tree Assets (China) Pte. Ltd. due to collections (S$2.8 million) and fair value gain on investment properties (S$1.1 million). Similar adjustment items in FY2020 includes impairment loss on property, plant and equipment (S$6.3 million), write-down of property development costs (S$15.8 million), fair value loss on convertible bonds (S$5.7 million), one-off settlement of claim arising from joint venture formation in China (S$4.3 million) and severance payments (S$7.3 million).

Depreciation of Property, Plant and Equipment and Right-of-use Assets

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**21,845**	*25,557*	*(3,712)*	*-15%*

Depreciation of property, plant and equipment and right-of-use assets decreased by S$3.7 million from S$25.6 million to S$21.8 million for the year ended 31 December 2021, mainly due to reduction in property, plant and equipment due to write-downs in 2020 and 2021, and transfer of Angsana House to Investment properties.

Finance Costs

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**39,974**	*33,448*	*6,526*	*20%*

Finance costs increased by S$6.5 million from S$33.4 million to S$40.0 million for the year ended 31 December 2021, mainly due to higher fair value adjustment of imputed interest on long-term receivables which are repayable by instalments of S$6.2 million. Without this adjustment, finance costs for FY2021 was S$0.3 million higher mainly due to higher interest on convertible bonds as the Group recorded full year interest in 2021 as compared to five months in 2020. This was partially cushioned by absence of medium term notes interest as the Group fully repaid medium term notes of S$100.0 million upon maturity in June 2020 and lower interest from interest-bearing loans and borrowings due to scheduled repayment.

Share of Results of Associates

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**2,647**	*(6,686)*	*9,333*	*nm*

For the year ended 31 December 2021, the Group share of associates' net profit of S$2.6 million as compared to share of associates' net loss of S$6.7 million for the year ended 31 December 2020. This was mainly due to share of fair value profit of the Group's associate, Banyan Tree Indochina Hospitality Fund L.P. ("Indochina Fund") in FY2021 as compared to a share of fair value loss in FY2020 and share of profits of the Group's China associates due to better performance in China operations.

Income Tax Expense

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**9,454**	*7,936*	*1,518*	*19%*

On income tax expense, FY2021 recorded income tax expense of S$9.5 million, notwithstanding losses incurred during the year, mainly due to deferred tax assets written-off arising from uncertainty of our ability to generate sufficient operating profit to utilise such tax assets, deferred tax assets not recognised for some of the loss-making companies and higher withholding tax expense due to higher revenue.

Non-controlling Interests

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**(6,082)**	*(6,670)*	*(588)*	*-9%*

Non-controlling interests' share of loss of S$6.1 million for the year ended 31 December 2021 decreased by S$0.6 million to S$6.7 million for the year ended 31 December 2020 mainly due to lower loss from LRH.

Loss Attributable to Owners of the Company

	2021 S$'000	2020 S$'000	Incr/(Decr) S$'000	%
Total	**(55,192)**	*(95,838)*	*(40,646)*	*-42*

As a result of the foregoing, loss attributable to owners of the Company was S$55.2 million for the year ended 31 December 2021 as compared to S$95.8 million for the year ended 31 December 2020.

Cash Flows

	2021 S$'000	2020 S$'000
Loss before taxation	**(51,820)**	*(94,572)*
Net increase from changes in working capital	**124,696**	*14,272*
Net interest paid, tax paid and others	**(22,326)**	*(27,314)*
Adjustment for non-cash items	**68,856**	*88,461*
Net cash flows generated from/(used in) operating activites	**119,406**	*(19,153)*
Net cash flows used in investing activities	**(5,230)**	*(9,040)*
Net cash flows used in financing activities	**(50,517)**	*(50,559)*
Net change in cash and cash equivalents	**63,659**	*(78,752)*
Net foreign exchange difference	**(2,620)**	*(763)*
Cash and cash equivalents at beginning of the year	**51,287**	*130,802*
Cash and cash equivalents at end of the year	**112,326**	*51,287*

For the full year ended 31 December 2021, net cash flows generated from operating activities was S$119.4 million. This was mainly due to adjustments for non-cash items of S$68.9 million and increase in working capital of S$124.7 million but partially offset by loss before taxation of S$51.8 million, net interest paid of S$18.2 million and tax paid of S$2.7 million.

Net cash flows used in investing activities was S$5.2 million, mainly due to essential purchases of furniture, fittings and equipment by the Group's resorts for their operations of S$6.8 million which was partially offset by proceeds from sale of warehouse in Singapore for S$1.0 million.

Net cash flows used in financing activities amounted to S$50.5 million, mainly due to repayments of bank borrowings of S$116.5 million, which was partially cushioned by additional bank borrowings of S$69.4 million. In addition, there was payment of lease liabilities of S$3.2 million mainly relating to our Maldives islands.

Use of Proceeds

Debt Fund Raising - Issuance of S$50.4 million Convertible Bonds on 6 August 2020	Utilisation Status as at 31 December 2021
As announced on 7 August 2020, the Group raised S$50.4 million Convertible Bonds issue which was successfully completed and fully subscribed.	Proceeds were used for operating activities (S$3.0 million), scheduled repayment of bank loans (S$44.2 million), professional fees and related expenses in connection with rights issue (S$1.2 million) and balance in bank deposits for liquidity buffer (S$2.0 million).

CORPORATE GOVERNANCE REPORT

Banyan Tree Holdings Limited ("BTH" or the "Company", and together with its subsidiaries, the "Group") is committed to observing and maintaining high standards of corporate governance and sound corporate practices to promote accountability, transparency and shareholders' value.

This report sets out BTH's main corporate governance practices which comply with the principles of the Code of Corporate Governance 2018 (the "Code") issued in August 2018 and which adhere closely to the provisions under the Code. The preparation of this report was also guided by the voluntary Practice Guidance which was issued to complement the Code and which sets out best practice standards for companies.

In the financial year ended 31 December 2021 ("FY2021"), the ongoing COVID-19 pandemic continues to have an impact on the Group's business and operations albeit to a lesser degree as countries are gradually relaxing the travel border restrictions. The Board, together with Management, continues to manage the business operations prudently and undertakes appropriate risk monitoring and mitigation measures against the impact that the COVID-19 pandemic has on the Group's operations and its assets and liabilities.

(A) Board Matters

Principle 1: Board's Conduct of its Affairs

1. The Board oversees the Company's business and its performance, working with Senior Management to achieve the Group's strategic objectives and long-term success, and ensuring that the necessary resources are in place to meet these objectives. The Board's principal functions include providing leadership, formulation of the Group's strategic direction, setting its values and ethics, standards of conduct and organisational culture and reviewing financial performance and risk matters including annual budgets, financial plans, major investments, divestments and fund-raising exercises. The Board also holds Management accountable for its performance The Board reviews the adequacy and effectiveness of internal controls including financial, operational, compliance and information technology controls, and the risk management framework of the Group to effectively monitor and manage risks. The Board approves remuneration policies and guidelines as well as succession planning for the Board and Management, including the appointment and re-appointment of Directors, and ensuring the Group's compliance with all laws and regulations as may be relevant to its businesses as well as proper accountability within the Company. The Board also regards sustainable development as a core strategic approach of the Group. The Board acts as the governing body by approving the material Environmental, Social and Governance ("ESG") factors and providing oversight and input on the progress of performance against set targets. Please refer to the Sustainability Report 2021 for the continual progress made in the Group's commitment to sustainability and addressing ESG concerns in its business operations.

2. During FY2021, the Board worked closely with Management in monitoring and reviewing impact on the business and financial performance posed by the COVID-19 pandemic.

3. The Group has adopted a set of internal controls and guidelines setting out the financial authorisation and approval limits for borrowings, acquisitions and disposals of investments, and operating and capital expenditures. The Board's approval is required for transactions where the value of these transactions exceeds the approval limits. In addition, matters such as, inter alia, the issue of shares, dividend distributions and other returns to shareholders, the Group's strategies and objectives, and the announcement of periodic and full-year results also require the Board's approval. The Board decides on matters that require its approval and communicates this clearly to Management in writing.

4. Prior to 20 May 2021, there were two Board Committees, namely the Audit and Risk Committee ("ARC") and the Nominating and Remuneration Committee ("NRC"). On 20 May 2021, the NRC was re-constituted into two separate Board Committees, the Nominating Committee ("NC") and the Remuneration Committee ("RC"). All these Board Committees are constituted with defined written Charters to assist the Board in the execution of its responsibilities. These Charters set out the compositions, authorities and duties of the Board Committees (including reporting back to the Board), and are reviewed on a periodic basis to ensure their continued relevance. The members of the ARC, NRC (prior to 20 May 2021) and RC (on and after 20 May 2021) comprise only Independent Directors. The members of the NC (on and after 20 May 2021), save for Mr Ho KwonPing, the Executive Chairman of the Board who was appointed to the NC on 20 May 2021, are all Independent Directors.

5. The Board and the Board Committees conduct regular scheduled meetings, at which Directors actively participate in discussing and deliberating on matters requiring their attention and decision. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict. All Board and Board Committee meetings are scheduled in advance of each calendar year in consultation with the Directors and notified to all Board Members before the start of that calendar year. Ad-hoc meetings are convened when circumstances require. The Independent Directors also set aside time to meet, without the presence of Management and the Non-Independent Directors, to review performance of Management in meeting the goals and objectives of the Company, after which the Lead Independent Director will provide any relevant feedback to the Executive Chairman. Where necessary, the Directors also participate in Board meetings via telephonic attendance and video conferencing, as permitted under the Constitution of the Company (the "Constitution"). Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of the Company. Details of each Director's attendance at Board and Board Committee meetings as well as the Annual General Meeting of the Company ("AGM") held during FY2021 are provided in Table 1 below:

Table 1*

Board Members	Board	ARC	NRC*	NC	RC	AGM
No. of Meetings Held	**4**	**5**	**2**	**2**	**2**	**1**
Ho KwonPing	4/4	-	-	2/2	-	1/1
Ho Ren Hua	4/4	-	-	-	-	1/1
Timothy Chia Chee Ming[1]	4/4	-	2/2	2/2	-	1/1
Tan Chian Khong[2]	4/4	4/5	-	-	-	1/1
Arnoud Cyriel Leo De Meyer[3]	4/4	-	1/2 (Observer)	2/2	2/2	1/1
Lien Choong Luen[4]	3/4	3/5	-	-	-	-
Parnsiree Amatayakul[4]	3/4	-	-	-	-	-
Karen Tay Koh[5]	4/4	5/5	1/2 (Observer)	2/2 (Observer)	2/2	1/1
Ding ChangFeng	2/4	-	-	-	-	-
Paul Beh Jit Han[6]	4/4	-	2/2	2/2	2/2	1/1
Gaurav Bhushan	4/4	-	-	-	-	1/1
Jason Chew Van Hoong	4/4	-	-	-	-	1/1
Mohamed Al-Hashmi (Alternate Director to Jason Chew Van Hoong)	-	-	-	-	-	-
Fang Ai Lian[7]	1/4	2/5	-	-	-	1/1
Chan Heng Wing[7]	1/4	-	1/2	-	-	1/1
Tham Kui Seng[7]	1/4	2/5	-	-	-	1/1

1 Mr Timothy Chia Chee Ming retired as a Director on 31 December 2021.
2 Mr Tan Chian Khong was appointed as Director on 28 January 2021 and as the Chairman of ARC on 28 April 2021. Mr Tan Chian Khong was re-designated as Lead Independent Director and appointed as a member of the NC on 31 December 2021.
3 Mr Arnoud Cyriel Leo De Meyer was appointed as Director on 28 January 2021 and a member of NC and RC from 20 May 2021.
4 Mr Lien Choong Luen and Ms Parnsiree Amatayakul were appointed as Directors on 28 April 2021, following the completion of the 2021 AGM held on the same day. Mr. Lien Choong Luen was also appointed as a member of ARC on 28 April 2021.
5 Ms Karen Tay Koh was appointed as the Chairperson of RC on 20 May 2021.
6 Mr Paul Beh Jit Han was appointed as the Chairman of NC and a member of RC on 20 May 2021.
7 Ms Fang Ai Lian, Mr Chan Heng Wing and Mr Tham Kui Seng retired as Directors at the conclusion of the 2021 AGM on 28 April 2021.
* The NRC was re-constituted into separate NC and RC with effect from 20 May 2021.

6. Upon appointment, each new Director is issued with a formal letter of appointment along with materials pertaining to his obligations in relation to disclosure of interests in securities, conflicts of interest and restrictions on dealings in securities. An orientation programme is conducted for new Directors to familiarise themselves with the Group's businesses, operations, strategic directions, and organisation structure and to be acquainted with Management. Each new Director will also receive information on the relevant policies and procedures of the Group and the Board meeting schedule for the year, as well as a brief of the routine agenda for each Board and Board Committee meeting. When a Director is appointed to a Board Committee, a copy of the Charter of the Board Committee is provided. The NC ensures that each new Director is aware of his/her directorship duties and obligations.

7. A Director who has no prior experience as a director of an SGX-listed company is required to undergo training in the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST. Mr De Meyer, Ms Parnsiree and Mr Lien had been registered to undergo the requisite training by Singapore Institute of Directors ("SID") the soonest possible in 2022. In the period of 2021, the Company had various review and consultation sessions with the Board on the Group's business, operations and strategic affairs which were arranged sensibly amidst the COVID-19 pandemic impact. In addition, orientation programmes and sustainability reviews were also conducted between the Management and the three of them. The Company will similarly assist with the registration of all directors for the new sustainability training module to be conducted by SID when the training schedule is published.

8. The Company also provides the Board with updates on developments in laws and regulations or changes in regulatory requirements and financial reporting standards, which are relevant to or may affect the Group's businesses. The Directors have been periodically updated on various aspects of the Group's operations through briefings, informal discussions and meetings with Management.

9. The Directors are provided with Board Papers by Management in advance of each Board and Board Committee meeting to enable them to be properly informed of matters to be discussed and/or approved, to enable the Directors to make informed decisions and discharge their responsibilities and duties. These include reports relating to the financial and operational performance of the Group as well as other matters for the decision or information of the Board. The Directors are also provided with additional information and reports (upon request) which will enable them to have a better understanding of the Group's business and strategies, the operating environment and the risks faced by the Group.

10. Management provides the Board with management accounts and explanations and information on an on-going basis and as the Board may require from time to time, enabling the Board to make a balanced assessment of and informed decisions on the Company's and the Group's performance, position and prospects, and to discharge its duties and responsibilities. Such information consists of consolidated profit and loss accounts, operating profit, and pre-tax profit by the various business segments comparing BTH's actual performance against the budgets, together with explanations for significant variances. The Directors may also, at any time, request further information or meetings with Management on the Group's operations.

11. The Board, through its results announcements, aims to provide shareholders with a balanced and clear assessment of the Group's performance and prospects on a periodic basis. The Board also ensures timely and full disclosure of material corporate developments to shareholders.

12. The Board reviews and approves the results as well as the relevant announcement before their release on SGXNET. The Board also reviews legal and regulatory compliance reports from Management to ensure that the Group complies with the relevant regulatory requirements.

13. In the interest of sustainability, the Board Papers for all Board and Board Committee meetings are electronically distributed in advance of these meetings for the Board's review and consideration.

14. Each Director has separate and independent access to Management and the Company Secretary. The Company Secretary attends all Board and Board Committee meetings, ensuring that Board procedures are observed and that applicable rules and regulations are complied with. He is responsible for, among other things, advising the Board on corporate and administrative matters as well as all matters relating to corporate governance. The appointment and the removal of the Company Secretary is a matter for the Board as a whole.

15. The Directors have separate and independent access to independent experts and professional advice as and when necessary to enable them (including the Independent Directors) to discharge their responsibilities effectively and such costs are borne by the Company.

16. In the Singapore Governance and Transparency Index 2021 – General Category, prepared by the Centre for Governance, Institutions and Organisations of the National University of Singapore's Business School ("CGIO"), BTH ranked 71 out of a total of 519 companies (excluding 261 companies) listed on the SGX-ST which formed the basis of the CGIO's survey and ranking. BTH was placed on the SGX Fast Track programme since the inception of the programme in 2018. SGX Fast Track was introduced on 4 April 2018 in recognition of the efforts and achievements of listed issuers which have upheld high standards of corporate governance and maintained a good compliance track record.

Principle 2: Board Composition and Guidance

1. As at the date of this report, the Board comprises 11 Directors (excluding one alternate director), majority of whom are Independent Directors. As such, there is a strong and independent element on the Board. Please see the list of Independent and Non-Independent Directors on page 81 of the Annual Report for FY2021 ("Annual Report").

2. Each year, the NC reviews the appropriate size, level of independence and diversity of thought and background in the composition of the Board and Board Committees ensuring that each member has the expertise, skills and attributes to discharge his/her responsibilities effectively. The NC also ensures that there is an appropriate number of Independent Directors for the Board and each Board Committee. Having considered the nature and scope of the Group's businesses and the regulatory requirements, the NC and the Board are of the opinion that the current composition and size of the Board and its Board Committee are appropriate and adequate.

3. The Company has adopted a Diversity Policy which sets the framework for promoting diversity on the Board, recognising that it would enhance the Board's decision-making process. The diversity which includes different skillsets, functional and industry expertise, international experience, gender, age, tenure, independence, ethnicity and culture, and other relevant factors, would provide various perspectives to the Board and thus better support the Company's achievement of its strategic objectives, business requirements, risk management and internal controls.

4. The Group has a diverse Board of Directors with regional and international experience as well as expertise in a variety of disciplines and related fields. In FY2021 as part of the Board's rejuvenation process, new Directors with experience in sustainability, digital and technology joined the Board. The Company has engaged with the Directors in these areas of expertise to assist in, amongst others, the formulation and implementation of business objectives, processes and risk management. A third of the Independent Directors are women. The Board at the guidance of the NC, would continue to review the diversity of its members including setting targets in the areas of gender, age and domain expertise.

5. The profile of each Director which includes key information regarding academic qualifications, directorships and chairmanships both present and those held over the preceding three years in other listed companies, and other principal commitments, is set out on pages 48 to 51 of this Annual Report. The details of the Directors' shareholdings can be found under the section on Directors' interests in shares and debentures on page 99 and 100 of the Directors' Statement.

Principle 3: Chairman and Chief Executive Officer

1. The Executive Chairman is responsible for leading the Board in charting the strategic direction and growth of the Group. He also facilitates the effective contribution of all Directors and ensures active and comprehensive Board discussions on Company matters, monitors the translation of the Board's decisions into executive actions, and fosters constructive dialogue with shareholders and other stakeholders, including at each AGM. The Executive Chairman is also responsible for setting the agenda and ensuring that adequate time is available for discussion of all agenda items, in particular, strategic issues, promoting a culture of openness and debate at the Board, promoting and maintaining a high standard of corporate governance, and ensuring appropriate relations within the Board and between the Board and Management. For FY2021, the Company did not have a separate Chief Executive Officer (CEO) position as the Board is of the view that that the current Board composition is appropriate and effective for the purposes for which the Board's roles and responsibilities are set up, and with the establishment of the three Board committees, that there are adequate safeguards in place to prevent an uneven concentration of power and authority in a single individual.

2. With effect from 17 March 2022, the Company has re-designated Mr Eddy See Hock Lye, as the President and CEO. The execution of the Company's corporate and business strategies and policies, and the conduct of the Group's businesses will be delegated to a dedicated team of Management comprising the CEO and the Managing Directors of the various Business Units.

3. The Board has appointed Mr Tan Chian Khong as the Lead Independent Director with effect from 31 December 2021, in place of Mr Timothy Chia Chee Meng who has retired, to lead and co-ordinate the activities of the Non-Executive Directors, and to provide leadership in situations where the Executive Chairman is conflicted. The Lead Independent Director is also a member of the NC. The Lead Independent Director, meets with the other Independent Directors at least twice a year without the presence of the non-Independent Directors and Management. He is available to shareholders as another channel of communication in addition to the Executive Chairman or the CEO.

Principle 4: Board Membership

1. The NC is chaired by Mr Paul Beh Jit Han and also comprises Mr Arnoud De Meyer, Mr Tan Chian Khong (from 31 December 2021) and Mr Ho KwonPing. Save for Mr Ho KwonPing who is the Executive Chairman, the remaining members of the NC are Independent Directors.

2. The NC's functions, which are set out in its Charter, include among others, selection, appointment and re-appointment of Directors and making recommendations to the Board on new Board appointments and re-appointment of Directors (including Alternate Directors). The NC's selection process for candidates to be proposed to the Board for new appointments takes into account various factors including having the appropriate knowledge, experience and skills to contribute effectively, as well as the age and gender of the candidates, as may be determined by the NC to be relevant and how these would augment the Board and the Board Committees, particularly if the candidate is nominated to be in the Board Committees. Names of potential candidates are sought through networking contacts and recommendations. The NC shortlists candidates for nomination and recommends to the Board for approval. The re-appointment of Directors is based on their competencies, commitment and contributions, a review of the range of expertise, performance, skills and attributes of current Board members and the needs of the Board. The NC also reviews and makes recommendations to the Board on the training and professional development programmes for the Board and its Directors, and the review of succession plans for the Board and Management, in particular the appointment and/or replacement of the Chairman of the Board, the CEO and key management personnel (as defined in the Code). The NC also makes recommendations to the Board on the development of a process and criteria for evaluation of the performance of the Board, its Board Committees and Directors.

3. The SGX-ST Listing Manual requires every Director to submit themselves for re-nomination and re-appointment at least once every three years. The Constitution further requires one-third of the Directors (or, the number nearest to but not less than one-third) to retire by rotation and subject themselves to re-election by shareholders at every AGM. New Directors appointed by the Board during the year shall also submit themselves for re-election at the next AGM but shall not be taken into account in determining the number of Directors who are to retire by rotation at that AGM.

4. The NC also determines the independence of the Directors annually as well as when circumstances change. The process includes the use of a self-assessment questionnaire which each Independent Director is required to complete and submit to the NC for review, in which the Directors must disclose their relationships with the Company, its related corporations, its substantial shareholders and its officers, if any, which may affect their independence. In its annual review, the NC, having considered Rule 210(5)(d) of the SGX-ST Listing Manual, the principles and provisions set out in the Code (including Provision 2.1) and the Practice Guidance, has confirmed the status of the Directors as follows:

1. Mr Ho KwonPing (Non-Independent)
2. Mr Ho Ren Hua (Non-Independent)
3. Mr Ding ChangFeng (Non-Independent)
4. Mr Gaurav Bhushan (Non-Independent)
5. Mr Jason Chew Van Hoong (Non-Independent)*
6. Mr Tan Chian Khong (Independent)
7. Mrs Karen Tay Koh (Independent)
8. Mr Paul Beh Jit Han (Independent)
9. Mr Arnoud De Meyer (Independent)
10. Mr Lien Choong Luen (Independent)
11. Ms Parnsiree Amatayakul (Independent)

* Mr Mohamed Al-Hashmi is the Alternate Director to Mr Jason Chew. Mr Jason Chew was based in Doha, Qatar. As the Company holds its board meetings in Singapore, Mr Jason Chew has appointed Mr Mohamed to be his alternate should Mr Jason Chew be unable to attend.

5. Mr Tan Chian Khong and Mr Arnoud De Meyer were appointed to the Board on 28 January 2021. Mr Lien Choong Luen and Ms Parnsiree Amatayakul were appointed to the Board on 28 April 2021. Mrs Fang Ai Lian, Mr Chan Heng Wing, and Mr Tham Kui Seng retired as directors on 28 April 2021. Having served on the Board beyond nine years, Mr Timothy Chia Chee Ming retired as Lead Independent Director on 31 December 2021. In place of Mr Chia, Mr Tan Chian Kong was re-designated as Lead Independent Director and was concurrently appointed to the NC on the same date.

6. Following the aforementioned changes to the Board, the Board continues to have a majority of Independent Directors. Each of its current Independent Directors has been serving on the Board for between one (1) and up to three (3) years.

7. The Independent Directors have no affiliations or business relationships with the Company, its related corporations, substantial shareholders or officers, nor do any relationships or circumstances exist which are likely to, or could appear to, interfere with the exercise of their independent business judgement with a view to the best interests of BTH.

8. The Board has implemented a policy whereby the Executive Chairman's external directorships should be approved by the NC. The Board has not determined the maximum number of listed company board representations which any Director may hold. The Board has allowed each Director to personally determine the demands of his/her directorships and obligations and to assess how much time he/she must dedicate in order to serve on the Board effectively. Each of the Directors updates the Company of any changes in his/her external appointments and these changes are noted at the Board meetings. Although some Directors have multiple board representations, the NC monitors and assesses annually the number of listed company board representations and the principal commitments of each of the Directors. For FY2021, the NC and the Board, having reviewed the multiple listed company board representations of the Directors and their principal commitments, are satisfied that each of these Directors has dedicated sufficient time and attention to, and is able to perform and has adequately performed, his/her duties as a Director of the Company.

Principle 5: Board Performance

1. The NC has the responsibility of evaluating the Board's and Board Committees' effectiveness. The Company has in place a formal process and objective performance criteria, which were formulated based on recommendations from the NC, for the Board's assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution by each Director to the effectiveness of the Board and the Board Committees. The Board evaluation process involves each Director completing the Board Evaluation Questionnaire seeking his/her view on factors such as the structure, size and processes of the Board and the Board's access to information, Management and external experts outside meetings, as well as the effectiveness of the Board as a whole, its Board Committees and the Board's oversight of the Company's performance. For FY2021, based on the compilation of responses by the Company Secretary, the NC together with the Executive Chairman evaluated the Board's performance based on objective performance criteria such as open communication, meaningful participation and rigorous decision making. The findings, including its recommendations for improvements were presented to the Board. All Directors have completed the Board Evaluation Questionnaire. The Executive Chairman abstained from completing the Board Evaluation Questionnaire so as to provide independence to the overall results.

2. The Board, having reviewed the results of the Board evaluation as shared by the NC, was of the view that it had met its performance objectives for FY2021.

3. Each member of the NC abstained from making any recommendations and/or participating in any deliberation concerning the NC and voting on any resolution in respect of the assessment of his/her own performance or re-nomination as a Director.

(B) Remuneration Matters

Principle 6: Procedures for Developing Remuneration Policies

1. The RC reviews and makes recommendations to the Board on the level and structure of remuneration of the Board and key management personnel, to ensure they are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company, and appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term. The RC takes into account all aspects of remuneration, including but not limited to, directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits-in-kind of the Board, key management personnel, and other executives who are related to the controlling shareholders and/or the Directors, and termination terms, to ensure they are fair. In particular, the RC reviews and makes recommendations to the Board on a framework of remuneration for the Board and key management personnel, and the specific remuneration packages for each Director as well as for key management personnel who are related to and have direct reporting to the controlling shareholders and/ or the Directors. The RC's review of remuneration packages is submitted to the Board for its endorsement. HR Guru, a human resource and executive level consultancy practice, was engaged to advise on the Company's share incentive plans to ensure competitive compensation and progressive policies, with suitable and attractive long-term incentives, are in place. HR Guru's lead consultant (formerly with Korn Ferry Hay Group) and HR Guru have no relationship with the Company which could affect their independence and objectivity in this regard. No Director is involved in deciding his/her own remuneration or the remuneration of any employees who are related to him/ her.

Principle 7: Level and Mix of Remuneration
Principle 8: Disclosure on Remuneration

1. A significant and appropriate proportion of the Executive Director's and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company. The employment contract of the Executive Chairman is automatically renewed every year, unless otherwise terminated by either party giving not less than six months' notice in writing. The terms of the Executive Chairman's employment contract do not provide for benefits upon termination of employment with the Company. The employment contracts of the Company's key management personnel may be terminated by either party giving not less than three months' notice in writing. There are no termination, retirement and post-employment benefits granted to the Directors, the Executive Chairman, the CEO (who was re-designated to this position with effect from 17 March 2022) and the top five key management personnel (who are not Directors or the CEO).

2. The remuneration framework for the Non-Executive Directors was evaluated by the RC, taking into consideration the level of contribution, effort, time spent, increasing responsibilities and obligations of these Directors, the prevailing market conditions, and referencing the Directors' fees against comparable benchmarks. In respect of FY2021, the Board agreed with the RC's recommendation that the existing fee structure for the Non-Executive Directors is appropriate. The Non-Executive Directors are paid by way of fees in cash. All Directors' fees are subject to shareholders' approval at the AGM. The framework for determining Directors' fees is set out in Table 2 below:

Table 2

Non-Executive Directors' Fees	
Basic Retainer Fee	
Director	S$45,000 per annum
Fee for Appointment as Lead Independent Director	S$20,000 per annum
Fee for Appointment to ARC	
ARC Chairman	S$44,000 per annum
ARC Member	S$22,000 per annum
Fee for Appointment to NRC (till 19 May 2021)	
NRC Chairman	S$28,000 per annum
NRC Member	S$14,000 per annum
Fee for Appointment to NC (from 20 May 2021)	
NC Chairman	S$20,000 per annum
NC Member	S$10,000 per annum
Fee for Appointment to RC (from 20 May 2021)	
RC Chairman	S$20,000 per annum
RC Member	S$10,000 per annum
Attendance Fee per Board Meeting	S$1,000

3. The Executive Chairman does not receive Directors' fees from the Company but in FY2021 was paid Director's fee from Laguna Resorts & Hotels Public Company Limited, a subsidiary of the Group. His remuneration comprises a base salary and bonus (which in FY2021 no bonus was payable).

4. Table 3 below shows the gross remuneration of the Executive Chairman, Non-Executive Directors as well as the top five key management personnel (who are not Directors or the CEO) for FY2021.

Table 3

Name	Salary	Bonus	Other Benefits[1]	Long-term Share-based Incentives	Directors' Fees	Total
Executive Chairman						
Ho KwonPing	84.1%[2]	0.0%	4.9%[3]	0.0%	11.0%[4]	S$710,493
Non-Executive Directors						
Ho Ren Hua	-	-	-	-	100%	S$49,000
Ding ChangFeng	-	-	-	-	100%	S$48,000
Timothy Chia Chee Ming [5]	-	-	-	-	100%	S$85,855
Karen Tay Koh[6]	-	-	10.8%	-	89.2%	S$93,490
Gaurav Bhushan	-	-	-	-	100.0%	S$49,000
Jason Chew Van Hoong	-	-	11.8%	-	88.2%	S$55,564
Mohamed Al-Hashmi[7]	-	-	-	-	-	-
Paul Beh Jit Han[8]	-	-	-	-	100%	S$72,907
Arnoud De Meyer[9]	-	-	-	-	100%	S$63,055
Tan Chian Khong[10]	-	-	-	-	100%	S$80,811
Lien Choong Luen[11]	-	-	15.0%	-	85.0%	S$57,058
Parnsiree Amatayakul[12]	-	-	-	-	100%	S$33,575
Fang Ai Lian[13]	-	-	-	-	100%	S$29,773
Chan Heng Wing[13]	-	-	9.3%	-	90.7%	S$22,135
Tham Kui Seng[13]	-	-		-	100%	S$22,660
Top 5 Key Management Personnel[14]						
S$750,0001 to S$1,000,000						
Eddy See Hock Lye	57.6%[2]	33.0%	5.8%	1.5%	2.1%[4]	100%
S$500,001 to S$750,000						
Ravi Chandran	49.6%[2]	28.0%	20.0%	0.0%	2.4%[4]	100%
S$250,001 to S$500,000						
Stuart Reading	47.2%[2]	14.6%	34.6%	0.0%	3.6%[4]	100%
S$400,001 to S$500,000						
Ho Kwon Cjan	76.1%[2]	0.0%	20.0%	0.0%	3.9%	100%
S$300,001 to S$400,000						
Claire Chiang	91.8%	0.0%	8.2%	0.0%	0.0%	100%

1 Including all benefits-in-kind such as provident fund contributions , complimentary accommodation, spa and gallery benefits, medical benefits, health checks, tax borne by the Company and home leave tickets, where applicable.
2 Includes deduction of salary in the form of unpaid leave.
3 Does not include payment pursuant to Founder's Grant as payment was deferred.
4 Directors' fees from Laguna Resorts & Hotels Public Company Limited ("LRH").
5 Ceased to be a Director from 31 December 2021; stepped down as NRC Chairman on 19 May 2021 and continued as NC member from 20 May 2021 to 30 December 2021.
6 Appointed as RC Chairperson on 20 May 2021.
7 Alternate Director to Jason Chew Van Hoong.
8 Appointed as NC Chairman and RC member on 20 May 2021.
9 Appointed as Director on 28 January 2021; NC and RC member from 20 May 2021.
10 Appointed as Director and ARC Chairman from 28 April 2021; Lead Independent Director and NC member from 31 December 2021.
11 Appointed as Director and ARC member on 28 April 2021.
12 Appointed as Director on 28 April 2021.
13 Retired as a Director at the 2021 AGM on 28 April 2021.
14 Paid by the Company and its subsidiaries.

5. The aggregate amount of the total remuneration paid to the top five key management personnel in FY2021 (who are not Directors or the CEO) is S$2,599,883.

6. As at 18 March 2022, there are two employees who are substantial shareholders of the Company, namely Mr Ho KwonCjan and Ms Claire Chiang, and three employees who are immediate family members of the Executive Chairman Mr Ho KwonPing, namely Mr Ho KwonCjan (brother), Ms Claire Chiang (spouse) and Ms Ho Ren Yung (daughter). Mr Ho Ren Hua, a Non-Executive Director, is the son of Mr Ho KwonPing and Ms Claire Chiang, the brother of Ms Ho Ren Yung, and the nephew of Mr Ho KwonCjan. The disclosure of the remuneration for FY2021 of Mr Ho KwonCjan and Ms Claire Chiang is made within bands of S$401,000 to S$500,000 and S$301,000 to S$400,000 respectively as shown on page 84. Ms Ho Ren Yung's remuneration for FY2021 is within the band of S$200,001 to S$300,000. Mr Ho KwonPing and Mr Ho Ren Hua were not involved in the determination of his family members' remuneration.

7. The Company adopts a remuneration framework for its key management personnel that is responsive to the market elements and performance of the Company and its various Business Units. The Company's remuneration policy comprises a fixed component, a variable component, a provident/superannuation fund, benefits-in-kind and long-term share incentives. The fixed component is in the form of salary whereas the variable component is in the form of various bonus and incentive payments which are linked to the Company's and individual's performance. The provident/superannuation fund comprises the Group's contributions towards the Central Provident Fund or Zurich Provident Fund. The benefits-in-kind component includes spa and gallery vouchers issued by the Company to its employees.

Long-Term Share Incentives

8. The RC (formerly part of the NRC) sets the remuneration guidelines of the Group for each annual period including the Company's share-based incentive schemes. The Company adopted the Banyan Tree Share Award Scheme 2016 ("Share Award Scheme") at the AGM held on 28 April 2016. The Share Award Scheme, which is the only share-based incentive scheme currently in force, will be in force for a maximum of 10 years beginning from 28 April 2016.

9. The Share Award Scheme is intended to strengthen the Group's competitiveness in retaining and attracting talented key executives. The Share Award Scheme is also aimed at aligning the interests of key executives with that of shareholders, improving performance and achieving sustainable growth for the Company, and fostering an ownership culture among key executives. Under the rules of the Share Award Scheme, participants may be granted fully-paid shares or their cash equivalent, when and after pre-determined performance and service conditions are met. The selection of a participant and the number of shares to be awarded under the Share Award Scheme are determined at the discretion of the RC. The RC reviews and sets the performance conditions and targets as appropriate and after considering prevailing business conditions. HR Guru provided the valuation and vesting computation for the share grants awarded under the Share Award Scheme. Details of the Share Award Scheme, including the terms and performance conditions, can be found in the Directors' Statement and Note 43 to the financial statements.

10. For FY2021, 91,300 treasury shares were transferred due to the release of share awards vested under the Share Award Scheme. In addition, an initial award of 986,250 shares with a potential to acquire an additional award of 695,625 shares (aggregating a total award of 1,681,875 shares) was granted under the Share Award Scheme, subject to pre-determined performance conditions being met.

Founder's Grant

11. As previously disclosed, Mr Ho's entitlement to a payment from the Company of S$734,492 ("Founder's Grant") which the Board approved in respect of FY2019 was deferred. Mr Ho requested for the payment of the Founder's Grant to be further deferred to such date as may be agreed with Management. The RC further deliberated the matter and agreed to Mr Ho's request, with the RC and the Board being duly informed when payment is made. For the avoidance of doubt, save for the said deferred payment, the Founder's Grant has otherwise expired and does not apply from FY2020 and subsequent financial years.

12. Details of the Founder's Grant can be found in the Directors' Statement and Note 43 to the financial statements.

(C) Accountability and Audit

Principle 9: Risk Management and Internal Controls

1. The Board is responsible for the governance of risk, including determining the nature and extent, of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. During the year, the ARC assisted the Board in the oversight of the Group's risk management processes and activities to mitigate and manage risk at levels that are determined to be acceptable to the Board. The ARC is assisted by the Group Risk Management Committee, which is not a Board Committee and comprises appropriate members of Management. The Group Risk Management Committee meets on a regular basis and its meetings are attended periodically by the heads of the relevant Business Units of the Group. The Group Risk Management Committee monitors, manages and reports on the Group's strategic and business risks and the measures taken to address them. On a quarterly basis, all significant risks to the Group and/or properties which have been identified and managed are highlighted at the ARC meetings.

2. The Board has approved a risk framework for the identification of key risks within the business known as the Committee of Sponsoring Organizations of the Treadway Commission Internal Control – Integrated Framework (COSO Framework) for assessing the adequacy and effectiveness of BTH's internal control systems.

3. In FY2021, the Group refreshed its Enterprise Risk Management ("ERM") Framework:

I. Reviewing existing risk management and reporting processes;
II. Reviewing and updating risk universe and risk parameters; and
III. Establishing key risk indicators.

The ERM Framework categories various risks into five key categories: i) Operational; ii) Technological; iii) Compliance; iv) Finance; and v) Strategic. The ERM Framework also incorporates a continuous and interactive process for identifying and evaluating the various risks and formulating controls and procedures to manage identified key risks in the Group.

4. The ERM Framework for FY2021 also includes climate risk, where material ESG factors are monitored. The Board considers climate change a key material risk, and the Group is prioritising its strategic development of a decarbonisation strategy in line with the World Travel and Tourism Council's Net Zero Roadmap (November 2021) and the Taskforce for Climate Related Financial Disclosure's Recommendations, and will be finalised before the Group's next Sustainability Report for FY2022.

5. Major incidents and violations, if any, are also reported to the Board to facilitate the Board's oversight of the effectiveness of crisis management and the adequacy of mitigating measures taken by Management to address the underlying risks. Certain operating risks are mitigated through insurance management with the assistance of professional global insurance advisers, ensuring adequate coverage for, inter alia, its hotels/resorts and assets. The identification and management of risks lie with the respective Business Units and Management which assume ownership and day-to-day management of these risks. Risk registers are maintained by these operating Business Units that identify the key risks facing the Group's businesses and the internal controls in place to manage such risks. Management, through the Group Risk Management Committee, is responsible for the effective implementation of risk management strategy, policies and processes to facilitate the achievement of business plans and goals. Challenges, and risks brought about especially by COVID-19 pandemic, and appropriate actions and measures were factored in throughout implementation. Key business risks are proactively identified, addressed and reviewed on an ongoing basis. This includes reviewing the level of business risks associated with the Group's strategy and the appropriate framework and policies for Management that are consistent with BTH's risk appetite.

6. The ARC provides oversight of the financial reporting risk and the adequacy and effectiveness of the Group's internal control and compliance systems. The ARC also reviewed the effectiveness of the measures taken by Management including the review of adequacy and timelines of the actions in response to the recommendations made by the Head of Group Internal Audit and External Auditor. The system of internal control and risk management is continually being refined by Management, the ARC and the Board, and is reviewed at least annually.

7. The Board reviews at least annually the adequacy and effectiveness of the Company's internal controls and risk management systems. The system of internal controls and risk management established by Management provides reasonable assurance that BTH will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The COVID-19 pandemic has played a major factor in the Group's assessment and management of risk, as reflected in the analysis of various risks elements identified for FY2021. Measures were taken to manage these identified risk elements and mitigate their impact on business operations, including pandemic crisis management, safeguarding the health and well-being of our customers and associates, and partnering with Bureau Veritas, a world leader in testing, inspection and certification, to ensure a required certification process on COVID-19 related measures and standards across all properties. Further measures were taken at the Group level to improve operational efficiency, including embarking on digital transformations, and improvements on cross-business unit work-streams.

8. The COVID-19 pandemic has impacted the Group's business performance, and consequently, its cash flow. In response, the Group has taken cost containment measures, and actively managed its liabilities by terming out loan maturities and converting its short-term loans to longer-term loans. In addition, the Group continues to strengthen its liquidity position through receivable collections, access to new credit lines and selective asset sales.

9. The Board has also received written assurance from the Executive Chairman and the CEO (who was re-designated to this position with effect from 17 March 2022) together with the Head of Group Finance & Corporate Affairs that the financial records of BTH have been properly maintained and the financial statements for FY2021 give a true and fair view of the Group's operations and finances. The Board has also received assurance from the Executive Chairman, the CEO, the Head of Group Finance and Corporate Affairs, and the Group Risk Committee that the system of risk management and internal controls in place within BTH is adequate and effective in addressing the material risks of the Group in its current business environment, including material financial, operational, and compliance risks including information technology risks and sustainability risks.

10. Pursuant to Rule 1207(10) of the SGX-ST Listing Manual, based on the framework established and the annual review conducted by the Management, Head of Group Internal Audit, and the External Auditor, and factoring in the challenges posed by the COVID-19 pandemic situation on the Group's operations, the Board, with the concurrence of the ARC, is of the view that the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective to address financial, operational, compliance and information technology risks which the Group considers relevant and material to its current business environment.

11. In relation to the interim financial statements, the Board provides a negative assurance confirmation to shareholders in line with the requirements of the SGX-ST Listing Rules.

Principle 10: Audit and Risk Committee

1. The ARC, chaired by Mr Tan Chian Khong, also comprises Mrs Karen Tay Koh and Mr Lien Choong Luen, all of whom are Independent Directors. The Board considers that Mr Tan, a qualified Chartered Accountant, who has extensive, recent, relevant and practical accounting and financial management knowledge and experience, is well-qualified to chair the ARC. The other members of the ARC, Mrs Koh and Mr Lien, have collective expertise and experience in banking, healthcare, technology and related financial management, and are qualified to discharge their responsibilities as ARC members. The members of the ARC collectively have strong accounting and related financial management expertise and experience and are kept abreast of relevant changes to the accounting standards and issues which have a significant impact on the financial statements through regular updates from the External Auditor during the year. The ARC does not comprise former partners or directors of the Company's External Auditor (a) within a period of two years commencing on the date of their ceasing to be a partner or director of the External Auditor, or (b) who have any financial interest in the External Auditor. The ARC has adopted a Charter that is approved by the Board, the responsibilities of which are detailed under the Directors' Statement on page 100 of the Annual Report.

2. The ARC meets with the Head of Group Internal Audit and the External Auditor, prior to the commencement of each ARC meeting without the presence of Management at least annually. These meetings enable both the Head of Group Internal Audit and the External Auditor to raise issues encountered in the course of their work directly to the ARC.

3. The ARC reviews, with the Head of Group Internal Audit and the External Auditor, their audit plans, the system of internal controls, audit reports, the management letters and the Company's management response. The ARC also reviews the periodic and full-year results, as well as financial statements of the Company and the Group before submission to the Board for its approval, focusing in particular on changes in accounting policies and procedures, major operating risk areas and on the overview of all the Group's risks on an integrated basis, including all matters affecting the Group's performance and the effectiveness of the Group's key internal controls including financial, operational, compliance and information technology controls. The ARC also reviews all interested person transactions.

4. The ARC commissions and reviews the findings of internal investigations into matters of suspected fraud, irregularity, failure of internal controls, and the infringement of any law, rule or regulation, where necessary.

5. The ARC also oversees the Group's Whistle-Blowing Policy which provides the mechanism by which employees and the public may, in confidence, raise concerns about possible improprieties. The ARC is satisfied that arrangements are in place for the independent investigations of such improprieties and for appropriate follow-up actions and resolutions. The Whistle-Blowing Policy, including the dedicated whistle-blowing hotline at (+65) 6389 1377 and email address at ethics@banyantree.com, are made available on BTH's website. Anonymous disclosures will be accepted and anonymity and confidentiality will be honoured throughout the process.

6. The Group has a Code of Corporate Conduct and Ethics Policy (including Conflicts of Interest) put in place by the Board which sets out the principles and standards of conduct expected of all its Directors and employees to carry out their duties with honesty, fairness, integrity and professionalism. Directors who face a conflict of interest, in relation to any matter, declare their interest at a meeting of the Directors, and recuse themselves from participating in any discussions and decisions on the matter. Also, Directors and employees must not engage in conduct involving fraud or dishonesty, or commit any act that reflects adversely on the Group's integrity and professionalism. Standard operating policies have also been adopted by the Group's various business and operating units to ensure that procedures have been adopted to promote anti-corruption practices, including:

a. the Group's agreements/contracts with its business partners are to be lawful, fairly arrived at and fully documented in writing, and where appropriate, cleared by the Group's in-house Legal Counsel; and

b. employees are to act with honesty and integrity in all dealings with the government, businesses and other organisations and are not to offer gifts, gratuities, or non-business related entertainment to unduly influence any employee of business partners that are transacting with the Group to make a business decision in the Group's favour.

7. The ARC has explicit authority to investigate any matters within its Charter and has full access to the co-operation of Management and full discretion to invite any Director or Management to attend its meetings. The Company's Internal Audit team, together with the External Auditor, reports its findings and recommendations independently to the ARC. The ARC also reviews and considers the performance and compensation of the Head of Group Internal Audit as well as her independence from Management. In FY2021, the ARC assessed the strength of the Internal Audit team and confirmed that the Internal Audit function is independent and effective and that the Internal Audit team is adequately resourced and suitably qualified to discharge its duty.

8. The ARC has undertaken a review of the nature and extent of all non-audit services performed by the External Auditor during the year. Based on this review and other information, the ARC is satisfied and is of the view that such services have not affected their independence. It recommends the re-appointment of the External Auditor. To further maintain the independence of the External Auditor, the ARC ensures that the audit partner in charge of the Group is rotated every five years. The ARC approved the remuneration and terms of the engagement of the External Auditor. The details of the aggregate amount of fees paid to the External Auditor for FY2021 and the breakdown of fees paid in total for audit and non-audit services respectively can be found on page 143 of the Annual Report. In addition, the ARC also reviewed the appointment of different auditors for its subsidiaries or significant associated companies to ensure that the appointment would not compromise the standard and effectiveness of the audit of the Company or its subsidiaries or significant associated companies. The date of appointment and name of the audit partner in charge of the Group's audit can be found on page 256 of the Annual Report. Also, the names of the auditing firms for its significant subsidiaries and associated companies can be found on pages 166 and 169 of the Annual Report.

9. In the opinion of the Directors, the Group complies with the Code's provisions on audit committees as well as Rules 712, 715, 716 and 717 of the SGX-ST Listing Manual.

10. In the review of the financial statements for FY2021, the following significant matters impacting the financial statements were discussed with Management and the External Auditor, and were reviewed by the ARC:

Significant matters	How the ARC reviewed these matters and what decisions were made
Adequacy of loss allowance for a trade receivable (non-property sales) and current amounts due from associates (non-trade)	The ARC considered the Group's processes and controls in place for monitoring and identifying receivables for collection risks.
	The ARC was periodically briefed on the significant outstanding receivables, and also discussed with, and sought clarification with Management, as appropriate, the adequacy of the loss allowance made, implications arising from the COVID-19 pandemic and the reasonableness of the assumptions used in the approaches applied by Management to determine the expected credit losses of a trade receivable (non-property sales) and current amounts due from associates.
	The loss allowance a trade receivable (non-property sales) and current amounts due from associates was also an area of focus for the External Auditor. The External Auditor has included this item as a key audit matter in its audit report for FY2021 on pages 102 to 103 of this Annual Report.
Fair value measurement of freehold land and buildings and investment properties	The ARC considered the appropriateness of the approach and methodology applied to the valuation model in assessing the valuation of the freehold land and buildings and investment properties as well as the independence, objectivity and competence of the external valuers appointed to perform the valuation.
	The ARC reviewed the reasonableness of the basis and the inputs used in the valuation model, in light of the increase in level of estimation and uncertainty arising from the changes in market and economic conditions brought on by the COVID-19 pandemic.
	The valuation of the freehold land and buildings and investment properties was also an area of focus for the External Auditor. The External Auditor has included this item as a key audit matter in its audit report for FY2021 on page 103 of this Annual Report.

11. The Internal Audit is an independent function within the Company. The Internal Audit Department ("IAD") has unfettered access to all the Company's documents, records, properties and personnel, including access to the ARC, and has appropriate standing within the Company. The Head of Group Internal Audit reports directly to the ARC with a dotted-line relationship to the Head of Group Finance and Corporate Affairs for administrative matters. The ARC decides on the appointment, termination and remuneration of the Head of Group Internal Audit. The ARC also reviews annually the adequacy and effectiveness of the internal audit function.

12. The IAD is staffed by suitably qualified professional staff with the requisite skill sets and experience and will comprise eight audit executives, including the Head of Group Internal Audit. The Head of Group Internal Audit ensures that the standards as set out by nationally or internationally recognised professional bodies including the Standards for the Professional Practice of Internal Auditing set by The Institute of Internal Auditors are met.

13. The IAD assists the ARC and the Board by performing regular evaluations of the Group's internal controls, information technology, financial and accounting matters, compliance, business and risk management policies and procedures and ensuring that internal controls are adequate to meet the Group's requirements.

14. On a quarterly basis, the ARC reviews the IAD's reports, summary of findings and recommendations at the ARC meetings. The ARC also reviews and approves the annual internal audit plan which is determined in consultation with, but independent of, Management. The proposed scope of the internal audit function under the categories of financial audit, operational audit and information technology audit focuses on the adequacy and effectiveness of internal controls in relation to financial, operational and information technology risks. In addition, IAD will review identified processes relating to sustainability reporting to assess the quality of data being produced and reported.

(D) Shareholder Rights and Engagement

(E) Managing Stakeholders Relationships

Principle 11: Shareholder Rights and Conduct of General Meetings
Principle 12: Engagement with Shareholders
Principle 13: Engagement with Stakeholders

1. In view of the COVID-19 pandemic, the AGM which was held on 28 April 2021 was conducted and held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. In line with the alternative arrangements prescribed in the said Order, shareholders were able to view the AGM through both audio-visual webcast and live audio-only stream, as well as to send substantial and relevant questions relating to the agenda of the AGM to the Company in advance of the AGM (for which the Company's answers were published in an announcement and posted on the corporate website), and to cast their votes through appointing the Chairman of the AGM as their proxy. In view of the evolving pandemic situation, and having regard to the health and safety of the shareholders, Board and staff, the Company shall likewise be convening and conducting the upcoming AGM by electronic means in reliance on the said alternative arrangements.

2. The discussion below describes the Company's usual approach towards enabling shareholders to effectively participate at general meetings which are customarily conducted in a physical manner. The Board is optimistic that physical general meetings would be able to resume in the future once the pandemic situation eases up and the authorities determine that mass gatherings can safely resume.

3. All BTH shareholders are treated fairly and equitably in order to enable them to exercise their ownership rights. Shareholders are given opportunities to participate effectively in and vote at general meetings of shareholders and to communicate their views on matters affecting the Company. The Company informs shareholders of the rules, including voting procedures, governing such meetings.

4. All shareholders of the Company are entitled to receive notices of general meetings, which are also advertised in the newspapers and issued via SGXNET. The Board recognises that the AGM is an important forum at which shareholders can communicate their views and raise any relevant queries with the Board and Management regarding the Company and its operations. The Company is in full support of shareholders' participation at the AGM. The Board and Management are in attendance at the AGM to address questions by shareholders. The External Auditor and legal advisers are also present to assist the Directors in addressing shareholders' queries relating to the conduct of the audit and the preparation and content of the auditor's report, as well as clarify any points of law, regulation or meeting procedure that may arise. Chairman may direct certain directors, such as the Lead Independent Director and the ARC Chairman to answer queries on matters related to their roles. The Directors, particularly the Chairman, take the opportunity to interact with shareholders after the AGM, addressing their queries informally.

5. At general meetings, each substantially separate issue is tabled for approval by shareholders in a separate resolution unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting. After each resolution has been tabled, shareholders can raise questions, participate and communicate their views relating to the matter before it is put to a vote. In support of greater transparency and to allow for an efficient voting system, the Company has during the year opted for electronic poll voting for all resolutions tabled at the AGM. An independent external party is appointed as scrutineer to conduct the AGM voting process, which is independent from the firm appointed to undertake the electronic poll voting process. The results of the electronic poll voting showing the number of votes cast for and against each resolution and the respective percentages are announced at the AGM immediately after each resolution is voted on, and the outcome is published on SGXNET on the same day.

6. The Constitution does not allow a shareholder to vote in absentia at general meetings, except through the appointment of a proxy, attorney or in the case of a corporation, corporate representative, to cast their vote in their stead.

7. A registered shareholder may appoint one or two proxies to attend the AGM and vote. Under the Companies Act, a member which is a relevant intermediary (as defined in the Companies Act), which generally includes Singapore banks and nominee or custodial service providers, as well as the Central Provident Fund Board, may appoint more than two proxies to attend, speak and vote at the AGM, provided that each appointed proxy represents a different share or shares held by such member.

8. The Constitution provides that documents to be sent to shareholders can be sent via electronic communications. Accordingly, the Company has made available a digital format of the Annual Report together with a copy of the notice of AGM and proxy form as well as the Company's Letter to Shareholders on its corporate website at http://investor.banyantree.com. All shareholders will receive a copy of the notice of AGM, proxy form and request form for hard copies of the Annual Report and/or Letter to Shareholders. The Company will also publish its minutes of general meetings, which record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management, on its corporate website at http://investor.banyantree.com.

9. The Company's Dividend Policy seeks to maximise shareholder value and encourage shareholder loyalty with predictable annual growth in dividend pay-out which is not impacted by profit volatility. With that objective, the Company's Dividend Policy is based on the principles of stability, predictability and managed growth, and is outlined as follows:

- Stability
  Unless the Company suffers a substantial net loss, it will pay a dividend each year so that shareholders are not negatively affected by annual profit volatility.
- Predictability
  Shareholders will be able to better anticipate the appropriate level of dividends to expect each year and therefore may be better able to manage their portfolio investment strategy.
- Managed growth
  The Company will strive to increase and smooth out the dividends year on year within a broad band but the specific rate will be dependent on the Company's actual profit performance, cash and cash flow projections.

10. The COVID-19 pandemic had an adverse impact globally on the travel and tourism industry, where international travel was almost brought to a standstill. In FY 2021, the Group's business has seen an upturn as certain countries around the world are opening up quarantine-free travel to vaccinated travellers. While operating performance has gradually improved in the second half of FY2021, the impact of COVID-19 pandemic and emergence of new variants remains to be a key risk for the tourism sector and the Group would remain to be on a prudent and cost discipline approach. The Board would monitor closely the business performance towards a sustainable recovery path. In respect of FY2021, the Board of Directors has not recommended any dividend to be paid for FY2021.

11. The Company has in place an investor relations policy which serves to provide high quality, meaningful and timely information to improve the shareholders' and investors' understanding of the Company, and allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders. It adopts the practice of regularly communicating major developments in its businesses and operations through SGXNET and, where appropriate, directly to shareholders, other investors, analysts, the media, the public and its employees. For FY2021, the Company held a media and analysts' briefing upon the release of its full-year results. These releases were also made available on the Company's website, http://investor.banyantree.com.

12. To allow the Company's shareholders to communicate their views on various matters affecting the Company, and in order to solicit and understand the views of shareholders, the Company has an investor relations team ("IR Team") that communicates with its shareholders and analysts regularly and attends to their queries. The IR Team also manages the dissemination of corporate information to the media, the public, as well as institutional investors and public shareholders, and promotes relations with and acts as liaison for such entities and parties.

13. As part of its overall responsibility to ensure that the best interests of the Company are served, the Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders. As part of the Company's strategy in managing stakeholder relationships, the Company has put in place arrangements to identify and engage with its material stakeholder groups and to manage its relationship with such groups. Such stakeholders include property buyers, hotel guests, employees, contractors, suppliers, government, the community and investors. For more information on the Company's stakeholder engagement, please refer to the Company's 2021 Sustainability Report. Other details in relation to the Company's approach to sustainability can be found on page 66 of the Annual Report.

14. To communicate and engage with stakeholders, which has been a key area of focus in relation to the Company's management of stakeholder relationships in FY2021, all material information is published on SGXNET and through media releases and all corporate announcements released on SGXNET are made available on the Company's investor website, http://investor.banyantree.com. The Company also maintains an investor email address at ir@banyantree.com to communicate and engage with its shareholders and stakeholders, and a website at www.banyantreeglobalfoundation.com for its communication and engagement with stakeholders in relation to corporate social responsibility. Mr Tan Chian Khong, who is the Lead Independent Director, Chairman of the ARC and a member of the NC can be contacted via email at ethics@banyantree.com.

Dealing in Securities

1. The Company has adopted an internal code on securities trading, which provides guidance and internal regulation with regard to dealings in the Company's securities by its Directors and officers. The Company's internal code is modelled on Rule 1207(19) of the SGX-ST Listing Manual. The Company's internal code prohibits its Directors and officers from dealing in listed securities of the Company while in possession of unpublished, material and price-sensitive information in relation to such securities and during the "closed period", which is defined as one month before the date of announcement of the half-year and full-year financial results. Directors and officers are also prohibited from dealing in the Company's securities on short-term considerations. They are also advised to be mindful of the law on insider trading and ensure that their dealings in securities do not contravene the law on insider trading under the Securities and Futures Act, and the Companies Act. The Company issues periodic reminders to its Directors, relevant officers and employees on the restrictions in dealing in listed securities of the Company as set out above in compliance with Rule 1207(19) of the SGX-ST Listing Manual.

Interested Person Transactions

1. Shareholders have adopted a Shareholders' Mandate in respect of interested person transactions of the Company. The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the ARC, and that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders. The Company's disclosure in respect of interested person transactions for the year is set out on page 94 of this Annual Report.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

COMPLIANCE WITH LISTING RULE 720(6)

The Board has accepted NC's recommendations to seek the approval of shareholders at the forthcoming AGM to re-elect Mr Ho KwonPing, Mr Chew Van Hoong Jason and Mrs Karen Tay Koh who will be retiring pursuant to Regulations 100 and 101 and Ms Parnsiree Amatayakul and Mr Lien Choong Luen under Regulation 106 respectively (collectively, the "Retiring Directors"). In making the recommendation, the NC has considered the Retiring Directors' overall contribution and performance.
Pursuant to Listing Rule 720(6) of the Listing Manual, the information relating to the Retiring Directors is disclosed below:-

Name of Person	Ho KwonPing	Chew Van Hoong Jason	Karen Tay Koh	Parnsiree Amatayakul	Lien Choong Luen
Date Of Appointment	5 July 2000	5 June 2018	31 May 2019	28 April 2021	28 April 2021
Date of last re-appointment (if applicable)	24 April 2019	24 April 2019	6 May 2020	NA	NA
Country Of Principal Residence	Singapore	Singapore	Singapore	Thailand	Singapore
Age	70	55	61	52	44
Whether appointment is executive, and if so, the area of responsibility	Executive. Responsible for leading the Board in charting the strategic direction and growth of the Group and Management Team's execution and accountability for the Group's performance.	Nil	Nil	Nil	Nil
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Chairman, NC Member	Non-Executive and Non-Independent Director	Independent Director, Audit and Risk Committee Member, Remuneration Committee Chairman	Independent Director	Independent Director, Audit and Risk Committee Member
Professional qualifications	1. Bachelor of Arts (Economics), University of Singapore 2. Honorary Doctorate of Business Administration in Hospitality Management, Johnson & Wales University, USA 3. Honorary Doctorate of Business Administration, the Hong Kong Polytechnic University	1. Chartered Financial Analyst 2. Bachelor of Engineering (First Class Honours), National Defense Academy, Japan	1. Master of Public Administration and International Tax Program (Certificate), Harvard University 2. Bachelor of Arts (Honours) in Economics, Cambridge University	1. Bachelor Degree in Business Administration, Chulalongkorn University 2. Master of Business Administration from the Anderson School of Management at UCLA, Los Angeles	1. Bachelor of Arts (Applied Mathematics), UC Berkeley 2. Master of Arts (Pure Mathematics), Cambridge University 3. Master of Business Administration (with Distinction), London Business School
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Substantial shareholder	Nil	Nil	Nil	Nil

Name of Person	Ho KwonPing	Chew Van Hoong Jason	Karen Tay Koh	Parnsiree Amatayakul	Lien Choong Luen
Conflict of interests (including any competing business)	Nil	Nil	Nil	Nil	Nil
Working experience and occupation(s) during the past 10 years	Director of Banyan Tree Holdings Limited since 5 July 2000 and was designated Executive Chairman on 1 March 2004	1. Advisor of Qatar Investment Authority Advisory (Asia Pacific) Pte. Ltd. 2. Chief Investment Officer for Asia and Managing Director for Greater China with Prudential Real Estate	1. Senior Advisor TVM Capital Healthcare Partners (2016 to present) 2. CEO Executive Director, IP Investment Management Pte Ltd (2016 – 2018) 3. Executive Director, Healthcura Pte Ltd 4. Executive Director, Nutmeg Management Pte Ltd	1. CEO, IBM Thailand Co., Ltd. 2. General Manager, Sales, IBM ASEAN from 2019 to 2021	1. Management Consultant, McKinsey (China, South East Asia) 2. Strategy Consultant, National Research Foundation 3. General Manager, Gojek Singapore Pte. Ltd.
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes	Yes	Yes	Yes	Yes
Shareholding interest in the listed issuer and its subsidiaries?	Yes	Nil	Nil	Nil	Nil
Shareholding Details	Please refer to Directors' interests in shares and debentures set out on pages 257 and 258 of the Annual Report	Nil	Nil	Nil	Nil
*Other Principal Commitments including Directorships					
*Past (for the last 5 years)	1. Advisory Committee of the School of Hotel and Tourism Management at the Hong Kong Polytechnic University 2. Chairman of The Singapore Summit 3. Non-Executive Director of Diageo plc	Director, Region Africa and APAC at the Qatar Investment Authority	**Directorships** 1. Singapore Deposit Insurance Corporation Limited 2. Corporation of Northeastern University USA	1. CEO, IBM Thailand Co., Ltd. 2. General Manager, Sales, IBM ASEAN from 2019 to 2021	Nil
*Present	**Directorships** 1. Banyan Tree Holdings Limited 2. Laguna Resorts & Hotels Public Company Limited 3. Thai Wah Public Company Limited **Principal Commitments** 1. Board of Trustees of Singapore Management University	**Directorship** 1. Banyan Tree Holdings Limited **Principal Commitments** Advisor of Qatar Investment Authority Advisory (Asia Pacific) Pte Ltd and other QIA related companies including: 1. QIA SR NY CondoLLC 2. QIA SR NY Hotel LLC 3. QIA SR NY Parent LLC 4. QIA SR NY Sub LLC	**Directorships** 1. Banyan Tree Holdings Limited 2. Manulife US Real Estate Management Pte Ltd (REIT Manager, Manulife US REIT) 3. HSBC Bank Singapore Limited 4. BC Platforms AG 5. The Red Pencil Singapore **Principal Commitments** 1. Member of Advisory Board, Centre for Emerging Markets, D'Amore Mckim School of Business, Northeastern University USA 2. Executive Director, Nutmeg Management Pte Ltd 3. Executive Director, Healthcura Pte Lte	**Directorships** 1. Banyan Tree Holdings Limited 2. Bangkok Bank Public Company Limited 3. Siam Cement Group Public Company Limited 4. Thai Wah Public Company Limited 5. Thai Union Group Public Company Limited	**Directorship** 1. Banyan Tree Holdings Limited **Principal Commitments** 1. raiSE Singapore Central for Social Enterprise 2. Singapore Athletic Association 3. The Oxford & Cambridge Society of Singapore 4. General Manager, Gojek Singapore Pte. Ltd. 5. Digital for Life Fund Committee (IMDA)/ Steering Committee 6. Singapore Land Association/ Technology Advisory

Information required pursuant to Listing Rule 704(7) of the Listing Manual

Each of Mr Ho KwonPing, Mr Chew Van Hoong Jason, Mrs Karen Tay Koh, Ms Parnsiree Amatayakul and Mr Lien Choong Luen has confirmed that his/her answer to each of the following questions is in the negative:-

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

(c) Whether there is any unsatisfied judgment against him?

(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?

(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?

(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?

(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?

(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?

(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :–

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?

(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

INTERESTED PERSON TRANSACTIONS

	Interested Person Transactions	Nature of relationship	Aggregate value of all interested person transactions for 2nd half year (excluding transactions less than S$100,000 and transactions conducted under Shareholders' Mandate) in S$'000	Aggregate value of all interested person transactions conducted under Shareholders' Mandate for 2nd half year (excluding transactions less than S$100,000) in S$'000	Aggregate value of all interested person transactions during the financial year (excluding transactions less than S$100,000 and transactions conducted under Shareholders' Mandate) in S$'000	Aggregate value of all interested person transactions conducted under Shareholders' Mandate during the financial year (excluding transactions less than S$100,000) in S$'000
[A]	**Transactions with the Tropical Resorts Limited Group ("TRG")**	An associate of the Company's controlling shareholder*				
a	Provision of Resort Management and Related Services to TRG		**-**	**100**	**-**	**205**
b(i)	Reimbursement of Expenses - to TRG		**-**	**-**	**-**	**211**
b(ii)	Reimbursement of Expenses - from TRG		**-**	**182**	**-**	**316**
[B]	**Transactions with Lumayan Indah Sdn Bhd**	An associate of the Company's controlling shareholder*				
a	Provision of Hotel/Resort Management and Related Services to Banyan Tree Kuala Lumpur		**159**	**-**	**325**	**-**
	Total		**159**	**282**	**325**	**732**

* The term "controlling shareholder" shall have the meaning ascribed to it in the SGX-ST Listing Manual.

Garrya Nijo Castle Kyoto, Japan

Banyan Tree Quzhou, China


Angsana Quzhou, China


Dhawa Xi'an Chanba, China

FINANCIALS

DIRECTORS' STATEMENT

The directors hereby present their statement to the members together with the audited consolidated financial statements of Banyan Tree Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2021.

Opinion of the directors

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

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

Directors

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

Ho KwonPing
Karen Tay Koh
Paul Beh Jit Han
Tan Chian Khong
Arnoud De Meyer
Gaurav Bhushan
Jason Chew Van Hoong
Mohamed Al-Hashmi (Alternate Director to Jason Chew Van Hoong)
Ho Ren Hua
Ding Changfeng
Parnsiree Amatayakul
Lien Choong Luen

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose object is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate, other than pursuant to the Banyan Tree Share Award Scheme 2016.

Banyan Tree Share Award Scheme 2016

The Company adopted the Banyan Tree Share Award Scheme 2016 ("Share Award Scheme") at the annual general meeting of the Company on 28 April 2016. Ho KwonPing, the Executive Chairman and controlling shareholder*, is not entitled to participate in the Share Award Scheme.

At the date of this statement, the Share Award Scheme is the only share incentive scheme of the Company in force and administered by the Remuneration Committee ("RC") which comprises Karen Tay Koh, Paul Beh Jit Han and Arnoud De Meyer, all of whom are Independent Directors of the Company.

The Share Award Scheme enable eligible participants to participate in the equity of the Company with the aim of motivating them towards better performance. More information about the Share Award Scheme and details of performance shares and awards granted to eligible participants during the financial year under the Share Award Scheme, can be found in Note 43 to the financial statements.

* The term "controlling shareholder" shall have the meaning ascribed to it in the SGX-ST Listing Manual.

Founder's Grant

Ho KwonPing is entitled to, for each financial year for a period of ten years beginning from the financial year ended 31 December 2010, an amount equivalent to 5% of the profit before tax of the Group, such amount to be payable in cash or in shares at the sole discretion of the Company (the "Founder's Grant"). The entitlement has ended at financial year ended 31 December 2019. Ho KwonPing was entitled to be paid a total amount of $734,492 in cash pursuant to the Founder's Grant in respect of financial year ended 31 December 2019. Ho KwonPing has requested for payment to be deferred which was approved by the Board of Directors on 28 February 2020. Payment of the Founder's Grant will be deferred to such date as may be agreed with Management. The Board of Directors and Remuneration Committee will be duly informed when payment is made. For avoidance of doubt, save for the said deferred payment, the Founder's Grant has otherwise expired and does not apply to financial year ended 31 December 2020 or subsequent financial years. Details of the Founder's Grant can be found in Note 43 to the financial statements.

Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year had, according to the register of directors' shareholdings required to be kept under Section 164 of the Companies Act 1967 of Singapore (the "Companies Act"), an interest in shares and debentures of the Company and related corporations (other than wholly-owned subsidiaries), as stated below:

	Holdings registered in the name of director or nominee			Holdings in which a director is deemed to have an interest		
Name of directors and companies in which interests are held	**At the beginning of financial year/date of appointment**	**At the end of financial year**	**As at 21 January 2022**	**At the beginning of financial year/date of appointment**	**At the end of financial year**	**As at 21 January 2022**
Banyan Tree Holdings Limited ("BTH") (Incorporated in Singapore)						
Ordinary shares						
Ho KwonPing	–	–	–	301,948,882	301,948,882	301,948,882
Ho Ren Hua	–	–	–	994,700	994,700	994,700
Arnoud De Meyer	–	–	–	–	83,000	83,000
Debentures – Convertible Bonds[1]						
Ho KwonPing	–	–	–	$21,670,481	$21,670,481	$21,670,481
Ho Ren Hua	–	–	–	$202,949	$202,949	$202,949
Bangtao Laguna Limited (formerly known as Bangtao Development Limited) (Incorporated in Thailand)						
Ordinary shares						
Ho KwonPing	1	1	1	–	–	–
Phuket Grande Resort Limited (formerly known as Phuket Resort Development Limited) (Incorporated in Thailand)						
Ordinary shares						
Ho KwonPing	1	1	1	–	–	–
Twin Waters Limited (formerly known as Twin Waters Development Company Limited) (Incorporated in Thailand)						
Ordinary shares						
Ho KwonPing	2	2	2	–	–	–

[1] Renounceable and Non-Underwritten Rights Issue of $50,402,608 in aggregate principal amount of 7.5 per cent convertible bonds.

DIRECTORS' STATEMENT

Directors' interests in shares and debentures (cont'd)

By virtue of Section 7 of the Companies Act, Ho KwonPing is deemed to have interests in shares of the subsidiaries held by the Company.

Except as disclosed in the financial statements, no director who held office at the end of the financial year had interest in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Audit and Risk Committee ("ARC")

As at the date of this statement, the members of the ARC are as follows:

Tan Chian Khong	(Chairman, appointed on 28 January 2021)
Karen Tay Koh	
Lien Choong Luen	(Appointed on 28 April 2021)

All ARC members are Non-Executive Independent Directors.

The ARC has adopted a Charter that is approved by the Board of Directors (the "Board") and which clearly set out its responsibilities as follows:

1. assisting the Board in the discharge of its statutory responsibilities on financial and accounting matters;

2. review of the audit plans, and the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;

3. review of the co-operation given by the Company's officers to the external auditors;

4. making recommendations to the Board on (a) the proposals to the shareholders on the appointment, re-appointment and removal of external auditors, and (b) the remuneration and terms of engagement of the external auditors;

5. review of the significant financial reporting issues and judgements so as to ensure the integrity of any financial information presented to the Company's shareholders; including financial statements of the Group and any announcements relating to the Group's financial performance;

6. review of the assurance from the Executive Chairman, the President & Group Managing Director and Senior Vice President, Group Finance and Corporate Affairs on the financial records and financial statements;

7. review of interested person transactions;

8. review at least annually of adequacy and effectiveness of the Company's internal controls and risk management systems, and oversight of the risk management processes and activities to mitigate and manage risk at levels that are determined to be acceptable to the Board;

9. where necessary, commission and review of the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation; and

10. review of the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.

The ARC performed the functions specified in the Companies Act. The functions performed are detailed in the Corporate Governance Report.

Auditor

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

On behalf of the Board of Directors,

Ho KwonPing	**Tan Chian Khong**
Director	Director

Singapore
18 March 2022

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2021

Independent Auditor's Report to the Members of Banyan Tree Holdings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the financial statements of Banyan Tree Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2021, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the Act) and Singapore Financial Reporting Standards (International) (SFRS(I)) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (ACRA) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter, including any commentary on the findings or outcome of our procedures, is provided in that context.

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

1. Adequacy of loss allowance for a trade receivable (non-property sales) and current amounts due from associates (non-trade)

As at 31 December 2021, the Group has a trade receivable (non-property sales) of approximately $7.3 million and current amounts due from associates (non-trade) of approximately $27.8 million (the "Receivables"). The Receivables represent approximately 2.5% of the Group's total assets. Management has assessed the recoverability of the Receivables and considered the loss allowance based on debtor-specific assessments of the expected impairment loss. The assessment of the expected loss allowance requires significant management judgment. As such, we determined this to be a key audit matter.

We assessed the Group's processes and controls for identifying and monitoring of the Receivables, including the Group's assessment of changes in loss rates applied. We performed audit procedures, amongst others, requesting confirmations from certain debtors, assessing the facts and circumstances surrounding the outstanding Receivables, and reviewing for evidence of collection by way of receipts from debtors after the year end. We also inquired with management if there is any dispute with the debtors. We evaluated the reasonableness of management's estimate of the future repayment by the debtors, by taking into consideration the debtor's past payment history, nature of business and economic environment as well as the debtors' repayment plan. In addition, we assessed the reasonableness of the loss rates applied by management, taking into consideration the latest available financial information of the debtors and current economic information in markets where the debtors operate.

Key Audit Matters (cont'd)

1. Adequacy of loss allowance for a trade receivable (non-property sales) and current amounts due from associates (non-trade) (cont'd)

The results of our evaluation show that management's assessment of the Group's allowance for the expected losses of the Receivables is reasonable.

We also assessed the adequacy of the Group's disclosures on the Receivables in Notes 21 and 30 and the related risks such as credit risk and liquidity risk in Notes 46(a) and 46(b) to the financial statements.

2. Fair value measurement of freehold land and buildings and investment properties

As at 31 December 2021, the carrying values of freehold land and buildings and investment properties amounted to approximately $496.9 million and $79.7 million respectively, which accounted for 40.5% of the Group's total assets. The valuation of freehold land and buildings and investment properties are complex and dependent on a range of estimates (amongst others, discount rates, yield adjustments, and growth rates) made by management, of which the levels of estimation uncertainties and required judgment are heightened by the changes in market and economic conditions arising from the COVID-19 pandemic. As such, we determined this to be a key audit matter.

The management engaged professional independent property valuers to support the determination of the fair value of freehold land and buildings and investment properties as at 31 December 2021. Our audit work in assessing the reasonableness of management's judgments and estimations of these fair values, included among others, considered the objectivity, independence and competency of the external property valuers. We held discussions with management and external property valuers to understand the valuation models and the basis for the key assumptions used, including key valuation adjustments made in response to the changes in market and economic conditions arising from the COVID-19 pandemic.

For the Group's significant freehold land and buildings and investment properties, we involved our internal real estate and valuation specialists to assist us in assessing the appropriateness of the valuation models and the reasonableness of significant assumptions on discount rates, yield adjustments, and growth rates used by comparing them against historical rates and available industry data, taking into consideration comparability and market factors. We also assessed the overall reasonableness of the fluctuations in the fair value of freehold land and buildings and investment properties.

Based on the work performed, we considered the methodology and key assumptions used by management to be appropriate.

We also assessed the adequacy of the disclosures related to freehold land and buildings and investment properties in Notes 13, 14 and 48 to the financial statements.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions in accordance with SSAs.

INDEPENDENT AUDITOR'S REPORT

For the financial year ended 31 December 2021

Responsibilities of Management and Directors for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

The engagement partner on the audit resulting in this independent auditor's report is Wong Yew Chung.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
18 March 2022

CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2021

	Note	Group 2021 $'000	Group 2020 $'000
Revenue	3	**221,228**	157,832
Other income	4	**13,224**	1,747
		234,452	159,579
Costs and expenses			
Cost of operating supplies		**(9,916)**	(9,682)
Cost of properties sold		**(100,824)**	(36,186)
Salaries and related expenses	5	**(50,602)**	(55,943)
Administrative expenses		**(28,691)**	(55,777)
Sales and marketing expenses		**(7,123)**	(7,933)
Other operating expenses	6	**(25,646)**	(27,041)
Impairment losses on financial assets	10	**(7,111)**	(2,135)
		(229,913)	(194,697)
Profit/(Loss) before interests, taxes, depreciation and amortisation		**4,539**	(35,118)
Depreciation of property, plant and equipment and right-of-use assets	13/38	**(21,845)**	(25,557)
Amortisation expense		**(825)**	(779)
Loss from operations and other gains	7	**(18,131)**	(61,454)
Finance income	8	**3,638**	7,016
Finance costs	9	**(39,974)**	(33,448)
Share of results of associates		**2,647**	(6,686)
Loss before taxation		**(51,820)**	(94,572)
Income tax expense	11	**(9,454)**	(7,936)
Loss after taxation		**(61,274)**	(102,508)
Attributable to:			
Owners of the Company		**(55,192)**	(95,838)
Non-controlling interests		**(6,082)**	(6,670)
		(61,274)	(102,508)
Earnings per share attributable to owners of the Company (in cents):			
Basic	12	**(6.50)**	(11.41)
Diluted	12	**(6.50)**	(11.41)

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 December 2021

	Group 2021 $'000	Group 2020 $'000
Loss after taxation	**(61,274)**	(102,508)
Other comprehensive loss:		
Items that may be reclassified subsequently to profit or loss		
Realisation of currency translation reserves	**(139)**	–
Exchange differences arising from consolidation of foreign operations and net investment in foreign operations	**(34,720)**	(11,985)
	(34,859)	(11,985)
Items that will not be reclassified to profit or loss		
Adjustment on property revaluation reserve, net of deferred tax	**115**	(550)
Net fair value gain/(loss) on equity instruments at fair value through other comprehensive income	**914**	(447)
Actuarial loss arising from defined benefit plan, net of deferred tax	**–**	(1,222)
	1,029	(2,219)
Other comprehensive loss for the financial year, net of tax	**(33,830)**	(14,204)
Total comprehensive loss for the financial year	**(95,104)**	(116,712)
Total comprehensive loss attributable to:		
Owners of the Company	**(83,578)**	(107,924)
Non-controlling interests	**(11,526)**	(8,788)
	(95,104)	(116,712)

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

BALANCE SHEETS

For the financial year ended 31 December 2021

	Note	Group 2021 $'000	Group 2020 $'000	Company 2021 $'000	Company 2020 $'000
Non-current assets					
Property, plant and equipment	13	**567,671**	651,822	**–**	–
Right-of-use assets	38	**17,718**	18,769	**–**	–
Investment properties	14	**79,689**	62,065	**–**	–
Intangible assets	15	**36,723**	35,198	**3,730**	3,815
Land use rights	16	**2,647**	2,338	**–**	–
Subsidiaries	17	**–**	–	**562,806**	637,063
Associates	18	**111,135**	155,606	**869**	3,529
Long-term investments	19	**29,010**	100,245	**–**	–
Deferred tax assets	39	**21,042**	23,266	**–**	–
Prepaid island rental	20	**17,557**	17,962	**–**	–
Prepayments		**1,555**	433	**–**	–
Long-term receivables	21	**20,418**	41,530	**–**	5,720
Other receivables	22	**4,511**	4,883	**–**	–
Amounts due from related parties	31	**2,042**	17,074	**–**	–
		911,718	1,131,191	**567,405**	650,127
Current assets					
Property development costs	24	**211,391**	314,091	**–**	–
Inventories	25	**4,050**	4,987	**–**	–
Prepayments and other non-financial assets	26	**11,220**	13,461	**699**	13
Trade receivables	27	**41,884**	38,163	**5,347**	4,317
Other receivables	28	**13,245**	18,045	**509**	666
Contract assets	3	**1,666**	2,592	**–**	–
Amounts due from subsidiaries	29	**–**	–	**169,789**	185,428
Amounts due from associates	30	**41,869**	2,756	**7,202**	1,430
Amounts due from related parties	31	**52**	132	**16**	–
Investments	23	**74,159**	2,006	**2,010**	2,006
Cash and short-term deposits	32	**112,326**	51,287	**63,060**	15,386
		511,862	447,520	**248,632**	209,246
Total assets		**1,423,580**	1,578,711	**816,037**	859,373

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

	Note	Group 2021 $'000	Group 2020 $'000	Company 2021 $'000	Company 2020 $'000
Current liabilities					
Tax payable		**11,524**	9,290	**–**	16
Other non-financial liabilities	33	**13,321**	14,297	**1,051**	1,009
Interest-bearing loans and borrowings	34	**153,576**	226,204	**58,825**	91,561
Convertible bonds	35	**42,473**	–	**42,473**	–
Derivative liability conversion option in convertible bonds	36	**16,193**	–	**16,193**	–
Trade payables		**21,825**	32,166	**–**	–
Other payables	37	**115,123**	116,612	**70,411**	66,867
Contract liabilities	3	**69,286**	52,853	**–**	–
Lease liabilities	38	**2,291**	2,130	**–**	–
Amounts due to subsidiaries	29	**–**	–	**33,677**	17,570
Amounts due to associates	30	**17,873**	17,886	**–**	17,831
Amounts due to related parties	31	**648**	270	**13**	13
		464,133	471,708	**222,643**	194,867
Net current assets/(liabilities)		**47,729**	(24,188)	**25,989**	14,379
Non-current liabilities					
Deferred tax liabilities	39	**128,889**	138,017	**–**	–
Defined and other long-term employee benefits	40	**5,210**	6,727	**–**	–
Deposits received		**1,901**	1,939	**–**	–
Other non-financial liabilities		**16,847**	7,792	**–**	–
Interest-bearing loans and borrowings	34	**233,173**	233,096	**33,548**	18,813
Convertible bonds	35	**–**	41,318	**–**	41,318
Derivative liability conversion option in convertible bonds	36	**–**	15,182	**–**	15,182
Other payables		**3,239**	3,034	**–**	–
Lease liabilities	38	**32,103**	32,298	**–**	–
Amounts due to subsidiaries		**–**	–	**133,852**	130,476
		421,362	479,403	**167,400**	205,789
Total liabilities		**885,495**	951,111	**390,043**	400,656
Net assets		**538,085**	627,600	**425,994**	458,717
Equity attributable to owners of the Company					
Share capital	41	**247,578**	241,750	**247,578**	241,750
Treasury shares	42	**(706)**	(758)	**(706)**	(758)
Reserves	42	**241,378**	325,247	**179,122**	217,725
		488,250	566,239	**425,994**	458,717
Non-controlling interests		**49,835**	61,361	**–**	–
Total equity		**538,085**	627,600	**425,994**	458,717

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2021

Group	Share capital $'000	Treasury shares $'000	Share-based payment reserve $'000	Legal reserve $'000	Property revaluation reserve $'000	Currency translation reserve $'000	Other reserves $'000 Note 42(f)	Accumulated profits $'000	Equity attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
2021											
At 1 January 2021	**241,750**	**(758)**	**7,973**	**8,280**	**206,123**	**(29,243)**	**20,571**	**111,543**	**566,239**	**61,361**	**627,600**
Loss after taxation	–	–	–	–	–	–	–	**(55,192)**	**(55,192)**	**(6,082)**	**(61,274)**
Other comprehensive income											
Realisation of currency translation reserves	–	–	–	–	–	**(139)**	–	–	**(139)**	–	**(139)**
Exchange differences arising from consolidation of foreign operations and net investment in foreign operations	–	–	–	–	–	**(29,280)**	–	–	**(29,280)**	**(5,440)**	**(34,720)**
Adjustment on property revaluation reserve, net of deferred tax	–	–	–	–	**115**	–	–	–	**115**	–	**115**
Net fair value gain on equity instruments at fair value through other comprehensive income	–	–	–	–	–	–	**918**	–	**918**	**(4)**	**914**
Total other comprehensive gain/(loss) for the financial year	–	–	–	–	**115**	**(29,419)**	**918**	–	**(28,386)**	**(5,444)**	**(33,830)**
Total comprehensive gain/(loss) for the financial year	–	–	–	–	**115**	**(29,419)**	**918**	**(55,192)**	**(83,578)**	**(11,526)**	**(95,104)**
Contributions by and distributions to owners											
Treasury shares reissued pursuant to Share-based Incentive Plan	–	**52**	**(33)**	–	–	–	**(19)**	–	–	–	–
Issuance of share grants pursuant to Share-based Incentive Plan	–	–	**(26)**	–	–	–	–	–	**(26)**	–	**(26)**
Issue of new shares	**5,828**	–	–	–	–	–	–	–	**5,828**	–	**5,828**
Total transactions with owners in their capacity as owners	**5,828**	**52**	**(59)**	–	–	–	**(19)**	–	**5,802**	–	**5,802**
Other changes in equity											
Dividends paid to loan stockholders of a subsidiary	–	–	–	–	–	–	–	**(213)**	**(213)**	–	**(213)**
Transfer to accumulated profits upon disposal of asset	–	–	–	–	**(1,015)**	–	–	**1,015**	–	–	–
Transfer to legal reserve	–	–	–	**104**	–	–	–	**(104)**	–	–	–
Total other changes in equity	–	–	–	**104**	**(1,015)**	–	–	**698**	**(213)**	–	**(213)**
At 31 December 2021	**247,578**	**(706)**	**7,914**	**8,384**	**205,223**	**(58,662)**	**21,470**	**57,049**	**488,250**	**49,835**	**538,085**

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2021

Group	Share capital $'000	Treasury shares $'000	Share-based payment reserve $'000	Legal reserve $'000	Property revaluation reserve $'000	Currency translation reserve $'000	Other reserves $'000 Note 42(f)	Accumulated profits $'000	Equity attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
2020											
At 1 January 2020	241,520	(900)	8,111	8,280	208,723	(18,980)	21,100	206,381	674,235	73,178	747,413
Loss after taxation	–	–	–	–	–	–	–	(95,838)	(95,838)	(6,670)	(102,508)
Other comprehensive income											
Exchange differences arising from consolidation of foreign operations and net investment in foreign operations	–	–	–	–	–	(10,263)	–	–	(10,263)	(1,722)	(11,985)
Adjustment on property revaluation reserve, net of deferred tax	–	–	–	–	(323)	–	–	–	(323)	(227)	(550)
Net fair value loss on equity instruments at fair value through other comprehensive income	–	–	–	–	–	–	(447)	–	(447)	–	(447)
Actuarial loss arising from defined benefit plan, net of deferred tax	–	–	–	–	–	–	–	(1,053)	(1,053)	(169)	(1,222)
Total other comprehensive loss for the financial year	–	–	–	–	(323)	(10,263)	(447)	(1,053)	(12,086)	(2,118)	(14,204)
Total comprehensive loss for the financial year	–	–	–	–	(323)	(10,263)	(447)	(96,891)	(107,924)	(8,788)	(116,712)
Contributions by and distributions to owners											
Treasury shares reissued pursuant to Share-based Incentive Plan	–	142	(60)	–	–	–	(82)	–	–	–	–
Issuance of share grants pursuant to Share-based Incentive Plan	–	–	(78)	–	–	–	–	–	(78)	–	(78)
Issue of new shares	230	–	–	–	–	–	–	–	230	–	230
Total transactions with owners in their capacity as owners	230	142	(138)	–	–	–	(82)	–	152	–	152
Other changes in equity											
Dividends paid to loan stockholders of a subsidiary	–	–	–	–	–	–	–	(224)	(224)	–	(224)
Dividends paid to non-controlling shareholders of a subsidiary	–	–	–	–	–	–	–	–	–	(3,029)	(3,029)
Transfer to accumulated profits upon disposal of asset	–	–	–	–	(2,277)	–	–	2,277	–	–	–
Total other changes in equity	–	–	–	–	(2,277)	–	–	2,053	(224)	(3,029)	(3,253)
At 31 December 2020	241,750	(758)	7,973	8,280	206,123	(29,243)	20,571	111,543	566,239	61,361	627,600

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

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2021

Company	Share capital $'000	Treasury shares $'000	Share-based payment reserve $'000	Other reserves $'000 Note 42(f)	Accumulated profits $'000	Total equity $'000
At 1 January 2021	**241,750**	**(758)**	**7,973**	**4,581**	**205,171**	**458,717**
Loss after taxation	–	–	–	–	**(38,525)**	**(38,525)**
Total comprehensive loss for the financial year	–	–	–	–	**(38,525)**	**(38,525)**
Contributions by and distributions to owners						
Treasury shares reissued pursuant to Share-based Incentive Plan	–	**52**	**(33)**	**(19)**	–	–
Issuance of share grants pursuant to Share-based Incentive Plan	–	–	**(26)**	–	–	**(26)**
Issue of new shares	**5,828**	–	–	–	–	**5,828**
Total transactions with owners in their capacity as owners	**5,828**	**52**	**(59)**	**(19)**	–	**5,802**
At 31 December 2021	**247,578**	**(706)**	**7,914**	**4,562**	**166,646**	**425,994**
At 1 January 2020	241,520	(900)	8,111	4,663	222,467	475,861
Loss after taxation	–	–	–	–	(17,296)	(17,296)
Total comprehensive loss for the financial year	–	–	–	–	(17,296)	(17,296)
Contributions by and distributions to owners						
Treasury shares reissued pursuant to Share-based Incentive Plan	–	142	(60)	(82)	–	–
Issuance of share grants pursuant to Share-based Incentive Plan	–	–	(78)	–	–	(78)
Issue of new shares	230	–	–	–	–	230
Total transactions with owners in their capacity as owners	230	142	(138)	(82)	–	152
At 31 December 2020	241,750	(758)	7,973	4,581	205,171	458,717

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

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2021

	Note	2021 $'000	2020 $'000
Cash flows from operating activities			
Loss before taxation		**(51,820)**	(94,572)
Adjustments for:			
Share of results of associates		**(2,647)**	6,686
Depreciation of property, plant and equipment and right-of-use assets	13/38	**21,845**	25,557
(Gain)/Loss on disposal of property, plant and equipment, net	7	**(558)**	9
Write-off of property, plant and equipment	7	**156**	559
Impairment loss on property, plant and equipment	7	**433**	6,252
Allowance for impairment loss on right-of-use assets	7	**87**	–
Finance income	8	**(3,638)**	(7,016)
Finance costs	9	**39,974**	33,448
Amortisation expense		**825**	779
Impairment losses on financial assets	10	**7,111**	2,135
Write-off of property development costs	7	**1,596**	15,862
Allowance for inventory obsolescence	7	**158**	4
Defined and other long-term employee benefits expense	5	**447**	5,250
Share-based payment expenses	5	**164**	(70)
Gain on disposal of investment in subsidiary	17	**(167)**	–
Fair value loss on derivatives	7	**2,708**	5,702
Net fair value (gain)/loss on investment properties	4/7	**(1,060)**	27
Currency realignment		**1,422**	(6,723)
		68,856	88,461
Operating profit/(loss) before working capital changes		**17,036**	(6,111)
Decrease in inventories		**539**	827
Decrease/(Increase) in property development costs		**84,564**	(365)
Decrease in trade and other receivables and contract assets		**10,393**	5,791
Decrease in amounts due from related parties		**2,771**	384
Increase in trade and other payables, and contract liabilities		**26,429**	7,635
		124,696	14,272
Cash flows generated from operating activities		**141,732**	8,161
Interest received		**3,662**	3,319
Interest paid		**(21,863)**	(22,930)
Tax paid		**(2,680)**	(3,493)
Payment of employee benefits	40	**(1,411)**	(4,196)
Payment of cash-settled share grants		**(34)**	(14)
Net cash flows generated from/(used in) operating activities		**119,406**	(19,153)

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

CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2021

	Note	2021 $'000	2020 $'000
Cash flows from investing activities			
Purchase of property, plant and equipment	13	**(6,751)**	(9,196)
Proceeds from disposal of property, plant and equipment		**1,027**	114
Dividend income from an associate		**494**	520
Additions to intangible assets	15	**–**	(478)
Net cash flows used in investing activities		**(5,230)**	(9,040)
Cash flows from financing activities			
Proceeds from bank loans		**69,386**	88,145
Repayment of bank loans		**(116,456)**	(82,294)
Repayment of notes payable		**–**	(100,000)
Payment of principal portion of lease liabilities	38	**(3,234)**	(3,560)
Payment of dividends			
- by subsidiaries to non-controlling interests		**–**	(3,029)
- by subsidiaries to loan stockholders		**(213)**	(224)
Proceeds from issue of bonds	35	**–**	50,403
Net cash flows used in financing activities		**(50,517)**	(50,559)
Net increase/(decrease) in cash and cash equivalents		**63,659**	(78,752)
Net foreign exchange difference		**(2,620)**	(763)
Cash and cash equivalents at beginning of the financial year		**51,287**	130,802
Cash and cash equivalents at end of the financial year	32	**112,326**	51,287

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2021

1. Corporate information

Banyan Tree Holdings Limited (the "Company") is a limited liability company, which is incorporated and domiciled in the Republic of Singapore and is listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

The registered office of the Company is located at 211 Upper Bukit Timah Road, Singapore 588182.

The principal activities of the Company are those of investment holding and the provision of project design and management services. The principal activities of the subsidiaries are set out in Note 17 to the financial statements. There have been no significant changes in the nature of these activities during the year.

2. Summary of significant accounting policies

2.1 Basis of preparation

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

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

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

Fundamental accounting concept

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to meet its liabilities as and when they fall due within the next twelve months.

As at 31 December 2021, the Group recorded net current assets of $47,729,000 which was an improvement of $71,917,000 as compared to net current liabilities of $24,188,000 as at 31 December 2020.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for the annual financial periods beginning on or after 1 January 2021. The adoption of these standards, did not have any material effect on the financial performance or position of the Group and the Company.

COVID-19-Related Rent Concessions beyond 30 June 2021 Amendments to SFRS(I) 16

On 28 May 2020, the ASC issued COVID-19-Related Rent Concessions – amendment to SFRS(I) 16 Leases. The amendments provide relief to lessees from applying SFRS(I) 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the COVID-19 related rent concession the same way it would account for the change under SFRS(I) 16, if the change were not a lease modification.

The amendment was intended to apply until 30 June 2021, but as the impact of the COVID-19 pandemic is continuing, on 31 March 2021, the ASC extended the period of application of the practical expedient to 30 June 2022. The amendment applies to annual reporting periods beginning on or after 1 April 2021. However, the Group has not received COVID-19-related rent concessions, but plans to apply the practical expedient if it becomes applicable within allowed period of application.

2. Summary of significant accounting policies (cont'd)

2.3 Standards issued but not yet effective

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

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 1-1 on *Classification of Liabilities as Current or Non-current*	1 January 2023
Amendments to SFRS(I) 1-8 on *Definition of Accounting Estimates*	1 January 2023
Amendments to SFRS(I) 1-12 on *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*	1 January 2023
Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies*	1 January 2023
Amendment to SFRS(I) 1-1 on *Classification of Liabilities as Current or Non-current – Deferral of Effective Date*	Date to be determined
Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Date to be determined

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

2.4 Significant accounting estimates and judgments

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

Impact of COVID-19 on the Group

The Group has considered the impact of COVID-19 in preparing its financial statements for the year. The critical accounting estimates and key judgement areas of the Group have required additional consideration and analysis due to the impact of COVID-19. Other than adjusting events that provide evidence of conditions that existed at the end of the financial year, the impact of events that arise after the reporting period will be accounted for in future reporting periods. The impact of COVID-19 increases the level of judgement required in measurement of assets and projected cash flows. The COVID-19 assumptions and considerations for the critical accounting estimates and key judgement areas of the Group relating to recognition and measurement of the assets as at 31 December 2021 are outlined in further detail in Note 48(d)(iii) Level 3 fair value measurements policies and procedures.

As at 31 December 2021, the Group has current loans and borrowings of $153.6 million of which $84.2 million relates to revolving and working capital facilities ("RCF") which would be rolled over periodically based on past history with its relationship banks and another $21.6 million relates to short term funding for its Property Sales business segment which would be repayable from proceeds of unit completion and handover to contracted buyers. Amount of RCF has decreased by $41.0 million or 33% as compared to same period in prior year. The balance of $47.8 million relates to term loans repayable within the next 12 months, of which $17.0 million has secured commitments subject to documentation for another term loan extension.

In addition to the above measures to roll over and term out its loans, the Group has cash balance of $112.3 million, trade receivables and current amount due from associates totalling $83.8 million, which would provide adequate liquidity to meet its current loans, borrowings and Convertible bonds.

2. Summary of significant accounting policies (cont'd)

2.4 Significant accounting estimates and judgments (cont'd)

(a) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Impairment of intangible assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. Further details of the key assumptions applied in the impairment assessment of goodwill and trademarks including a sensitivity analysis, are given in Note 15 to the financial statements.

(ii) Depreciation of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight-line basis over their useful lives. Management estimates the useful lives of these property, plant and equipment to be within 3 to 50 years. The carrying amounts of the Group's property, plant and equipment at 31 December 2021 are disclosed in Note 13 to the financial statements. Changes in the expected level of usage and technological developments could impact the economic useful lives of these assets, therefore future depreciation charges could be revised.

(iii) Loss allowance for trade and non-trade receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset is impaired. For the current financial year, the Group also assessed and made changes to loss rates applied as a result of the impact of COVID-19 on trade and non-trade receivables. Factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments are objective evidence of impairment. In determining whether there is objective evidence of impairment, the Group considers whether there is observable data indicating that there have been significant changes in the debtor's payment ability or whether there have been significant changes with adverse effects in the economic conditions in which the debtor operates in.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amounts of the Group's trade and non-trade receivables at the end of each reporting period are disclosed in Note 46(a) to the financial statements.

The Group uses the general and simplified approaches to calculate the allowance for expected credit losses ("ECLs") for its trade and non-trade receivables. Under the general approach, the Group would assess if there is any significant increase in credit risk of the debtors, by evaluating qualitative and quantitative factors that are indicative of the risk of default (including but not limited to the latest available financial results, repayment history, economic environment and cash flow projections, if available, and applying the loss rates). The loss allowance is measured on the 12-month expected credit loss basis, if it is assessed that there has not been a significant increase in credit risk of the debtors since initial recognition.

2. Summary of significant accounting policies (cont'd)

2.4 Significant accounting estimates and judgments (cont'd)

(a) Key sources of estimation uncertainty (cont'd)

(iii) Loss allowance for trade and non-trade receivables (cont'd)

For the simplified approach, the Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward looking information. At every reporting date, historical default rates are updated and changes in the forward looking estimates are analysed.

The assessment of the estimated future repayments, historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast of economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade and non-trade receivables is disclosed in Note 46(a).

The carrying amounts of trade and non-trade receivables as at 31 December 2021 are disclosed in Notes 3, 21, 22, 27, 28, 30 and 31.

(iv) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies.

Where taxable profits are expected in the foreseeable future, deferred tax assets are recognised on the unused tax losses. The carrying values of recognised tax losses and unrecognised tax losses at 31 December 2021 are disclosed in Note 39.

(v) Revaluation of freehold and investment properties

The Group carries its freehold and investment properties at fair value, with changes in fair values being recognised in other comprehensive income and profit or loss respectively.

The Group engaged professional independent property valuers to determine the fair values for its freehold properties and investment properties in Singapore, Thailand, Sri Lanka and Morocco on a regular basis. The fair value is determined using recognised valuation techniques which require the use of estimates such as market comparables, future cash flows and discount rates applicable to these assets. These estimates are based on local market conditions existing at each valuation date. The professional independent property valuers have considered available information as at 31 December 2021 relating to COVID-19 and have made necessary adjustments due to the COVID-19 pandemic on the valuation. Certain valuation reports also highlighted that given the unprecedented set of circumstances on which to base a judgement, less certainty, and a higher degree of caution, should be attached to their valuations than would normally be the case.

The carrying amounts, key assumptions and valuation techniques used to determine the fair value of the freehold and investment properties of the Group are stated in Notes 13, 14 and 48 respectively.

2. Summary of significant accounting policies (cont'd)

2.4 Significant accounting estimates and judgments (cont'd)

(a) Key sources of estimation uncertainty (cont'd)

(vi) Fair value of financial instruments

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgment to select the appropriate valuation model and make assumptions that are mainly based on market conditions existing at the end of each reporting period. The inputs to this model are derived from market data where possible, but where not feasible, a degree of judgment is required in establishing fair values. For details of the valuation methods and key assumptions used, refer to Notes 18, 19, 23, 36 and 48(d).

(b) Judgments made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) Investment in associates

Management has assessed and is of the view that the Group exercises significant influence over associates, as disclosed in Note 18, notwithstanding that the Group holds less than 20% voting power in these companies. The Group is deemed to exercise significant influence by virtue of its representation on the board/governing committees of these entities.

(ii) Income taxes

The Group has exposure to income taxes in numerous jurisdictions. Significant judgment is involved in determining the group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of the Group's income tax payables and net deferred tax liabilities at 31 December 2021 are disclosed in the balance sheet and Note 39 respectively.

(iii) Determination of functional currency

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

2. Summary of significant accounting policies (cont'd)

2.5 Foreign currency

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

(a) Transactions and balances

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

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

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

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

2.6 Subsidiaries

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

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

2.7 Basis of consolidation and business combinations

(a) Basis of consolidation

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

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

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

2. Summary of significant accounting policies (cont'd)

2.7 Basis of consolidation and business combinations (cont'd)

(a) Basis of consolidation (cont'd)

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

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

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

(b) Business combinations and goodwill

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

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

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

Non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or the non-controlling interests' proportionate share of the acquiree's identifiable net assets.

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

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

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

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

2. Summary of significant accounting policies (cont'd)

2.8 Transactions with non-controlling interests

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

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

2.9 Joint ventures and associates

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

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

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

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

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

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

The financial statements of the associates and joint ventures are prepared as the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2.10 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.21. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

2. Summary of significant accounting policies (cont'd)

2.10 Property, plant and equipment (cont'd)

Subsequent to recognition, property, plant and equipment other than freehold land and buildings are measured at cost or valuation less accumulated depreciation and any accumulated impairment losses. The Group segregates land and buildings into two classes: leasehold and freehold. For leasehold land and buildings, the Group adopts the cost model and no revaluation will be carried out on these classes of assets. For freehold land and buildings, the Group adopts the revaluation model. Fair value is determined based on appraisal undertaken by professional independent property valuers, using market-based evidence.

Valuations are performed with sufficient regularity to ensure that their carrying amounts do not differ materially from their fair values at the end of the reporting period.

When an asset is revalued, any increase in the carrying amount is credited to other comprehensive income and accumulated in equity under the property revaluation reserve. However, the increase is recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the property revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the property revaluation reserve in respect of an asset is transferred directly to accumulated profits on retirement or disposal of the asset.

Freehold land has an unlimited useful life and therefore is not depreciated. Construction-in-progress included in property, plant and equipment are not depreciated as these assets are not available for use. Depreciation of an asset begins when it is available for use and is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Freehold buildings	-	40 to 50 years
Leasehold buildings	-	10 to 50 years
Furniture, fittings and equipment	-	3 to 20 years
Computers	-	3 years
Motor vehicles	-	5 to 10 years

The Group reviews the estimated residual value and expected useful life of assets at least annually. In particular, the Group considers the impact of health, safety and environmental legislation in its assessment of expected useful life and estimated residual value.

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

2.11 Investment properties

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

Investment properties are initially measured at cost, including transaction costs.

Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

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

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment set out in Note 2.10 up to the date of change in use.

2. Summary of significant accounting policies (cont'd)

2.12 Intangible assets

Intangible assets acquired separately are measured initially at cost. Following initial acquisition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives except those classified as other intangible assets are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is de-recognised.

(a) Trademarks

The trademarks acquired are measured on initial recognition at cost. Following initial recognition, the trademarks are carried at cost less any accumulated impairment loss. The useful life of trademarks is estimated to be indefinite as management believes that there is no foreseeable limit to the period over which the trademarks are expected to generate net cash flows for the Group.

(b) Other intangible assets

Sales commission costs arising from property sales are recognised as an intangible asset when the Group can demonstrate that these are incremental costs directly attributable to securing a property sales contract and are recoverable in the gross margin of the contract. Incremental cost is one that would not have been incurred if the Group had not secured the property sales contract.

Following initial recognition of the sales commission costs as an intangible asset, it is carried at cost and expensed off to profit or loss upon the recognition of revenue from property sales.

(c) Club membership

Club membership was acquired separately and is amortised on a straight-line basis over its remaining useful life of underlying assets.

2.13 Impairment of non-financial assets

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

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

2. Summary of significant accounting policies (cont'd)

2.13 Impairment of non-financial assets (cont'd)

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

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Reversal of an impairment loss is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal in excess of impairment loss previously recognised through profit or loss is treated as a revaluation increase recognised in other comprehensive income. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

2.14 Financial instruments

(a) Financial assets

<u>Initial recognition and measurement</u>

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

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

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

<u>Subsequent measurement</u>

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are:

(i) *<u>Amortised cost</u>*

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

(ii) *<u>Fair value through other comprehensive income ("FVOCI")</u>*

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is de-recognised.

(iii) *<u>Fair value through profit or loss</u>*

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.

2. Summary of significant accounting policies (cont'd)

2.14 Financial instruments (cont'd)

(a) Financial assets (cont'd)

Subsequent measurement (cont'd)

Investments in equity instruments

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

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

De-recognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is de-recognised where:

- The contractual rights to receive cash flows from the asset has expired; or
- The Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients in a 'pass-through' arrangement; or
- The Group has transferred its rights to receive cash flows from the asset and either has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset, is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised directly in other comprehensive income for debt instruments is recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.14 Financial instruments (cont'd)

(b) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition. Financial liabilities include trade payables, which are normally settled on 30 to 90 days' terms, other payables, amounts due to subsidiaries, associates and related parties, interest-bearing loans and borrowings, convertible bonds and lease liabilities.

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

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. On de-recognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(d) Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date the derivative contract is entered into and subsequently re-measured at their fair values at the end of each reporting period.

A derivative financial instrument is carried as an asset when the fair value is positive and as a liability when the fair value is negative.

Any gains or losses arising from the changes in fair value are recognised in profit or loss.

2.15 Investments

Investments are classified as equity investments at FVOCI or fair value through profit or loss as disclosed in Notes 19 and 23 to the financial statements.

2.16 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and at bank, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

2. Summary of significant accounting policies (cont'd)

2.17 Property development costs

Development properties are properties acquired or being constructed for sale in the ordinary course of business, rather than to be held for the Group's own use, rental or capital appreciation.

Development properties are held as inventories and are measured at the lower of cost and net realisable value. Costs comprise cost of land, design fee, infrastructure and construction and related interest and are assigned by using specific identification. Included in the property development costs are completed properties which are held for sale in the ordinary course of business.

Non-refundable commissions paid to sales or marketing agents on the sale are capitalised and amortised to profit or loss when the Group recognises the related revenue.

Net realisable value of the development properties is the estimated selling price in the ordinary course of the business, based on market prices at the reporting date and discounted for the time value of money if material, less the estimated costs of completion and the estimated costs necessary to make the sale.

The costs of development properties recognised in profit or loss on disposal are determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

2.18 Impairment of financial assets

The Group recognises an allowance for ECLs for all non-trade financial assets at amortised costs. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages under the general approach. For credit exposures which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, contract assets, amounts due from associates (trade) and amounts due from related parties (trade), the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on geographical locations, aging of the debts and historical information that reflects high levels of default risk (e.g. in financial difficulty, outstanding legal law suits and amounts in dispute).

The Group considers a financial asset in default when contractual payments are 90 days past due or if there are significant deterioration in credit rating. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.19 Inventories

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

Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Food and beverage - cost of purchase on a weighted average basis;
- Trading goods and supplies - cost of purchase on a weighted average basis; and
- Materials and others - cost of purchase on a weighted average basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2. Summary of significant accounting policies (cont'd)

2.20 Segment reporting

For management reporting purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 49, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.21 Borrowing costs

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

2.22 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

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

2.23 Financial guarantee

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.18 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

2.24 Employee benefits

(a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund ("CPF") scheme in Singapore, a defined contribution pension scheme. Contributions to national pension schemes and defined contribution plans are recognised as an expense in the period in which the related service is performed.

(b) Employee leave entitlement

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

2. Summary of significant accounting policies (cont'd)

2.24 Employee benefits (cont'd)

(c) Share-based payment

Performance share plan and restricted share plan

The Group's Performance Share Plan ("PSP") and Restricted Share Plan ("RSP") are both equity-settled and cash-settled share-based payment transactions.

The cost of these equity-settled share-based payment transactions is measured by reference to the fair value at the date of grant. This cost is recognised in profit or loss, with a corresponding increase in the share-based payment reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of shares that will ultimately vest. At the end of each reporting period, the Group revises its estimates of the number of PSP and RSP shares that are expected to vest on vesting date. Any revision of this estimate is included in profit or loss and a corresponding adjustment to equity over the remaining vesting period. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The cost of cash-settled share-based payment transactions is measured initially at fair value at the grant date. This fair value is recognised in profit or loss over the vesting period with recognition of a corresponding liability. At the end of each reporting period, the Group revises its estimates of the number of PSP and RSP shares that are expected to vest on vesting date. Any revision of this estimate is included in profit or loss and a corresponding adjustment to liability over the remaining vesting period. Until the liability is settled, it is re-measured at each reporting date with changes in fair value recognised in profit or loss and a corresponding adjustment to liability for the period.

The share-based payment reserve is transferred to accumulated profits reserve upon expiry of the plan. Where shares are issued under the PSP or RSP, the share-based payment reserve is transferred to share capital if new shares are issued, or to treasury shares if the plan is satisfied by the reissuance of treasury shares.

No expense is recognised for shares under both PSP and RSP that do not ultimately vest, except where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market condition or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. In the case where the option does not vest as the result of a failure to meet a non-vesting condition that is within the control of the Group or the employee, it is accounted for as a cancellation. In such case, the amount of the compensation cost that otherwise would be recognised over the remainder of the vesting period is recognised immediately in profit or loss upon cancellation.

(d) Post employment benefits and other long term employment benefits plans

The subsidiaries in Thailand operate two unfunded benefit schemes, Legal Severance Pay ("LSP") and Long Service Award ("LSA") for qualifying employees.

The LSP scheme is a defined benefit plan which pays employees a lump sum benefit computed based on their number of years of service and their basic salary upon retirement or early termination of their employment contracts.

The LSA scheme is a long-term employee benefit which rewards employees in cash and/or in gold. To be entitled to the award, employees will have to complete certain number of years of service with the Group.

The benefit schemes are assessed using the projected unit credit actuarial valuation method. The cost of providing for the employee benefits are charged to profit or loss so as to spread the service cost over the service lives of employees in accordance with the actuarial valuation carried out during the year. The provision for the employee benefits is measured as the present value of the estimated future cash outflows by reference to the interest rates of government bonds in Thailand that have terms to maturity approximating the terms of the related liabilities. Actuarial gains and losses arising from LSP are recognised in other comprehensive income and for those arising from LSA to be recognised in profit or loss in the year these gains and losses arise.

The unvested past service costs are recognised as an expense on a straight-line basis over the average period until the benefits become vested. If the benefits are already vested, immediately following the introduction of, or changes to, a scheme, past service costs are recognised immediately.

2. Summary of significant accounting policies (cont'd)

2.24 Employee benefits (cont'd)

(e) Defined benefits plans

The subsidiaries in Indonesia are required to provide a minimum pension benefit ("MPB") under the Indonesian Labour Law, which represents an underlying defined benefit obligation. The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the interest rates of high-quality long-term bonds that are denominated in Indonesian Rupiah in which the benefits will be paid and that have terms of maturity similar to the related pension liability.

Remeasurements, comprising of actuarial gains and losses, are recognised immediately in the balance sheet with a corresponding debit or credit to other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earlier between:

(i) the date of the plan amendment or curtailment, and

(ii) the date the related restructuring costs and termination benefits are recognised.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The following changes in the net defined benefit obligation are recognised in the profit or loss:

(i) Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements, and

(ii) Net interest expense or income.

2.25 Leases

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

(a) As lessee

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

(i) Right-of-use assets

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

Land	-	34 to 44 years
Buildings	-	2 to 4 years

If the ownership of the lease asset transfers to the Group at the end of the lease or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. The accounting policy for impairment of non-financial assets is set out in Note 2.13.

2. Summary of significant accounting policies (cont'd)

2.25 Leases (cont'd)

(a) As lessee (cont'd)

(ii) Lease liabilities

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

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

(iii) Short-term leases and leases of 'low value' assets

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

(b) As lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. The accounting policy for rental income is set out in Note 2.27(i).

2.26 Prepaid island rental and land use rights

Prepaid island rental and land use rights are initially measured at cost. Following initial recognition, prepaid island rental and land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The prepaid island rental and land use rights are amortised over the lease term as stipulated in the respective island rental and land use rights agreements.

2.27 Revenue

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

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognised:

2. Summary of significant accounting policies (cont'd)

2.27 Revenue (cont'd)

(a) Hotel investments

Revenue from hotel investments mainly comprises room rental, food and beverage sales and auxiliary activities, and represents the invoiced value of services rendered after deducting discounts. Revenue is recognised at a point in time when the services are rendered.

(b) Property sales

– <u>Sale of completed development property</u>

Revenue from sale of a development property is recognised at a point in time when control over the property is transferred to the buyer, which is normally on unconditional exchange of contracts. For conditional exchanges, sales are recognised only when all the significant conditions are satisfied.

– <u>Sale of development property under construction</u>

Where development property is under construction and agreement has been reached to sell such property when construction is completed, revenue is recognised at a point in time when control over the property is transferred to the buyer.

(c) Management services

Management services comprises the management of hotels and resorts, the management of an asset-backed club, the management of private-equity funds and the management of golf courses. In addition, the Group also collects royalty fees from licensing its Brands for branded residences development.

Revenue from management services is recognised over time as the relevant services are rendered over the duration of the service contracts.

(d) Spa operation

Revenue from operating spas is recognised over time as the relevant services are rendered over the duration of the service contracts.

(e) Merchandise sales

Revenue is recognised at a point in time when control of the goods is transferred to the customer, and generally coincides with delivery and acceptance of goods. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or possible return of goods.

Payment of the transaction price is due immediately at the point the customer purchases the goods for retail customer. Otherwise, invoices are issued on a monthly basis and are payable within 30 days.

(f) Project and design services

Revenue from the provision of project and design services is recognised over time based on completion of certain performance obligation according to the stage of completion as certified by qualified professionals.

Progress billings to the customers are based on a payment schedule in the contract and are typically triggered upon achievement of specified project milestones. A contract asset is recognised when the Group has performed under the contract but has not yet billed the customer. Conversely, a contract liability is recognised when the Group has not yet performed under the contract but has received advance payments from the customer.

(g) Dividend income

Dividend income is recognised in profit or loss when the Group's right to receive payment is established.

2. Summary of significant accounting policies (cont'd)

2.27 Revenue (cont'd)

(h) Interest income

Interest income is recognised using the effective interest method.

(i) Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

2.28 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

2.29 Taxes

(a) Current income tax

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

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

(b) Deferred tax

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

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

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

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

- In respect of deductible temporary differences and carry-forward of unused tax credits and unused tax losses, if it is not probable that taxable profit will be available against which the deductible temporary differences, and carry-forward of unused tax credits and unused tax losses can be utilised.

2. Summary of significant accounting policies (cont'd)

2.29 Taxes (cont'd)

(b) Deferred tax (cont'd)

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

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports.

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

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction of goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

(c) Sales tax

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

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

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

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.30 Share capital and share issuance expenses

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

2.31 Treasury shares

When shares recognised as equity are reacquired, the amount of consideration paid is recognised directly in equity. Reacquired shares are classified as treasury shares and presented as a deduction from total equity. When treasury shares are subsequently sold or reissued pursuant to equity compensation plans, the cost of treasury shares is reversed from treasury shares account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs, is recognised in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2. Summary of significant accounting policies (cont'd)

2.32 Contingencies

A contingent liability is:

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

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

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

(ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

2.33 Related parties

A related party is defined as follows:

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

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

(ii) has significant influence over the Company; or

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

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

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

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

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

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

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

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

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

3. Revenue

(a) Disaggregation of revenue

Revenue of the Group represents revenue from operation and management of hotels, property sales and fee-based segment after eliminating intercompany transactions. The amount of each significant category of revenue recognised during the year is as follows:

Segments	Hotel investments		Property sales		Fee-based segment		Total revenue	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Primary geographical markets								
Singapore	–	–	–	–	**469**	594	**469**	594
South East Asia	**22,238**	44,714	**30,969**	69,398	**15,173**	15,091	**68,380**	129,203
Indian Oceania	**37,145**	17,031	–	–	**157**	215	**37,302**	17,246
Middle East	–	–	–	–	**1,637**	219	**1,637**	219
North East Asia	–	–	–	–	**10,762**	6,134	**10,762**	6,134
Rest of the world	**107**	431	**91,819**	–	**10,752**	4,005	**102,678**	4,436
	59,490	62,176	**122,788**	69,398	**38,950**	26,258	**221,228**	157,832
Major product or services line								
Hotel investments	**59,490**	62,176	–	–	–	–	**59,490**	62,176
Property sales	–	–	**122,788**	69,398	–	–	**122,788**	69,398
Management services	–	–	–	–	**27,847**	14,127	**27,847**	14,127
Spa operation	-	-	-	-	**2,638**	3,250	**2,638**	3,250
Project and design services	–	–	–	–	**3,450**	2,571	**3,450**	2,571
Merchandise sales	–	–	–	–	**3,837**	4,677	**3,837**	4,677
Rental income	–	–	–	–	**1,178**	1,633	**1,178**	1,633
	59,490	62,176	**122,788**	69,398	**38,950**	26,258	**221,228**	157,832
Timing of transfer of goods or services								
At a point in time	**59,490**	62,176	**122,788**	69,398	**3,837**	4,677	**186,115**	136,251
Over time	–	–	–	–	**35,113**	21,581	**35,113**	21,581
	59,490	62,176	**122,788**	69,398	**38,950**	26,258	**221,228**	157,832

3. Revenue (cont'd)

(b) Contract assets and contract liabilities

Information about receivables, contract assets and contract liabilities from contracts with customers is disclosed as follows:

	Group	
	2021 $'000	**2020** $'000
Long-term receivables – Trade (Note 21)	**20,418**	41,530
Trade receivables (Note 27)	**41,884**	38,163
Contract assets	**1,666**	2,592
Contract liabilities	**(69,286)**	(52,853)

The Group has recognised write back on impairment losses on receivables arising from contracts with customers amounting to $108,000 (2020: $31,000).

Contract assets primarily relate to the Group's right to consideration for work completed but not yet billed at reporting date for project and design services. Contract assets are transferred to receivables when the rights become unconditional.

Contract liabilities primarily relate to the Group's obligation to transfer services to customers for which the Group has received advances from customers for project and design services, hotel operations and property sales.

Contract liabilities are recognised as revenue as the Group performs under the contract.

(i) Significant changes in contract assets are explained as follows:

	Group	
	2021 $'000	**2020** $'000
Contract asset reclassified to receivables	**(2,592)**	(2,638)

(ii) Significant changes in contract liabilities are explained as follows:

	Group	
	2021 $'000	**2020** $'000
Revenue recognised that was included in the contract liability balance at the beginning of the year	**32,318**	26,820

3. Revenue (cont'd)

(c) Transaction price allocated to remaining performance obligations

Property sales

The Group expects to recognise $120,700,000 (2020: $108,821,000) as revenue relating to the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2021 within the next 3 years.

Management services

Other than revenue from the management of hotels and resorts, the Group expects to recognise royalties from branded residences development of $7,327,000 (2020: $10,407,000) as revenue relating to the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2021 within the next 5 years.

Spa operation

The Group expects to recognise $1,560,000 (2020: $1,422,000) as management fees relating to the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2021 within the next 3 years.

Project and design services

The Group expects to recognise $5,782,000 (2020: $5,238,000) as revenue relating to the transaction price allocated to the unsatisfied (or partially unsatisfied) performance obligations as at 31 December 2021 within the next 3 years.

The above amounts have not included the following:

- Performance obligations for which the Group has applied the practical expedient not to disclose information about its remaining performance obligations if:
  - The performance obligation is part of a contract that has an original expected duration of one year or less, or
  - The Group recognises revenue from the management of hotels and resorts based on the underlying hotel performance completed to date.
- Variable consideration that is constrained and therefore is not included in the transaction price.

4. Other income

	Group	
	2021 $'000	**2020** $'000
Management and service fees	**57**	195
Net fair value gain on investment properties (Note 14)	**1,060**	–
Rental income	**855**	849
Fair value gain on investments (Note 23)	**4**	6
Gain on disposal of investment in subsidiary (Note 17)	**167**	–
Compensation from early termination of Hotel Management Agreement	**9,812**	–
Others	**1,269**	697
	13,224	1,747

5. Salaries and related expenses

	Group	
	2021 $'000	2020 $'000
Salaries, wages and other related costs	**47,883**	41,181
Defined and other long-term employee benefits expense (Note 40)	**447**	5,250
Share-based payment expenses	**164**	(70)
Contributions to defined contribution plans	**2,108**	2,327
Severance payments	–	7,255
The above amounts include salaries and related expenses of key management personnel	**50,602**	55,943

Salaries, wages and other related costs are net of the government grants of $319,000 (2020: $2,844,000), which relates to Jobs Support Scheme funded by the Singapore Government under the COVID-19 (Temporary Measures) Act 2020.

6. Other operating expenses

The following items have been included in arriving at other operating expenses:

	Group	
	2021 $'000	2020 $'000
Utilities and communication	**8,550**	7,716
Repair and maintenance	**5,618**	6,241
Printing and stationery	**665**	737
Travelling and transportation	**458**	271
Commission expenses	**3,681**	3,538
Laundry and valet	**793**	896
Guest expendable supplies	**1,372**	1,441

7. Loss from operations and other gains

Loss from operations is stated after charging/(crediting):

	Group	
	2021 $'000	2020 $'000
Audit fees:		
- Auditor of the Company	**397**	491
- Other auditors	**543**	650
Non-audit fees:		
- Auditor of the Company	**46**	51
- Other auditors	**9**	9
Allowance for inventory obsolescence (Note 25)	**158**	4
Write-off of property, plant and equipment (Note 13)	**156**	559
Impairment loss on property, plant and equipment (Note 13)	**433**	6,252
Impairment loss on right-of-use assets (Note 38)	**87**	–
Exchange gain	**(3,795)**	(1,802)
(Gain)/Loss on disposal of property, plant and equipment, net	**(558)**	9
Fair value loss on derivatives (Note 36)	**2,708**	5,702
Write-off of property development costs (Note 24)	**1,596**	15,862
One-off settlement cost from a claim provision	–	4,252
Net fair value loss on investment properties (Note 14)	–	27

8. Finance income

	Group	
	2021 $'000	2020 $'000
Interest received and receivable from:		
- Banks	**68**	517
- Related parties	–	108
- Interest accretion on amount due from associates	**664**	3,033
- Interest from long-term receivables from property sales	**1,966**	2,217
- Others	**940**	1,141
	3,638	7,016

The finance income of the Group is mainly derived from loans and receivables.

9. Finance costs

	Group 2021 $'000	Group 2020 $'000
Interest expense on:		
- Bank loans and bank overdrafts carried at amortised cost	**19,102**	22,128
- Lease liabilities (Note 38)	**2,248**	2,325
- Convertible bonds (Note 35)	**5,286**	1,916
- Modification loss on amounts due from related parties (Note 31)	**13,703**	7,360
	40,339	33,729
Less: interest expense capitalised in:		
- Property development costs (Note 24)	**(365)**	(281)
	39,974	33,448

10. Impairment losses on financial assets

The following items have been included in arriving at impairment losses:

	Group 2021 $'000	Group 2020 $'000
Impairment losses on financial assets:		
- Long-term amount due from associates (Note 18)	–	116
- Long-term receivables (Note 21)	**704**	269
- Amount due from associates (Note 30)	**(62)**	51
- Trade receivables (Note 27)	**1,969**	1,699
- Other receivables (Note 28)	**2,436**	–
- Amount due from related parties (Note 31)	**2,064**	–
	7,111	2,135

Included in the Long-term receivables and Trade receivables are reversal of impairment losses from amount due from Banyan Tree Assets (China) Holdings Pte Ltd. ("BTAC") of $2,835,000 (2020 impairment losses: $758,000).

11. Income tax expense

Major components of income tax expense

Major components of income taxes for the financial years ended 31 December 2021 and 2020 are:

	Group 2021 $'000	Group 2020 $'000
Consolidated income statement:		
Current income tax		
Current income taxation	**2,969**	6
Under provision in respect of prior years	**129**	698
	3,098	704
Deferred income tax		
Origination and reversal in temporary differences	**2,311**	457
Expiry or write-off of previously recognised deferred tax assets	**1,858**	5,510
	4,169	5,967
Withholding tax expense		
Current year provision	**2,158**	1,264
Under provision in respect of prior years	**29**	1
	2,187	1,265
Income tax expense recognised in profit or loss	**9,454**	7,936
Statement of comprehensive income:		
Deferred tax credit related to other comprehensive income:		
- Adjustment on property revaluation reserve	–	(413)
- Actuarial loss on Legal Severance Pay	–	(314)

11. Income tax expense (cont'd)

Relationship between tax expense and accounting profit

A reconciliation between tax expense and the product of accounting loss multiplied by the applicable corporate tax rate for the financial years ended 31 December 2021 and 2020 respectively are as follows:

	Group	
	2021 $'000	**2020** $'000
Accounting loss before taxation	**(51,820)**	(94,572)
Income tax using Singapore tax rate of 17% (2020: 17%)	**(8,809)**	(16,077)
Effect of different tax rates in other countries	**(801)**	(3,116)
Expenses not deductible for tax purposes	**5,893**	9,171
Tax exempt income	**(197)**	56
Under provision in respect of prior years	**129**	698
Deferred tax assets not recognised	**9,644**	9,292
Withholding tax	**2,187**	1,265
Expiry or write-off of previously recognised deferred tax assets	**1,858**	5,510
Share of results of associates	**(450)**	1,137
Income tax expense recognised in profit or loss	**9,454**	7,936

Group royalty fees income derived from Indonesia, Thailand and Maldives is subject to withholding tax at 15%, 8% and 10% respectively (2020: 15%, 8% and 10%).

12. Earnings per share

Basic earnings per share are calculated by dividing profit after taxation for the year that is attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing profit after taxation for the year that is attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Potential ordinary shares are weighted for the period they are outstanding. Potential ordinary shares that are cancelled or allowed to lapse during the period are included in the calculation of diluted earnings per share only for the portion of the period during which they are outstanding. Potential ordinary shares that are converted into ordinary shares during the period are included in the calculation of diluted earnings per share from the beginning of the period to the date of conversion; from the date of conversion, the resulting ordinary shares are included in both basic and diluted earnings per share.

The following table reflects the loss after taxation and share data used in the computation of basic and diluted earnings per share for the financial years ended 31 December:

	Group	
	2021 $'000	**2020** $'000
Loss after taxation attributable to owners of the Company used in computation of basic and diluted earnings per share	**(55,192)**	(95,838)
	No. of Shares	**No. of Shares**
Weighted average number of ordinary shares for basic earnings per share computation	**849,029,337**	840,028,634
Weighted average number of ordinary shares for diluted earnings per share computation	**849,029,337**	840,028,634

Earnings per share computation

For the financial year ended 31 December 2021, 906,553 contingently issuable shares under the Banyan Tree Performance Share Plan and 192,693,362 conversion shares under Convertible Bonds had been excluded from the calculation of diluted earnings per share as their effects would be anti-dilutive (i.e. loss per share would have been reduced in the event that dilutive potential shares issued are converted into ordinary shares). Thus, the dilutive earnings per share was the same as the basic earnings per share.

13. Property, plant and equipment

Group	Freehold land $'000	Freehold buildings $'000	Leasehold buildings $'000	Furniture, fittings and equipment $'000	Computers $'000	Motor vehicles $'000	Construction-in-progress $'000	Total $'000
Cost or valuation:								
At 1 January 2020	402,487	294,642	40,305	208,872	16,654	14,939	8,420	986,319
Additions	21	299	–	3,003	446	247	5,180	9,196
Disposals	–	–	–	(310)	(163)	(790)	(36)	(1,299)
Write-off	(11)	(45)	–	(20,128)	(838)	(470)	(556)	(22,048)
Revaluation surplus	1,425	(2,387)	–	–	–	–	–	(962)
Elimination of accumulated depreciation on revaluation	–	(2,295)	–	–	–	–	–	(2,295)
Transfer to property development costs	(1,235)	(9,027)	(323)	–	–	–	–	(10,585)
Transfer in/(out)	–	11,181	–	(6,432)	62	49	(4,860)	–
Net exchange differences	(7,661)	(5,581)	(1,166)	(5,581)	(231)	(302)	(719)	(21,241)
At 31 December 2020 and 1 January 2021	**395,026**	**286,787**	**38,816**	**179,424**	**15,930**	**13,673**	**7,429**	**937,085**
Additions	**30**	**496**	**167**	**1,477**	**159**	**82**	**4,340**	**6,751**
Disposals	**–**	**(425)**	**(252)**	**(1,434)**	**(199)**	**(232)**	**–**	**(2,542)**
Write-off	**–**	**–**	**–**	**(21,616)**	**–**	**–**	**(131)**	**(21,747)**
Revaluation surplus	**(3)**	**118**	**–**	**–**	**–**	**–**	**–**	**115**
Elimination of accumulated depreciation on revaluation	**–**	**(118)**	**–**	**–**	**–**	**–**	**–**	**(118)**
Transfer to investment properties	**(20,006)**	**(2,889)**	**–**	**–**	**–**	**–**	**–**	**(22,895)**
Transfer (out)/in	**(670)**	**2,137**	**60**	**(1,135)**	**1,058**	**(526)**	**(924)**	**–**
Net exchange differences	**(30,772)**	**(26,331)**	**1,303**	**(15,010)**	**(482)**	**(840)**	**1,931**	**(70,201)**
At 31 December 2021	**343,605**	**259,775**	**40,094**	**141,706**	**16,466**	**12,157**	**12,645**	**826,448**

Transfer to property development costs relates to freehold buildings and other related assets that the Group will be using for its hospitality business.

13. Property, plant and equipment (cont'd)

Group (cont'd)	Freehold land $'000	Freehold buildings $'000	Leasehold buildings $'000	Furniture, fittings and equipment $'000	Computers $'000	Motor vehicles $'000	Construction-in-progress $'000	Total $'000
Accumulated depreciation and impairment losses:								
At 1 January 2020	2,127	94,675	18,605	147,347	13,188	11,251	–	287,193
Depreciation charge for the financial year	–	8,746	918	11,789	1,518	646	–	23,617
Disposals	–	–	–	(229)	(157)	(790)	–	(1,176)
Write-off	(11)	(43)	–	(20,127)	(838)	(470)	–	(21,489)
Impairment loss	1,721	3,577	–	954	–	–	–	6,252
Elimination of accumulated depreciation on revaluation	–	(2,295)	–	–	–	–	–	(2,295)
Transfer in/(out)	–	3,365	–	(3,364)	(1)	–	–	–
Net exchange differences	3	(3,924)	(295)	(2,248)	(145)	(230)	–	(6,839)
At 31 December 2020 and 1 January 2021	**3,840**	**104,101**	**19,228**	**134,122**	**13,565**	**10,407**	**–**	**285,263**
Depreciation charge for the financial year	**2**	**7,538**	**848**	**10,235**	**1,049**	**563**	**–**	**20,235**
Disposals	**–**	**(118)**	**(199)**	**(1,361)**	**(182)**	**(213)**	**–**	**(2,073)**
Write-off	**–**	**–**	**–**	**(21,591)**	**–**	**–**	**–**	**(21,591)**
Impairment loss	**95**	**338**	**–**	**–**	**–**	**–**	**–**	**433**
Elimination of accumulated depreciation on revaluation	**–**	**(118)**	**–**	**–**	**–**	**–**	**–**	**(118)**
Transfer to investment properties	**–**	**(739)**	**–**	**–**	**–**	**–**	**–**	**(739)**
Transfer in/(out)	**24**	**(103)**	**(2)**	**(307)**	**976**	**(588)**	**–**	**–**
Net exchange differences	**(4)**	**(8,358)**	**357**	**(13,710)**	**(320)**	**(598)**	**–**	**(22,633)**
At 31 December 2021	**3,957**	**102,541**	**20,232**	**107,388**	**15,088**	**9,571**	**–**	**258,777**
Net carrying amount:								
At 31 December 2020	391,186	182,686	19,588	45,302	2,365	3,266	7,429	651,822
At 31 December 2021	**339,648**	**157,234**	**19,862**	**34,318**	**1,378**	**2,586**	**12,645**	**567,671**

13. Property, plant and equipment (cont'd)

The freehold land and freehold buildings of the Group are carried at valuation. The remaining items of property, plant and equipment are carried at cost.

Revaluation of freehold land and buildings

Freehold land and buildings in Singapore were revalued on 17 November 2021 by professional independent property valuers.

Freehold land and buildings in Thailand were revalued by a professional independent property valuer on 30 December 2021.

The hotel properties in Morocco, which comprise of freehold land and buildings, were appraised by a professional independent property valuer on 15 December 2021.

Freehold land in Sri Lanka was appraised by a professional independent property valuer on 8 December 2021.

Revaluation and details of valuation techniques and inputs used are disclosed in Note 48.

If the freehold land and freehold buildings were measured using the cost model, the carrying amounts would be as follows:

	Group	
	2021 $'000	**2020** $'000
Freehold land		
- Cost and net carrying amount	**78,530**	89,727
Freehold buildings		
- Cost	**262,408**	297,470
- Accumulated depreciation	**(110,985)**	(114,552)
- Net carrying amount	**151,423**	182,918

13. Property, plant and equipment (cont'd)

As at 31 December 2021, certain properties with net carrying amount amounting to $393,121,000 (2020: $460,103,000) were mortgaged to banks to secure credit facilities for the Group (Note 34).

Company	Furniture, fittings and equipment $'000	Computers $'000	Total $'000
Cost:			
At 1 January 2020, 31 December 2020 and 1 January 2021	17	183	200
At 31 December 2021	**17**	**183**	**200**
Accumulated depreciation:			
At 1 January 2020, 31 December 2020 and 1 January 2021	17	183	200
At 31 December 2021	**17**	**183**	**200**
Net carrying amount:			
At 31 December 2020	–	–	–
At 31 December 2021	**–**	**–**	**–**

14. Investment properties

	Group	
	2021 $'000	**2020** $'000
Balance sheet:		
At 1 January	**62,065**	63,504
Transfer from property, plant and equipment	**22,156**	–
Net gain/(loss) from fair value adjustments recognised in profit or loss (Notes 4 and 7)	**1,060**	(27)
Net exchange differences	**(5,592)**	(1,412)
At 31 December	**79,689**	62,065
Income statement:		
Rental income from investment properties		
- Minimum lease payments	**1,746**	1,578
Direct operating expense (including repairs and maintenance) arising from:		
- Rental generating properties	**1,114**	1,142
- Non-rental generating properties	**62**	52

14. Investment properties (cont'd)

Valuation of investment properties

Investment properties in Thailand and Singapore are stated at fair value, which has been determined based on valuation report dated 31 December 2021 and 17 December 2021 respectively. The revaluations were performed by professional independent property valuers with recognised and relevant professional qualifications and with recent experience in the location and category of the properties being valued.

Freehold land and buildings were revalued using the market value approach.

Details of valuation techniques and inputs used are disclosed in Note 48.

Properties pledged as security

Certain investment properties amounting to $56,361,000 (2020: $35,158,000) are mortgaged to secure bank loans (Note 34).

The investment properties held by the Group as at 31 December 2021 are as follows:

Description and Location	Existing Use	Tenure
Shopping centre with more than 50 leased outlets, Phuket, Thailand	Shops	Freehold
Land located at the shopping centre, Phuket, Thailand	Land for shopping centre	Freehold
63 office units in a 24-storey office tower, Bangkok, Thailand	Offices	Freehold
Land located in northern Thailand	Land awaiting development	Freehold
Angsana House, 24 Cheong Chin Nam Road	Offices	Freehold

15. Intangible assets

Group	Goodwill $'000	Trademarks $'000	Club membership $'000	Other intangible assets $'000	Total $'000
Cost:					
At 1 January 2020	2,603	24,300	3,752	14,328	44,983
Additions	–	–	478	1,569	2,047
Net exchange differences	–	–	–	(225)	(225)
At 31 December 2020 and 1 January 2021	**2,603**	**24,300**	**4,230**	**15,672**	**46,805**
Additions	**–**	**–**	**–**	**2,968**	**2,968**
Write-off	**–**	**–**	**–**	**(609)**	**(609)**
Net exchange differences	**–**	**–**	**–**	**(1,153)**	**(1,153)**
At 31 December 2021	**2,603**	**24,300**	**4,230**	**16,878**	**48,011**
Accumulated amortisation and impairment losses:					
At 1 January 2020	–	–	338	9,406	9,744
Amortisation	–	–	77	1,916	1,993
Net exchange differences	–	–	–	(130)	(130)
At 31 December 2020 and 1 January 2021	**–**	**–**	**415**	**11,192**	**11,607**
Amortisation	**–**	**–**	**85**	**867**	**952**
Write-off	**–**	**–**	**–**	**(609)**	**(609)**
Net exchange differences	**–**	**–**	**–**	**(662)**	**(662)**
At 31 December 2021	**–**	**–**	**500**	**10,788**	**11,288**
Net carrying amount:					
At 31 December 2020	2,603	24,300	3,815	4,480	35,198
At 31 December 2021	**2,603**	**24,300**	**3,730**	**6,090**	**36,723**

Other intangible assets

Other intangible assets include sales commission incurred that are directly attributable to securing property sales contracts. The sales commission will be amortised as the Group recognises the related revenue.

15. Intangible assets (cont'd)

Company	Club membership $'000
Cost:	
At 1 January 2020	3,752
Additions	478
At 31 December 2020 and 1 January 2021	**4,230**
At 31 December 2021	**4,230**
Accumulated amortisation and impairment losses:	
At 1 January 2020	338
Amortisation	77
At 31 December 2020 and 1 January 2021	**415**
Amortisation	**85**
At 31 December 2021	**500**
Net carrying amount:	
At 31 December 2020	3,815
At 31 December 2021	**3,730**

Impairment testing of goodwill

Goodwill acquired through business combination was related to Thai Wah Plaza Limited, which has been identified as the single cash-generating unit ("CGU") for impairment testing.

The recoverable amount of the CGU is determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows for the five-year period are computed using the estimated rates stated below.

Key assumptions used for value in use calculations:

	Thai Wah Plaza Limited	
	2021	**2020**
Growth rate	**4.6%**	7.5%
Discount rate	**7.4%**	5.9%

The above assumptions have been used for analysis of the CGU. Management determined the budgeted growth rate based on past performance and its expectation for market development factoring the impact caused by the COVID-19 pandemic. The discount rate represents the current market assessment of the risks specific to the CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is derived from its weighted average cost of capital ("WACC") which takes into account both debt and equity. The cost of equity is derived from the expected return on investment and the cost of debt is based on servicing obligations over the interest-bearing borrowings. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are derived annually based on publicly available market data.

15. Intangible assets (cont'd)

Impairment testing of goodwill (cont'd)

Sensitivity to changes in assumptions

With regards to the assessment of value in use, if the growth rate has been revised downward by 50%, the estimated recoverable amount would still exceed the carrying value.

Impairment testing of trademarks

The trademarks comprise of "Banyan Tree" and "Angsana" brands. Trademarks have been allocated to individual CGUs, which are the Group's reportable operating segments, for impairment testing as follows:

- Property Sales Segment;
- Fee-based Segment

Carrying amounts of trademarks are allocated to each of the Group's CGUs based on a valuation performed by a professional and independent valuer at acquisition date, using the projected discounted cash flows on future royalties from each of the reportable operating segments. The allocated amounts to each CGU are as follows:

	Property Sales Segment		Fee-based Segment		Total	
	2021 $'000	**2020** $'000	**2021** $'000	**2020** $'000	**2021** $'000	**2020** $'000
Carrying amount of trademarks	**630**	630	**23,670**	23,670	**24,300**	24,300

The recoverable amount for all the individual reportable operating segment is determined based on value in use calculation using cash flow projections based on financial budgets approved by management covering a five-year period.

The discount rate applied to the cash flow projections of each reportable operating segment is 12.48% (2020: 8.36%). The growth rate used to extrapolate the cash flows of each business segment beyond the five-year period is 1% (2020: 2%). Management determined the budgeted growth rate based on past performance and its expectation for market development factoring the impact caused by the COVID-19 pandemic. The discount rate, which reflects the WACC rate used, is consistent with forecasts used in industry. The discount rate reflects specific risks relating to the relevant companies.

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of trademarks:

- Budgeted hotel occupancy rates - the basis used to determine the budgeted annual hotel occupancy rates is the average of expected guest arrivals for each month taking into consideration the seasonality and guest arrivals.

- Budgeted hotel room rates - the basis used to determine the budgeted hotel room rates is the average of the expected monthly revenues to be generated for each room type, considering the seasonality and competitive environment.

Sensitivity to changes in assumptions

With regards to the assessment of value in use, if both the discount rate has been 100 basis points higher and growth rate has been revised downwards by 1%, the estimated recoverable amount would still exceed the carrying value.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2021

16. Land use rights

	Group 2021 $'000	Group 2020 $'000
Cost		
At 1 January	**2,594**	2,830
Net exchange differences	**397**	(236)
At 31 December	**2,991**	2,594
Accumulated amortisation:		
At 1 January	**256**	271
Amortisation for the financial year	**59**	2
Net exchange differences	**29**	(17)
At 31 December	**344**	256
Net carrying amount	**2,647**	2,338

	Group 2021 $'000	Group 2020 $'000
Amount to be amortised:		
- Within 1 year	**113**	63
- Between 2 to 5 years	**451**	252
- After 5 years	**2,083**	2,023

The Group has land use rights over the following plots of land:

Location	Tenure 2021	Tenure 2020
People's Republic of China		
Zhongdian Jiantang Hotel	**27 years**	28 years
Indonesia		
PT. Heritage Resorts & Spas	**25 years**	26 years
PT. Cassia Resorts Investments	**21 years**	22 years

17. Subsidiaries

	Company 2021 $'000	Company 2020 $'000
Unquoted shares, at cost	**262,092**	267,189
Capital contribution through issue of ordinary shares to employees of subsidiaries at no consideration under SFRS(I) 2 Share-based Payment	**5,863**	5,863
Impairment losses	**(49,061)**	(49,561)
	218,894	223,491
Loans and receivables		
Loans to subsidiaries	**358,509**	419,928
Less: Expected credit losses	**(2,862)**	(2,862)
Less: Impairment losses	**(11,735)**	(3,494)
	343,912	413,572
	562,806	637,063

In appointing the auditing firms for the Company and subsidiaries, the Group have complied with Listing Rules 712, 715 and 716.

During the financial year ended 31 December 2021, the Company has re-assessed the carrying amounts of investment in subsidiaries and has recognised a reversal of impairment loss of $500,000 (2020: impairment loss of $500,000).

For the financial year ended 31 December 2021, the Company has reclassified $Nil (2020: $13,731,000) from amounts due from subsidiaries to loans to subsidiaries.

As at 31 December 2021, included in the loans made to subsidiaries is an unsecured loan of $4,100,000 (2020: $4,013,000) bearing interest at a rate of 7.0% (2020: 7.0%) with no fixed terms of repayment.

Except for the above interest-bearing loan, the loans made to subsidiaries are interest-free, unsecured and the settlement of the amounts were neither planned nor likely to occur in the foreseeable future. As agreed with its subsidiaries, the Company will not demand repayment of the loan and its subsidiaries will have the discretion to determine when the loans will be repaid. During the financial year ended 31 December 2021, the Company has re-assessed the carrying amounts of loans to subsidiaries and has recognised an impairment loss of $8,241,000 (2020: $Nil).

17. Subsidiaries (cont'd)

Receivables that are impaired

The Company's interest-bearing loans to subsidiaries that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment are as follows:

	Company	
	2021 $'000	2020 $'000
Loans to subsidiaries - nominal amounts	**4,100**	4,013
Less: Expected credit losses	**(2,862)**	(2,862)
	1,238	1,151

Expected credit losses

The movement in allowance for expected credit losses of amount due from subsidiaries is as follows:

	Company	
	2021 $'000	2020 $'000
Movement in allowance accounts:		
At 1 January	**2,862**	2,869
Exchange differences	**–**	(7)
At 31 December	**2,862**	2,862

Disposal of subsidiary

On 1 August 2021, the Group entered into a sale agreement to dispose 100% of its wholly-owned subsidiary, Tibet Lhasa Banyan Tree Resorts Limited at its carrying value.

The value of assets and liabilities of the disposed subsidiary recorded in the consolidated financial statements as at 1 August 2021, and the effects of the disposal were:

	Group
	2021 $'000
Amount due from holding company	**5,151**
Carrying value of net assets of subsidiary disposed	**5,151**
Net cash inflow on disposal of subsidiary	**–**
Gain on disposal:	
Sales proceeds receivable	**5,151**
Net assets derecognised	**(5,151)**
Cumulative exchange differences in respect of the net asset of the subsidiary reclassified from equity on loss of control of subsidiary	**167**
Gain on disposal (Note 4)	**167**

17. Subsidiaries (cont'd)

Details of the subsidiaries at the end of the financial year are as follows:

	Name of subsidiary	Principal activities	Place of Incorporation	Cost of investment		Effective equity held by the Group	
				2021 $'000	2020 $'000	2021 %	2020 %
(i)	***Held by the Company***						
(1)	Banyan Tree Hotels & Resorts Pte Ltd.	Provision of resort, spa, project and golf management services	Singapore	**5,466**	5,466	**100**	100
(1)	Banyan Tree Investments Pte. Ltd.	Property holding	Singapore	**15,673**	15,673	**100**	100
(8)	Banyan Tree Capital Pte. Ltd.	Business management and consultancy services	Singapore	**500**	500	**100**	100
(8)	Prestige Global Services Pte. Ltd.	Own and manage intellectual property for and on behalf of Banyan Tree Group	Singapore	*	*	**100**	100
(1)	Banyan Tree Indochina Holdings Pte. Ltd.	Investment holding	Singapore	*	*	**100**	100
(8)	Banyan Tree Indochina Management (Singapore) Pte. Ltd.	Investment holding	Singapore	*	*	**100**	100
(1)	Banyan Tree Services Pte. Ltd.	Investment holding	Singapore	*	*	**100**	100
(18)	Brand Management Pte. Ltd.	Provision of Consultancy services	Singapore	-	*	-	100
(1) (21)	Banyan Tree China Pte. Ltd.	Investment holding	Singapore	**152,678**	152,678	**98.53**	98.53
(1)	Hill View Resorts Holdings Pte. Ltd.	Investment holding	Singapore	**25,692**	25,692	**100**	100
(11)	Banyan Tree Assets (Thailand) Company Limited	Holding company	Thailand	**91**	91	**100**	100
(17)	Tibet Lhasa Banyan Tree Resorts Limited	Construction and management of hotels and spas	China	-	5,097	-	100
(2)	Banyan Tree Properties (HK) Limited	Investment holding	Hong Kong	*	*	**100**	100

17. Subsidiaries (cont'd)

	Name of subsidiary	Principal activities	Place of Incorporation	Cost of investment 2021 $'000	Cost of investment 2020 $'000	Effective equity held by the Group 2021 %	Effective equity held by the Group 2020 %
(i)	***Held by the Company*** (cont'd)						
(2)	Maldives Bay Pvt Ltd	Development and management of resorts, hotels and spas	Maldives	**49,934**	49,934	**100**	100
(2)	Maldives Cape Pvt Ltd	Development and management of resorts, hotels and spas	Maldives	*	*	**100**	100
(2)	Banyan Tree Resorts & Spas (Morocco) S.A.	Provision of management, operation services and ancillary services related to the hospitality industry	Morocco	**9,883**	9,883	**100**	100
(3)	Beruwela Walk Inn Limited	Operation of Hotel resorts	Sri Lanka	**856**	856	**100**	100
(2)	PT. Heritage Resorts & Spas	Hotel operations and property development	Indonesia	**1,319**	1,319	**100**	100
				262,092	267,189		

17. Subsidiaries (cont'd)

	Name of subsidiary	Principal activities	Place of Incorporation	Effective equity held by the Group 2021 %	Effective equity held by the Group 2020 %
(ii)	***Held through subsidiaries***				
(1)	Hotelspa Pte. Ltd.	Investment holding	Singapore	**100**	100
(1)	Banyan Tree Gallery (Singapore) Pte Ltd	Sale of merchandise	Singapore	**93**	93
(8)	Banyan Tree Dunhuang (S) Pte. Ltd.	Investment holding	Singapore	**100**	100
(1)	Architrave Design & Planning Services Pte. Ltd.	Provision of design, planning and consultancy services for hotels, resorts and spas	Singapore	**100**	100
(1)	GPS Development Services Pte. Ltd.	Provision of purchasing and project services for hotels, resorts and spas	Singapore	**100**	100
(1)	Banyan Tree Marketing Group Pte. Ltd.	Provision of marketing services	Singapore	**100**	100
(1)	BT Development Singapore Pte. Ltd.	Investment holding	Singapore	**100**	100
(8)	Banyan Tree Management (S) Pte. Ltd.	Hotel management	Singapore	**100**	100
(1)	Banyan Tree Spas Pte. Ltd.	Operation of spas	Singapore	**100**	100
(1)	Banyan Tree Businesses Pte. Ltd.	Investment holding	Singapore	**100**	100
(1)	Lindere Villas Pte. Ltd.	Investment holding	Singapore	**100**	100
(8)	ACAP International Investments Pte. Ltd.	Investment holding	Singapore	**100**	100
(2)	Banyan Tree Mkg (HK) Limited	Provision of marketing services	Hong Kong	**100**	100
(2) **	Laguna Resorts & Hotels Public Company Limited	Hotel and Property development business	Thailand	**86.28**	86.28
(2)	Banyan Tree Resorts & Spas (Thailand) Company Limited	Provision of spa services	Thailand	**100**	100
(2)	Banyan Tree Hotels & Resorts (Thailand) Limited	Provision of hotel management services	Thailand	**100**	100
(2)	TWR - Holdings Limited	Investment holding and property development	Thailand	**86.28**	86.28
(2)	Laguna Holiday Club Limited	Holiday club membership and property development	Thailand	**86.28**	86.28

17. Subsidiaries (cont'd)

	Name of subsidiary	Principal activities	Place of Incorporation	Effective equity held by the Group 2021 %	2020 %
(ii)	***Held through subsidiaries*** (cont'd)				
(11)	Laguna (3) Limited	Owns land on which a hotel is situated	Thailand	**86.28**	86.28
(2)	Banyan Tree Gallery (Thailand) Limited	Sale of merchandise	Thailand	**93**	93
(11)	Pai Samart Development Company Limited	Holds land plots for future development	Thailand	**86.28**	86.28
(11)	Mae Chan Property Company Limited	Holds land plots for future development	Thailand	**86.28**	86.28
(2)	Phuket Grande Resort Limited	Property development and hotel operations	Thailand	**86.28**	86.28
(2)	Laguna Grande Limited	Operation of golf club and property development	Thailand	**86.28**	86.28
(2)	Laguna Banyan Tree Limited	Hotel operations, property development, sales and marketing service for holiday club membership	Thailand	**86.28**	86.28
(11) (14)	Talang Development Company Limited	Property development	Thailand	**43.14**	43.14
(2)	Twin Waters Limited	Property development	Thailand	**86.28**	86.28
(11)	Bangtao (1) Limited	Owns land on which the golf course is situated	Thailand	**86.28**	86.28
(11)	Bangtao (2) Limited	Owns land on which the golf course is situated	Thailand	**86.28**	86.28
(11)	Bangtao (3) Limited	Property development	Thailand	**86.28**	86.28
(11)	Bangtao (4) Limited	Owns land on which the golf course is situated	Thailand	**86.28**	86.28
(2)	Bangtao Laguna Limited	Owns land on which a hotel is situated and property development	Thailand	**86.28**	86.28
(2)	Bangtao Grande Limited	Hotel operations and property development	Thailand	**86.28**	86.28
(2)	Laguna Service Company Limited	Provision of utilities and other services to hotels owned by the subsidiaries	Thailand	**62.90**	62.90

17. Subsidiaries (cont'd)

	Name of subsidiary	Principal activities	Place of Incorporation	Effective equity held by the Group 2021 %	2020 %
(ii)	***Held through subsidiaries*** (cont'd)				
(2)	Thai Wah Plaza Limited	Hotel operations, lease of office building space and property development	Thailand	**86.28**	86.28
(2)	Thai Wah Tower Company Limited	Lease of office building space	Thailand	**86.28**	86.28
(11)	Thai Wah Tower (2) Company Limited	Owns land on which a hotel is situated	Thailand	**86.28**	86.28
(2) (14)	Laguna Excursions Limited	Travel operations	Thailand	**42.28**	42.28
(2)	Laguna Lakes Limited	Property development	Thailand	**81.97**	81.97
(11)	Laguna Jobs Co., Ltd (formerly known as Laguna Village Limited)	Employment services	Thailand	**86.28**	86.28
(11)	Vision 9 Farm Limited	Farming and restaurant	Thailand	**51.77**	51.77
(9)	Zhongdian Jiantang Hotel Limited	Hotel services	China	**80**	80
(12)	Dunhuang Banyan Tree Hotel Company Limited	Develop, own and operate hotels and resorts in China	China	**100**	100
(12)	Tianjin Banyan Tree Capital Investment Management Co., Ltd.	Investment management and related consulting services	China	**100**	100
(12)	Rong Yuan (Shanghai) Business Management Co., Ltd.	Provision of marketing and management consulting services	China	**100**	100
(5)	BT Development No. 1 Pty Ltd	Development of residential property	Australia	**100**	100
(2)	Banyan Tree Resorts Limited	Provision of resort management services	Hong Kong	**100**	100
(2)	Banyan Tree Spa (HK) Limited	Provision of spa management services	Hong Kong	**100**	100
(4)	Cheer Golden Limited	Investment holding	Hong Kong	**86.28**	86.28
(2)	Triumph International Holdings Limited	Investment holding	Hong Kong	**80**	80
(2)	Northpoint Investments Limited	Investment holding	Hong Kong	**100**	100
(2)	Banyan Tree Investment Holdings (HK) Limited	Investment holding	Hong Kong	**100**	100

17. Subsidiaries (cont'd)

	Name of subsidiary	Principal activities	Place of Incorporation	Effective equity held by the Group 2021 %	2020 %
(ii)	***Held through subsidiaries*** (cont'd)				
(2)	Vabbinvest Maldives Pvt Ltd	Operation of holiday resorts	Maldives	**100**	100
(15)	Banyan Tree Hotels & Resorts Korea Limited	Provision of hotel management services	Korea	**100**	100
(8)	Banyan Tree Indochina (GP) Company Limited	Manage and operate the Banyan Tree Indochina Hospitality Fund, L.P.	Cayman Islands	**100**	100
(15)	Jayanne International Limited	Investment holding	British Virgin Islands	**100**	100
(15)	Club Management Limited	Provision of resort and hotel management and operation services and ancillary services related to the hospitality industry	British Virgin Islands	**100**	100
(10)	PT. AVC Indonesia	Holiday club membership and golf club operations	Indonesia	**86.28**	86.28
(2)	PT. Management Banyan Tree Resorts & Spas	Provision of consultation and management services of the international hotels marketing	Indonesia	**100**	100
(2)	PT. Banyan Tree Management	Provision of hotel management services	Indonesia	**100**	100
(2)	PT Cassia Resorts Investments	Hotel operations and property development	Indonesia	**100**	100
(5)	PT Leisure Development Bintan	Hotel operations and property development	Indonesia	**100**	100
(13)	Banyan Tree MX S.A. De C.V.	Provision of business management services, resort and hotel management, operation services and ancillary services related to the hospitality industry	Mexico	**100**	100
(5)	Banyan Tree Servicios S.A. De C.V.	Provision of business management services, resort and hotel management, operation services and ancillary services related to the hospitality industry	Mexico	**100**	100
(20)	Banyan Tree Spas Sdn. Bhd.	Operation of spas	Malaysia	**100**	100

17. Subsidiaries (cont'd)

	Name of subsidiary	Principal activities	Place of Incorporation	Effective equity held by the Group 2021 %	2020 %
(ii)	***Held through subsidiaries*** (cont'd)				
(15)	Banyan Tree Japan Yugen Kaisha	Operation of spas	Japan	**100**	100
(2)	Banyan Tree (Private) Limited	Operation of spas	Sri Lanka	**100**	100
(6)	Heritage Spas South Africa (Pty) Ltd	Operation and investment in resorts, spas and retail outlets	South Africa	**100**	100
(2)	Maldives Angsana Pvt Ltd	Operation of holiday resorts	Maldives	**100**	100
(5)	Keelbay Pty Ltd	Development of residential property	Australia	**100**	100
(7)	Banyan Tree Mkg (UK) Ltd	Provision of marketing services	United Kingdom	**100**	100
(2)	BT Investments Holdings Phils. Inc.	Investment holding	Philippines	**97.85**	97.85
(19)	Banyan Tree Hotels (Cyprus) Ltd	Provision of management consultancy and hotel design services	Cyprus	**–**	100
(16)	Green Transportation SARL AU	Provision of tourist transportation activities	Morocco	**100**	100

17. Subsidiaries (cont'd)

(1) Audited by Ernst & Young LLP, Singapore.

(2) Audited by member firms of Ernst & Young Global in the respective countries.

(3) Audited by Tudor V.P. & Co.

(4) Audited by RSM Nelson Wheeler.

(5) Not required to be audited as the company is exempted from audit.

(6) Audited by Mazars.

(7) Audited by MHA MacIntyre Hudson.

(8) Audited by A Garanzia LLP.

(9) Audited by Beijing Zhongtian Huaqing Certified Public Accountants Co., Ltd..

(10) Audited by RSM AAJ Associates.

(11) Audited by SD Audit and Consultancy Limited.

(12) Audited by Shanghai Lixin Jiacheng Dongshen Certified Public Accountants Co., Ltd.

(13) Audited by Galaz, Yamazaki, Ruiz Urquiza, S.C.

(14) These companies are subsidiaries of LRH which in turn are subsidiaries of the Group. Management of the Group is of the view that these companies should be consolidated as subsidiaries in the consolidated financial statements as the Group has control over them through LRH.

(15) Not required to be audited under the laws of country of incorporation.

(16) Not required to be audited as the company has not commenced operation as at 31 December 2021.

(17) Disposed during the year.

(18) Dissolved with effect from 8 April 2021.

(19) Dissolved with effect from 20 August 2021.

(20) In the process of strike-off.

(21) Effective interest held by the company is 89.31%. Including all the effective interest held by the subsidiaries, the Group effective interest is 98.53%.

* Cost of investment is less than $1,000.

** As at 31 December 2021, 0.03% (2020: 0.03%) of the issued and paid up capital of Laguna Resorts & Hotels Public Company Limited ("LRH") is held by Thai NVDR Company Limited (a subsidiary wholly-owned by the Stock Exchange of Thailand issuing "Non-Voting Depository Receipt" ("TNVDR")). Pursuant to the provisions of their prospectus, TNVDR will not attend nor vote in any shareholders' meeting of LRH other than delisting.

Taking into account the issued and paid up capital of LRH held by TNVDR, the voting rights held by the Group in the subsidiary amount to 86.31% (2020: 86.31%) and the voting rights held by the non-controlling interest in the subsidiary amount to 13.69% (2020: 13.69%).

Of the effective equity held by the non-controlling interest of 13.72% (2020: 13.72%) in LRH, 0.03% (2020: 0.03%) is held by TNVDR respectively. Taking into account of the issued and paid up capital of LRH held by TNVDR, the voting rights held by the non-controlling interest in the subsidiary amount to 13.69% (2020: 13.69%).

17. Subsidiaries (cont'd)

Interest in subsidiary with material non-controlling interest (NCI)

The Group has the following subsidiary that has NCI that is material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interest	Profit/(Loss) allocated to NCI during the reporting period $'000	Accumulated NCI at the end of reporting period $'000	Dividends paid to NCI $'000
31 December 2021:					
Laguna Resorts & Hotels Public Company Limited	**Thailand**	**13.72%**	**(6,049)**	**50,254**	**–**
31 December 2020:					
Laguna Resorts & Hotels Public Company Limited	Thailand	13.72%	(6,674)	61,731	3,029

Summarised financial information about subsidiary with material NCI

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of subsidiary with material non-controlling interests are as follows:

Summarised balance sheet

	Laguna Resorts & Hotels Public Company Limited 2021 $'000	2020 $'000
Current		
Assets	**230,196**	252,939
Liabilities	**(174,362)**	(200,465)
Net current assets	**55,834**	52,474
Non-current		
Assets	**687,942**	771,531
Liabilities	**(348,151)**	(347,843)
Net non-current assets	**339,791**	423,688
Net assets	**395,625**	476,162

17. Subsidiaries (cont'd)

Summarised financial information about subsidiary with material NCI (cont'd)

Summarised statement of comprehensive income

	Laguna Resorts & Hotels Public Company Limited	
	2021 $'000	2020 $'000
Revenue	**62,162**	124,474
Loss before taxation	**(39,778)**	(35,029)
Income tax expense	**(3,293)**	(7,421)
Loss after taxation	**(43,071)**	(42,450)
Other comprehensive loss	**(160)**	(3,398)
Total comprehensive loss	**(43,231)**	(45,848)
Other summarised information		
Net increase/(decrease) in cash and cash equivalents	**6,813**	(2,802)
Acquisition of significant property, plant and equipment	**(3,573)**	(7,165)

18. Associates

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Quoted and unquoted equity shares, at cost	**109,087**	112,236	**869**	869
Share of post-acquisition reserves, net of dividend received	**5,194**	3,042	**–**	–
Impairment loss	**(679)**	(679)	**–**	–
Net exchange differences	**(2,467)**	(3,336)	**–**	–
	111,135	111,263	**869**	869
Loans and receivables				
Long-term amount due from associates				
– trade	**–**	3,862	**–**	–
– non-trade	**–**	40,734	**–**	2,660
Less: Expected credit losses	**–**	(253)	**–**	–
	–	44,343	**–**	2,660
	111,135	155,606	**869**	3,529
Fair value of investment in an associate for which there is a published price quotation	**19,613**	15,005	**–**	–

Included within quoted and unquoted equity shares, at cost is an aggregate amount of $17,831,000 (2020: $17,831,000) of RCPS which can be offset against the amounts due to associates subject to certain conditions being met (Note 30).

The Group has pledged 10 million ordinary shares of Thai Wah Public Company Limited with a bank to secure a long-term loan of the Group as at 31 December 2021 and 31 December 2020.

During the financial year ended 31 December 2021, the long-term amounts due from associates has been reclassified to short-term amounts due from associates as the Group expects to receive these receivables within the next 12 months.

18. Associates (cont'd)

Significant foreign currency denominated balances

	Group	
	2021 $'000	2020 $'000
US Dollars	**–**	552

Expected credit losses

The movement in allowance for expected credit losses of amount due from associates is as follows:

	Group	
	2021 $'000	2020 $'000
Movement in allowance accounts:		
At 1 January	**253**	–
Charge for the financial year (Note 10)	**–**	116
Transfer of allowance (to)/from amount due from associates (Note 30)	**(253)**	137
At 31 December	**–**	253

The details of the material associates at the end of the financial year are as follows:

	Name of associate	Principal activities	Place of Incorporation	Proportion of ownership interest 2021 %	2020 %
	Held through subsidiaries				
(2) (3)	Thai Wah Public Company Limited	Manufacture and distribution of vermicelli, tapioca starch and other food products	Thailand	**10.03**	10.03
(1) (3)	Banyan Tree Indochina Hospitality Fund, L.P.	Business of a real estate development fund, focused on the hospitality sector in Vietnam	Cayman Islands	**17.80**	17.80

(1) Audited by Ernst & Young LLP, Singapore.

(2) Audited by member firms of Ernst & Young Global in the respective countries.

(3) The results of these associates were equity accounted for in the consolidated financial statements notwithstanding that the Group holds less than 20% of the voting power in these companies. The Group is deemed to exercise significant influence by virtue of its representation on the board/governing committees of these entities. The Group's direct interest in these associates differ from the corresponding effective interest as these associates are held by subsidiaries with non-controlling interests.

18. Associates (cont'd)

The summarised financial information in respect of Thai Wah Public Company Limited and Banyan Tree Indochina Hospitality Fund, L.P. and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

	Thai Wah Public Company Limited		Banyan Tree Indochina Hospitality Fund, L.P.	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Assets and liabilities:				
Current assets	**162,325**	153,589	**12**	13
Non-current assets	**181,839**	203,693	**263,743**	265,710
Current liabilities	**(89,322)**	(43,714)	**(1,711)**	(1,551)
Non-current liabilities	**(33,488)**	(84,520)	**–**	–
Non-controlling interests	**(14,837)**	(13,696)	**–**	–
Net assets	**206,517**	215,352	**262,044**	264,172
Proportion of the Group's ownership	**10.03%**	10.03%	**17.80%**	17.80%
Group's share of net assets	**20,714**	21,600	**46,644**	47,022
Goodwill on acquisition	**3,934**	4,327	**–**	–
Difference between fair value and cost of identifiable assets and liabilities	**6,087**	6,786	**–**	–
Other adjustments	**–**	–	**–**	75
Carrying amount of the investment	**30,735**	32,713	**46,644**	47,097

Aggregate information about the Group's investments in associates that are not individually material, not adjusted for the proportion of ownership interests held by the Group, are as follows:

	Group	
	2021 $'000	2020 $'000
Results:		
Revenue	**29,498**	30,711
Loss for the financial year	**(6,057)**	(20,140)
Other comprehensive income	**919**	9,695
Total comprehensive loss *	**(5,138)**	(10,445)

The Group has not recognised its share of losses and deficit in the currency translation reserve relating to one of its associates, Tropical Resorts Limited where its share of deficit in equity has exceeded the Group's interest in this associate. At the end of the reporting period, the Group's cumulative share of unrecognised losses and currency translation surplus were $14,225,000 (2020: $12,016,000) and $1,206,000 (2020: $1,412,000) respectively. The Group's share of the current year's unrecognised loss was $2,209,000 (2020: $1,746,000).

The Group has no obligation in respect of these losses.

* Included in total comprehensive loss of associates is Tropical Resorts Limited's total comprehensive loss of $14,255,000 (2020: $10,906,000).

19. Long-term investments

	Group	
	2021 $'000	2020 $'000
At fair value through other comprehensive income		
Equity securities (quoted)	**2**	2
Equity securities (unquoted)	**29,008**	100,243
	29,010	100,245

Investments in equity instruments designated at fair value through other comprehensive income

The fair value of each of the investments in equity instruments designated at FVOCI at the end of the reporting period is as follows:

	Group	
	2021 $'000	2020 $'000
At fair value through other comprehensive income		
- Equity securities (quoted)		
Others	**2**	2
- Equity securities (unquoted)		
Mayakoba Thai S.A. De C.V. ("Mayakoba")	**10,629**	10,521
La Punta Resorts S.A. De C.V. ("La Punta")	**2,733**	1,670
BTAC	**15,646**	88,052
	29,010	100,245

For the financial year ended 31 December 2020, included within BTAC is an aggregate amount of $72,149,000 of redeemable convertible preference shares ("RCPS") which can be settled against the amounts due to BTAC subject to conditions being met. A subsidiary of the Group entered into an agreement with the holding company of BTAC with effect from 31 December 2021 where it was contractually agreed that the RCPS will be redeemed on or before 31 December 2022 based on a step-by-step approach as prescribed in the agreement. As a result, an aggregate amount of $72,149,000 of RCPS has been reclassified to Current Investments (Note 23).

The Group has elected to measure these equity securities at FVOCI due to the Group's intention to hold these equity instruments for long-term appreciation.

As at 31 December 2021, the Group has carried out an assessment on the fair value of the investment in Mayakoba and La Punta using the discount rate and growth rate of 10.6% and 1.0% and 10.6% and 2.0% (2020: 9.0% and 4.0% for both Mayakoba and La Punta) respectively, and a fair value gain of $1,171,000 (2020: fair value loss of $50,000) had been recognised in fair value adjustment reserve through other comprehensive income.

19. Long-term investments (cont'd)

Sensitivity to changes in assumptions

If growth rate has been 1% lower and discount rate has been 100 basis points higher, the Group's fair value gain for La Punta would decrease by $516,000 and if growth rate has been 1% higher and discount rate has been 100 basis points lower, the Group's fair value gain would increase by $830,000.

If growth rate has been 1% lower and discount rate has been 100 basis points higher, the Group would have recorded fair value loss for Mayakoba of $732,000 and if growth rate has been 1% higher and discount rate has been 100 basis points lower, the Group would have recorded a fair value gain of $4,487,000.

As at 31 December 2021, the Group has carried out an assessment on the fair value of investment in BTAC (5.2% ownership interest in BTAC as at 31 December 2021 and 31 December 2020) and recorded a fair value loss of $257,000 (2020: $402,000) in fair value reserve through other comprehensive income.

20. Prepaid island rental

	Group	
	2021 $'000	**2020** $'000
At 1 January	**18,740**	19,809
Net exchange differences	**293**	(369)
	19,033	19,440
Less: Amortisation of prepaid island rental during the financial year	**(681)**	(700)
At 31 December	**18,352**	18,740
Amount chargeable within 1 year (Note 26)	**795**	778
Amount chargeable after 1 year	**17,557**	17,962
	18,352	18,740

The above amounts were paid to the owners of the Vabbinfaru Island for the lease payments for the following periods:

Island	**Lease period 2021**	**Lease period 2020**
Maldives		
Vabbinfaru Island	**1 May 1993 - 9 Apr 2045**	1 May 1993 - 9 Apr 2045

21. Long-term receivables

	Group	
	2021 $'000	**2020** $'000
Loans and receivables		
- trade (property sales) (i)	**31,829**	46,930
- trade (non-property sales)	**8,205**	13,739
Long-term receivables (current and non-current)	**40,034**	60,669
Long-term receivables are repayable as follows:		
Within 12 months		
- trade (property sales) (i)	**12,233**	14,787
- trade (non-property sales) (ii)	**10,446**	5,891
Less: Expected credit losses (non-property sales)	**(3,063)**	(1,539)
Long-term receivables (current) (Note 27)	**19,616**	19,139
Between 2 to 5 years		
- trade (property sales) (i)	**19,596**	32,143
- trade (non-property sales)	**2,323**	11,641
Less: Expected credit losses (non-property sales)	**(2,074)**	(2,882)
After 5 years		
- trade (non-property sales)	**573**	628
Long-term receivables (non-current)	**20,418**	41,530

Long-term receivables consist of:

(i) Trade receivables from property sales bear interest at rates ranging from 0% to 7%, Minimum Lending Rate ("MLR") plus 0.5% per annum (2020: 5% to 7%, MLR plus 0.5% per annum) and are repayable over an instalment period of 3 to 10 years (2020: 3 to 10 years).

(ii) Included in the trade receivables (non-property sales) is a net amount of $7,306,000 (current) (2020: $2,641,000) and $Nil (non-current) (2020: $5,282,000) which bear interest rate of 5.33%.

21. Long-term receivables (cont'd)

Significant foreign currency denominated balances

	Group	
	2021 $'000	2020 $'000
US Dollars	**1,736**	1,849

Expected credit losses

The movement in allowance for expected credit losses of long-term receivables (current and non-current) is as follows:

	Group	
	2021 $'000	2020 $'000
Movement in allowance accounts:		
At 1 January	**4,421**	4,160
Charge for the financial year (Note 10)	**3,539**	565
Write-back of allowance for the financial year (Note 10)	**(2,835)**	(296)
Exchange differences	**12**	(8)
At 31 December	**5,137**	4,421

Receivables subject to offsetting arrangements

During the period ended 31 December 2021 and 31 December 2020, none of the Group's trade receivables and trade payables are subject to offsetting arrangements.

22. Other receivables – non-current

	Group	
	2021 $'000	2020 $'000
Loans and receivables		
Deposits	**4,458**	4,883
Loan to third party	**53**	–
	4,511	4,883

Included in the deposits is an amount of $1,524,000 (2020: $1,674,000) of long-term restricted deposit pledged with a financial institution as security for bank guarantee and short-term facilities of a subsidiary (Note 34).

Loan to third party is an unsecured loan, bearing interest at a rate of 3.0% with fixed terms of repayment.

23. Investments

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
At fair value through other comprehensive income				
- Equity securities (unquoted)	**72,149**	–	–	–
At fair value through profit or loss				
- Equity fund (quoted)	**2,010**	2,006	**2,010**	2,006
	74,159	2,006	**2,010**	2,006

A subsidiary of the Group entered into an agreement with the holding company of BTAC with effect from 31 December 2021 where it was contractually agreed that the RCPS issued to the subsidiary will be redeemed on or before 31 December 2022 based on a step-by-step approach as prescribed in the agreement. As a result, an aggregate amount of $72,149,000 has been reclassified from Long-term Investments (Note 19). The RCPS can be settled simultaneously with loan from BTAC subject to certain conditions being met (Note 37).

The Group has invested in an equity fund of $2,000,000 on 25 November 2020. For the financial year ended 31 December 2021, there is a fair value gain adjustment of $4,000 (2020: $6,000) recorded in profit or loss (Note 4).

The fair value measurement is categorised in Level 2 of the fair value hierarchy.

24. Property development costs

	Group	
	2021 $'000	2020 $'000
Properties under development		
Cost incurred to date	**140,990**	217,275
Add: Transfer from property, plant and equipment (Note 13)	–	10,585
Less: Write-off of property development costs (Note 7)	**(1,596)**	(15,862)
Less: Write-down to realisable value	**(3,801)**	(4,181)
	135,593	207,817
Properties held for sale	**75,798**	106,274
	211,391	314,091

During the financial year, borrowing costs of $365,000 (2020: $281,000) arising from borrowings obtained specifically for the development property were capitalised under properties under development. The rate used to determine the amount of borrowing costs eligible for capitalisation was 3.2% to 3.8% (2020: 2.2% to 5.5%), which is the effective interest rate of the specific borrowing.

24. Property development costs (cont'd)

Details of the properties as at 31 December 2021 are as follows:

Description	Location of property	Estimated completion %	Existing use of property	Gross floor area (Sq meter)	Estimated completion date	Effective equity held by the Group %
Banyan Tree Phuket Double Pool Villas	Phuket, Thailand	100	Held for sale	1,353	Completed	86.28
Cassia Phuket Phase 1	Phuket, Thailand	100	Held for sale	1,865	Completed	86.28
Cassia Phuket Phase 2	Phuket, Thailand	100	Held for sale	2,110	Completed	86.28
Cassia Phuket Phase 3	Phuket, Thailand	100	Held for sale	102	Completed	86.28
Laguna Park 2 Townhouse and Villas	Phuket, Thailand	95	Under construction	2,770	December 2022	86.28
Laguna Village Residences	Phuket, Thailand	44	Under construction	6,710	December 2024	86.28
Banyan Tree Grand Residence Phase 1	Phuket, Thailand	34	Under construction	12,848	December 2028	86.28
Angsana Beach Front	Phuket, Thailand	99	Under construction	3,841	December 2022	86.28
Angsana Oceanview Residences	Phuket, Thailand	43	Under construction	7,367	December 2025	86.28
Dhawa apartments	Phuket, Thailand	43	Under construction	5,217	December 2022	86.28
Skypark	Phuket, Thailand	48	Under construction	16,269	December 2024	86.28
Banyan Tree Bintan	Bintan, Indonesia	100	Held for sale	6,080	Completed	100
Cassia Bintan Phase 1	Bintan, Indonesia	100	Held for sale	475	Completed	100
Cassia Bintan Phase 2	Bintan, Indonesia	100	Held for sale	3,997	Completed	100
Cassia Bintan Phase 3	Bintan, Indonesia	100	Held for sale	4,258	Completed	100

24. Property development costs (cont'd)

Details of the properties as at 31 December 2020 are as follows:

Description	Location of property	Estimated completion %	Existing use of property	Gross floor area (Sq meter)	Estimated completion date	Effective equity held by the Group %
Banyan Tree Phuket Double Pool Villas	Phuket, Thailand	100	Held for sale	1,353	Completed	86.28
Cassia Phuket Phase 1	Phuket, Thailand	100	Held for sale	2,371	Completed	86.28
Cassia Phuket Phase 2	Phuket, Thailand	100	Held for sale	2,110	Completed	86.28
Cassia Phuket Phase 3	Phuket, Thailand	100	Held for sale	358	Completed	86.28
Laguna Park 2 Townhouse and Villas	Phuket, Thailand	66	Under construction	9,316	December 2022	86.28
Laguna Village Residences	Phuket, Thailand	44	Under construction	7,381	December 2024	86.28
Banyan Tree Grand Residence Phase 1	Phuket, Thailand	34	Under construction	12,848	December 2028	86.28
Angsana Beach Front	Phuket, Thailand	91	Under construction	6,953	December 2022	86.28
Angsana Oceanview Residences	Phuket, Thailand	43	Under construction	7,367	December 2025	86.28
Dhawa apartments	Phuket, Thailand	43	Under construction	5,217	December 2022	86.28
Banyan Tree Residences, Brisbane	Brisbane, Australia	–	Under construction	27,375	–	100
Northpoint, Australia	Northpoint, Australia	–	Under construction	4,424	–	100
Banyan Tree Bintan	Bintan, Indonesia	100	Held for sale	6,080	Completed	100
Cassia Bintan Phase 1	Bintan, Indonesia	100	Held for sale	475	Completed	100
Cassia Bintan Phase 2	Bintan, Indonesia	100	Held for sale	3,997	Completed	100
Cassia Bintan Phase 3	Bintan, Indonesia	100	Held for sale	4,258	Completed	100

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2021

25. Inventories

	Group 2021 $'000	Group 2020 $'000
Balance sheet:		
Food and beverage, at cost	**1,232**	1,224
Trading goods and supplies, at cost	**1,718**	2,435
Materials, at cost	**1,100**	1,328
	4,050	4,987
Income statement inclusive of the following charge:		
- Inventories recognised as an expense in cost of sales	**9,916**	9,682
- Inventories written down (Note 7)	**158**	4

26. Prepayments and other non-financial assets - current

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Prepayments	**3,962**	4,681	**699**	13
Prepaid island rental – current portion (Note 20)	**795**	778	**–**	–
Advances to suppliers	**1,294**	1,608	**–**	–
Goods and services tax/value-added tax receivable	**2,744**	2,804	**–**	–
Others	**2,425**	3,590	**–**	–
	11,220	13,461	**699**	13

27. Trade receivables

	Group 2021 $'000	Group 2020 $'000
Loans and receivables		
Trade receivables	**26,543**	23,042
Less: Expected credit losses	**(4,275)**	(4,018)
	22,268	19,024
Current portion of long-term trade receivables (Note 21)	**22,679**	20,678
Less: Expected credit losses (Note 21)	**(3,063)**	(1,539)
	19,616	19,139
	41,884	38,163

Other than the current portion of long-term trade receivables (Note 21), trade receivables are non-interest bearing and are generally on 30 to 90 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Significant foreign currency denominated balances

	Group 2021 $'000	Group 2020 $'000
US Dollars	**5,877**	5,215

Expected credit losses

The movement in allowance for expected credit losses of trade receivables is as follows:

	Group 2021 $'000	Group 2020 $'000
Movement in allowance accounts:		
At 1 January	**4,018**	2,560
Charge for the financial year (Note 10)	**1,969**	1,922
Write-back of allowance for the financial year (Note 10)	**–**	(223)
Write-off for the financial year	**(1,459)**	(134)
Exchange differences	**(253)**	(107)
At 31 December	**4,275**	4,018

27. Trade receivables (cont'd)

Receivables subject to offsetting arrangements

The Group regularly provides spa treatment services to in-house guests of Vineyard Hotel & Spa. The Group will be regularly charged by Vineyard Hotel & Spa for rental, utilities and other miscellaneous expenses incurred on behalf of the Group. Both parties have an arrangement to settle the net amount due to or from each other on a 30 days' term basis.

The Group's trade receivables and trade payables that are offset are as follows:

	2021 $'000		
Description	Gross carrying amounts	Gross amounts offset in the balance sheet	Net amounts in the balance sheet
Trade receivables	44	(44)	–
Trade payables	66	(44)	22

	2020 $'000		
Description	Gross carrying amounts	Gross amounts offset in the balance sheet	Net amounts in the balance sheet
Trade receivables	8	(8)	–
Trade payables	30	(8)	22

28. Other receivables - current

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Loans and receivables				
Deposits	220	235	–	3
Interest receivable	43	731	–	–
Staff advances	77	152	3	–
Insurance recoverable	8	15	–	–
Deferred cash receivable[1]	–	534	–	534
Other recoverable expenses	4,344	5,515	506	129
Other receivables[2]	8,553	10,744	–	–
Grant receivable[3]	–	119	–	–
	13,245	18,045	509	666

1 According to the sales and purchase agreement for the disposal of the Group's interest in Seychelles Group, part of the total sales consideration is deferred and recorded as deferred cash receivable.

2 Included in other receivables is an amount receivable from BTAC of RMB34,000,000 (2020: RMB34,000,000), which can be settled simultaneously against loan from BTAC based on a step-by-step approach agreed between a subsidiary of the Group and the holding company of BTAC with effect from 31 December 2021, subject to certain conditions being met (Note 37).

3 Grant receivable consists of Job Support Scheme funded by the Singapore Government.

28. Other receivables - current (cont'd)

During the financial year ended 31 December 2021, the Group has provided for an impairment loss of $2,436,000 (2020: $Nil) (Note 10) for other recoverable expenses and other receivables.

Significant foreign currency denominated balances

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
USD	–	534	–	534
RMB	7,276	6,936	–	–

29. Amounts due from/(to) subsidiaries

	Company	
	2021 $'000	2020 $'000
Loans and receivables		
Amounts due from subsidiaries - non-trade	174,327	189,264
Less: Expected credit losses	(4,538)	(3,836)
	169,789	185,428
Financial liabilities at amortised cost		
Amounts due to subsidiaries (current) - non-trade	(33,677)	(17,570)

	Company	
	2021 $'000	2020 $'000
Movement in allowance accounts:		
At 1 January	3,836	3,836
Charge for the financial year	702	–
At 31 December	4,538	3,836

Included in the amounts due from subsidiaries are unsecured loans of $30,000,000 (2020: $30,000,000), bearing interest at a rate of 3.74% (2020: 3.17%) and repayable on demand. Except for this loan, the amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

30. Amounts due from/(to) associates

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Loans and receivables				
Amounts due from associates				
- trade	**6,491**	2,756	**6,491**	1,430
- trade advances	**7,815**	–	**–**	–
- non-trade	**27,809**	–	**711**	–
	42,115	2,756	**7,202**	1,430
Less: Expected credit losses	**(246)**	–	**–**	–
	41,869	2,756	**7,202**	1,430
Financial liabilities at amortised cost				
Amounts due to associates				
- trade	**(42)**	(26)	**–**	–
- non-trade	**(17,831)**	(17,860)	**–**	(17,831)
	(17,873)	(17,886)	**–**	(17,831)

Included in the amounts due to associates (non-trade) are unsecured loans of $17,831,000 (2020: $17,831,000) that are non-interest bearing which can be offset against RCPS subject to certain conditions being met (Note 18). Except for this loan, the amounts due from/(to) associates are unsecured, non-interest bearing and repayable on demand.

During the financial year ended 31 December 2021, the long-term amounts due from associates has been reclassified to short-term amounts due from associates as the Group expects to receive these receivables within the next 12 months.

Expected credit losses

The movement in allowance for expected credit losses of amounts due from associates is as follows:

	Group	
	2021 $'000	2020 $'000
Movement in allowance accounts:		
At 1 January	**–**	105
Charge for the financial year (Note 10)	**–**	51
Write-back of allowance for the financial year (Note 10)	**(62)**	–
Transfer of allowance from/(to) Associates (Note 18)	**253**	(137)
Exchange differences	**55**	(19)
At 31 December	**246**	–

30. Amounts due from/(to) associates (cont'd)

Significant foreign currency denominated balances

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
US Dollars	**9,352**	328	**–**	–

31. Amounts due from/(to) related parties

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Loans and receivables - Current				
Amounts due from related parties				
- trade	**78**	113	**–**	–
- non-trade	**–**	19	**16**	–
	78	132	**16**	–
Less: Expected credit losses	**(26)**	–	**–**	–
	52	132	**16**	–
Financial liabilities at amortised cost				
Amounts due to related parties				
- trade	**(230)**	(231)	**–**	–
- non-trade	**(418)**	(39)	**(13)**	(13)
	(648)	(270)	**(13)**	(13)

31. Amounts due from/(to) related parties (cont'd)

The amounts due from/(to) related parties (current) are unsecured, non-interest bearing and repayable on demand.

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Loans and receivables – Non-current				
Amounts due from related parties				
- trade	**4,000**	16,485	–	–
- non-trade	**18**	589	–	–
	4,018	17,074	–	–
Less: Expected credit losses	**(1,976)**	–	–	–
	2,042	17,074	–	–

The Group provides management services, under a long-term hotel management agreement, to two resorts in Bintan which are owned by certain related parties.

During the financial year ended 31 December 2020, the Bintan resorts were impacted by the COVID-19 pandemic. The Group had assessed the financial impact on the Bintan resorts to be short-term given the introduction of vaccine then and the ability of the Bintan resorts to isolate themselves from the rest of Indonesia through a travel bubble. As a result of these expectations on the impact to the related parties' cash flow projections, the Group expects a delay in repayment of outstanding debts and consequently reduced the previous carrying amount due from these related parties by 30%. A fair value adjustment (modification loss) of $7,360,000 (Note 9) was recorded in finance expenses for the year ended 31 December 2020, which represents a discount rate of 5.25% and the net carrying amount as at 31 December 2020 was $17,074,000.

During the financial year ended 31 December 2021, the onset of new COVID-19 variants had resulted in delays in re-opening of international borders which worsened the Bintan resorts' operational performance and cash flows. The Group had re-assessed and estimated the recovery of the amount owing from related parties to take an even longer period. As a result, the Group recorded a fair value adjustment (modification loss) of $13,703,000 (Note 9) in finance expenses for the year ended 31 December 2021 which represents a discount rate of 14% and an expected credit loss of $1,976,000, resulting in the previous carrying value of the amount due from related parties to further reduce by 92% to $2,042,000.

Expected credit losses

The movement in allowance for expected credit losses of amounts due from related parties (current and non-current) is as follows:

	Group	
	2021 $'000	2020 $'000
Movement in allowance accounts:		
At 1 January	–	1
Charge for the financial year (Note 10)	**2,064**	–
Write-off for the financial year	**(63)**	–
Exchange differences	**1**	(1)
At 31 December	**2,002**	–

Significant foreign currency denominated balances

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
US Dollars	**676**	8,194	**(13)**	(13)

32. Cash and short-term deposits

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Loans and receivables				
Cash on hand and at bank	**112,326**	51,287	**63,060**	15,386
Significant foreign currency denominated balances				
US Dollars	**26,584**	7,657	**17,024**	3,270

Cash at bank earns interest at floating rates based on daily bank deposit rates.

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at the end of the reporting period:

	Group	
	2021 $'000	2020 $'000
Cash and short-term deposits	**112,326**	51,287

33. Other non-financial liabilities - current

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Goods and services tax/value-added tax payable	**6,095**	6,394	**356**	402
Others	**7,226**	7,903	**695**	607
	13,321	14,297	**1,051**	1,009

34. Interest-bearing loans and borrowings

		Group		Company	
	Maturity	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Financial liabilities at amortised cost					
Current liabilities					
Secured bank loans	2022	**96,192**	179,303	**10,560**	60,600
Unsecured bank loans	2022	**57,384**	46,901	**48,265**	30,961
		153,576	226,204	**58,825**	91,561
Non-current liabilities					
Secured bank loans	2023-2038	**223,511**	223,330	**30,886**	15,167
Unsecured bank loans	2023-2025	**9,662**	9,766	**2,662**	3,646
		233,173	233,096	**33,548**	18,813
Total		**386,749**	459,300	**92,373**	110,374

A reconciliation of liabilities arising from financing activities is as follows:

			Non-cash changes					
	2020 $'000	Cash flows $'000	Accretion of interest/ Amortisation of transaction costs $'000	Fair value loss $'000	Foreign exchange movement $'000	New leases $'000	Other* $'000	2021 $'000
Interest bearing loans and borrowings - secured								
- Current	179,303	**(91,112)**	**–**	**–**	**(7,357)**	**–**	**15,358**	**96,192**
- Non-current	223,330	**33,663**	**–**	**–**	**(18,124)**	**–**	**(15,358)**	**223,511**
Interest bearing loans and borrowings - unsecured								
- Current	46,901	**(9,820)**	**–**	**–**	**–**	**–**	**20,303**	**57,384**
- Non-current	9,766	**20,199**	**–**	**–**	**–**	**–**	**(20,303)**	**9,662**
Convertible bonds – Non-current								
- Loan liability (Note 35)	41,318	**–**	**5,286**	**–**	**–**	**–**	**(46,604)**	**–**
- Derivative liability (Note 36)	15,182	**–**	**–**	**2,708**	**–**	**–**	**(17,890)**	**–**
Convertible bonds – Current								
- Loan liability (Note 35)	–	**–**	**–**	**–**	**–**	**–**	**42,473**	**42,473**
- Derivative liability (Note 36)	–	**–**	**–**	**–**	**–**	**–**	**16,193**	**16,193**
Leases (Note 38)								
- Current	2,130	**(3,234)**	**2,248**	**–**	**(63)**	**–**	**1,210**	**2,291**
- Non-current	32,298	**–**	**–**	**–**	**520**	**495**	**(1,210)**	**32,103**
Total	550,228	**(50,304)**	**7,534**	**2,708**	**(25,024)**	**495**	**(5,828)**	**479,809**

* Other relates to reclassification of non-current portion of loans and borrowings, capitalisation of transaction costs and conversion of Convertible Bonds to new shares.

34. Interest-bearing loans and borrowings (cont'd)

			Non-cash changes					
	2019 $'000	Cash flows $'000	Accretion of interest/ Amortisation of transaction costs $'000	Fair value loss $'000	Foreign exchange movement $'000	New leases $'000	Other* $'000	2020 $'000
Interest bearing loans and borrowings - secured								
- Current	126,026	(4,781)	–	–	(2,039)	–	60,097	179,303
- Non-current	269,600	17,965	–	–	(4,138)	–	(60,097)	223,330
Interest bearing loans and borrowings - unsecured								
- Current	51,940	(10,979)	–	–	–	–	5,940	46,901
- Non-current	12,060	3,646	–	–	–	–	(5,940)	9,766
Convertible bonds								
- Loan liability (Note 35)	–	40,923	1,916	–	–	–	(1,521)	41,318
- Derivative liability (Note 36)	–	9,480	–	5,702	–	–	–	15,182
Notes payable								
- Current	99,926	(100,000)	74	–	–	–	–	–
Leases (Note 38)								
- Current	1,428	(3,560)	2,325	–	(45)	33	1,949	2,130
- Non-current	33,442	–	–	–	(505)	1,310	(1,949)	32,298
Total	594,422	(47,306)	4,315	5,702	(6,727)	1,343	(1,521)	550,228

* Other relates to reclassification of non-current portion of loans and borrowings, capitalisation of transaction costs and conversion of Convertible Bonds to new shares.

The secured bank loans of the Group are secured by assets with the following net book values:

	Group	
	2021 $'000	2020 $'000
Freehold land and buildings (Note 13)	**379,817**	446,547
Investment properties (Note 14)	**56,361**	35,158
Leasehold buildings (Note 13)	**13,304**	13,556
Property development costs	**42,844**	131,848
Unquoted shares	**4,136**	4,048
Prepaid island rental	**15,386**	15,735
Investment in associates	**3,479**	3,731
Long-term restricted deposit pledged (Note 22)	**1,524**	1,674
Other assets	**3,014**	1,399
	519,865	653,696

The secured bank loans of the Company amounting to $41,446,000 (2020: $75,767,000) are secured by freehold land and buildings of the Group's subsidiaries.

35. Convertible bonds

	Group and Company	
	2021 $'000	2020 $'000
At 1 January	41,318	–
Face value of convertible bonds issued	–	50,403
Capitalised transaction costs	–	(1,291)
Face value, net of transaction costs, of convertible bonds issued	41,318	49,112
Derivative liability conversion option of initial recognition (Note 36)	–	(9,480)
	41,318	39,632
Accretion of interest (Note 9)	5,286	1,916
Conversion of convertible bonds into ordinary shares	(4,131)	(230)
At 31 December	42,473	41,318

On 6 August 2020, the Company allotted and issued $50,402,608 in aggregate principal amount of 7.5% Convertible Bonds maturing on 6 August 2022. The issue of any ordinary shares upon conversion of the Convertible Bonds has been approved by the shareholders at the Annual General Meeting on 6 May 2020. Interest is payable semi-annually in arrears on 6 February and 6 August in each year commencing on 6 February 2021.

Consequently, the maximum number of conversion shares that may be issued pursuant to the conversion of the Convertible Bonds is 201,610,432 shares. During the financial year ended 31 December 2021, there were 16,525,512 (2020: 920,000) new shares being issued from conversion of $4,131,000 (2020: $230,000) of Convertible Bonds at $0.25 per share. As at 31 December 2021, there are up to 184,164,920 (2020: 200,690,432) new shares of the Company that may be issued upon the conversion of the Convertible Bonds.

The estimate of the fair value of the conversion and early redemption option derivatives is measured based on the Binomial Tree model. Details of the assumptions of conversion and early redemption option derivatives are as follows:

	Group and Company	
Date of valuation	**31 December 2021**	**31 December 2020**
Share price (S$)	0.320	0.265
Exercise price (S$)	0.250	0.250
Expected volatility	28%	37%
Maturity period	0.6 years	1.6 years
Conversion period	0.57 years	1.57 years

36. Derivative liability conversion option in convertible bonds

	Group and Company	
	2021 $'000	2020 $'000
At 1 January	15,182	–
Derivative liability conversion option of initial recognition (Note 35)	–	9,480
Fair value loss on derivatives (Note 7)	2,708	5,702
Conversion of convertible bonds into ordinary shares	(1,697)	–
	16,193	15,182

The derivative liability conversion option relates to the conversion option of the Convertible Bonds that is recognised at its fair value, determined by applying the Binomial Tree model. The fair value measurement is categorised in Level 3 of the fair value hierarchy. Details of valuation techniques and inputs used are disclosed in Note 48.

37. Other payables – current

	Group		Company	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Financial liabilities at amortised cost				
Accrued operating expenses	31,616	30,807	10,032	6,515
Accrued service charges	1,339	785	–	–
Deposits	140	3,430	–	–
Loans from BTAC	79,005	79,005	60,295	60,295
Sundry creditors	3,023	2,585	84	57
	115,123	116,612	70,411	66,867

The loans from BTAC which can be settled simultaneously against RCPS based on a step-by-step approach agreed beween a subsidiary of the Group and the holding company of BTAC with effect from 31 December 2021, subject to certain conditions being met (Notes 23 and 28).

37. Other payables – current (cont'd)

Derivatives

Vanke call and put option

A subsidiary of the Group, Banyan Tree China Pte. Ltd. ("BTCN"), entered into a shareholder's agreement ("BTAC Shareholder's Agreement") with Tritonia Company Limited ("TCL"), which allows TCL to exercise a call option ("First Call Option") to purchase up to 99% of the Group's interest then held in BTAC on the date falling on and after 6 months after the second completion as defined in BTAC Shareholder's Agreement, and BTCN to exercise a put option ("First Put Option") to dispose up to 99% of the Group's interest then held in BTAC on and from the earlier of (i) BTAC having acquired China Fund Assets* and BTMC having acquired remaining 10% interest in Banyan Tree Hotels Management (Tianjin) Co., Ltd ("CHMC") before 30 September 2018, or (ii) 30 September 2018.

On 20 November 2018, BTCN exercised the First Put Option to dispose 18.6% shares in BTAC to TCL. After exercising the First Put Option, BTCN retained 4.2% interest in BTAC. On the same day, BTCN entered into a supplemental agreement to the shareholders' agreement ("BTAC Supplemental Shareholder's Agreement") with TCL which allows TCL to exercise a call option ("Second Call option") to purchase up to 99% of the Group's interest then held in BTAC and BTCN to exercise a put option ("Second Put Option") to dispose up to 99% of the Group's interest then held in BTAC on the date falling on or after the 8th anniversary of 20 November 2018.

On 30 December 2019, BTCN has increased its interest in BTAC to 5.2%, and the Second Put Option remains valid on the revised BTCN's interest in BTAC as at 31 December 2021.

As at 31 December 2021 and 2020, the Group has assessed that the fair value of all Vanke call and put options are immaterial.

* China Fund Assets refer to all projects, equity interests and other assets held by China Fund (other than 10% shareholding interest in CHMC held by China Fund).

38. Leases

The Group has lease contracts for land and buildings used in its operations. Leases of land generally have lease terms between 34 and 44 years and buildings generally have lease terms of 2 to 4 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets.

The Group also has certain leases of office equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Group	
	Land and buildings	
	2021 $'000	2020 $'000
As at 1 January	**18,769**	19,559
Additions	**317**	1,447
Depreciation charge for the financial year	**(1,610)**	(1,940)
Impairment loss for the financial year (Note 7)	**(87)**	–
Exchange difference	**329**	(297)
As at 31 December	**17,718**	18,769

38. Leases (cont'd)

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	Group	
	2021 $'000	2020 $'000
As at 1 January	**34,428**	34,870
Additions	**495**	1,343
Accretion of interest (Note 9)	**2,248**	2,325
Payments	**(3,234)**	(3,560)
Exchange difference	**457**	(550)
As at 31 December	**34,394**	34,428
Current	**2,291**	2,130
Non-current	**32,103**	32,298

The maturity analysis of lease liabilities are disclosed in Note 46.

The following are the amounts recognised in profit or loss:

	Group	
	2021 $'000	2020 $'000
Depreciation expense of right-of-use assets	**1,610**	1,940
Impairment loss of right-of-use assets (Note 7)	**87**	–
Interest expense on lease liabilities (Note 9)	**2,248**	2,325
Expense relating to short-term leases (included in Administrative expenses)	**100**	131
Variable lease payments (included in Other operating expenses and administrative expenses)	**1,676**	1,948
Total amount recognised in profit or loss	**5,721**	6,344

The Group had total cash outflows for leases of $3,234,000 in 2021 (2020: $3,560,000). The Group also had non-cash additions to right-of-use assets and lease liabilities of $317,000 and $495,000 (2020: $1,447,000 and $1,343,000) respectively in 2021.

39. Deferred tax

	Group				Company	
	Consolidated balance sheet		Consolidated income statement		Balance sheet	
	2021 $'000	2020 $'000	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Deferred tax liabilities:						
Differences in depreciation for tax purposes	**(85)**	(78)	**7**	–	–	–
Revaluation to fair value:						
- Freehold land and buildings	**(69,371)**	(74,093)	**2,102**	(1,294)	–	–
- Investment properties	**(8,004)**	(9,926)	**(1,064)**	79	–	–
Temporary differences arising from revenue recognition	**(48,760)**	(51,374)	**2,147**	8,560	–	–
Provisions	**(96)**	(96)	–	–	–	–
Other items	**(2,573)**	(2,450)	**357**	(1,984)	–	–
	(128,889)	(138,017)			–	–
Deferred tax assets:						
Differences in depreciation for tax purposes	**657**	1,168	**450**	(176)	–	–
Temporary differences arising from revenue recognition	**17**	17	**(2)**	–	–	–
Provisions	**2,293**	3,250	**695**	(590)	–	–
Unutilised tax losses	**1,556**	3,481	**1,936**	4,056	–	–
Property development costs	**14,580**	13,319	**(2,580)**	(2,674)	–	–
Other items	**1,939**	2,031	**121**	(10)	–	–
	21,042	23,266			–	–
Deferred tax expense			**4,169**	5,967		

Unrecognised tax losses

The Group has tax losses of $100,181,000 as at 31 December 2021 (2020: $89,888,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. These tax losses are subject to the agreement of the taxation authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

	Group	
	2021 $'000	2020 $'000
Year of expiry:		
Within 1 year	**5,272**	7,402
Between 2 to 5 years	**94,909**	60,070
No expiry	–	22,416
	100,181	89,888

39. Deferred tax (cont'd)

Unrecognised temporary differences relating to investments in subsidiaries

At the end of the reporting period, no deferred tax liability (2020: $Nil) has been recognised for taxes that would be payable on the undistributed earnings of the Group's subsidiaries as the Group has determined that the majority of the undistributed earnings of its subsidiaries will not be distributed in the foreseeable future. The tax impact arising from any potential distribution will not be significant to the Group.

Such temporary differences for which no deferred tax liability has been recognised aggregate to $67,047,000 (2020: $92,267,000). The unrecognised deferred tax liability is estimated to be $6,633,000 (2020: $9,305,000).

40. Defined and other long-term employee benefits

The subsidiaries in Thailand operate two unfunded benefit schemes, Legal Severance Pay ("LSP") and Long Service Award ("LSA") for qualifying employees.

The subsidiaries in Indonesia are required to provide a minimum pension benefit ("MPB") under the Indonesian Labour Law, which represents an underlying defined benefit obligation.

The following tables summarise the components of net benefit expense recognised in profit or loss and amounts recognised in the balance sheets for the plans.

	LSP		LSA		MPB		Total	
Group	2021 $'000	2020 $'000	2021 $'000	2020 $'000	2021 $'000	2020 $'000	2021 $'000	2020 $'000
Net benefit expense								
Current service cost	**254**	128	**121**	79	**10**	17	**385**	224
Interest cost on benefit obligation	**43**	41	**19**	21	–	–	**62**	62
Net actuarial loss recognised in the year	–	–	–	1,032	–	–	–	1,032
Loss/(gain) on settlements	–	4,199	–	(267)	–	–	–	3,932
Net benefit expense	**297**	4,368	**140**	865	**10**	17	**447**	5,250
Actuarial loss recognised in other comprehensive income	–	1,534	–	–	–	–	–	1,534

40. Defined and other long-term employee benefits (cont'd)

Changes in present value of the LSP, LSA and MPB obligations are as follows:

Group	LSP 2021 $'000	LSP 2020 $'000	LSA 2021 $'000	LSA 2020 $'000	MPB 2021 $'000	MPB 2020 $'000	Total 2021 $'000	Total 2020 $'000
At 1 January	**4,909**	3,069	**1,723**	1,080	**95**	87	**6,727**	4,236
Interest cost	**43**	41	**19**	21	**–**	–	**62**	62
Current service cost	**254**	128	**121**	79	**10**	17	**385**	224
Benefits paid	**(1,131)**	(3,997)	**(260)**	(199)	**(20)**	–	**(1,411)**	(4,196)
Actuarial loss on obligation	**–**	1,534	**–**	1,032	**–**	–	**–**	2,566
Loss/(gain) on settlements	**–**	4,199	**–**	(267)	**–**	–	**–**	3,932
Exchange differences	**(410)**	(65)	**(152)**	(23)	**9**	(9)	**(553)**	(97)
At 31 December	**3,665**	4,909	**1,451**	1,723	**94**	95	**5,210**	6,727

The principal assumptions used in determining the Group's employee benefits pertaining to LSP and LSA are as follows:

	2021	2020
Discount rates	**1.40%**	1.40%
Future salary increases	**2.00%**	2.00%
Gold price (per Baht weight of gold)	**BHT 26,000**	BHT 26,000
Gold inflation	**3.00%**	3.00%
Attrition rate	Based on LRH Group's withdrawal experiences in prior years	

Amounts for the LSP and LSA obligations for the current and previous two periods are as follows:

	2021 $'000	2020 $'000	2019 $'000
Group			
LSP and LSA obligations	**5,116**	6,631	4,149
Experience adjustments on the plan liabilities			
Effect of changes in demographic assumptions	–	1,938	–
Effect of changes in financial assumptions	–	271	–
Effect of experience adjustments	–	701	–

41. Share capital

	Group and Company 2021 No. of shares	2021 $'000	2020 No. of shares	2020 $'000
Issued and fully paid up				
At 1 January	**842,284,980**	**241,750**	841,364,980	241,520
New issue during the year	**16,525,512**	**5,828**	920,000	230
31 December	**858,810,492**	**247,578**	842,284,980	241,750

The holders of ordinary shares (except for treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares (except for treasury shares) carry one vote per share without restrictions. The ordinary shares of the Company have no par value.

During the financial year ended 31 December 2021, there were 16,525,512 (2020: 920,000) new shares being issued from conversion of $5,828,000 (2020: $230,000) of Convertible Bonds.

42. Treasury shares and reserves

(a) Treasury shares

	Group and Company 2021 No. of shares	2021 $'000	2020 No. of shares	2020 $'000
At 1 January	**(1,321,500)**	**(758)**	(1,570,000)	(900)
Reissued pursuant to Share-based Incentive Plan	**91,300**	**52**	248,500	142
At 31 December	**(1,230,200)**	**(706)**	(1,321,500)	(758)

Treasury shares relate to ordinary shares of the Company that is held by the Company. In 2007 and 2018, the Company acquired 3,000,000 and 2,000,000 shares in the Company respectively through purchases on the Singapore Exchange. The total amount paid to acquire the shares was $5,191,475 and $1,147,000 respectively, and this was presented as a component within shareholders' equity.

As of 31 December 2021, there are 1,230,200 (2020: 1,321,500) treasury shares held by the Company.

The Company reissued 91,300 (2020: 248,500) treasury shares pursuant to Share-based Incentive Plan at a weighted average exercise price of $0.363 (2020: $0.244) per share.

(b) Share-based payment reserve

The share-based payment reserve represents the equity-settled share grants granted to employees (Note 43). The reserve is made up of (i) the issue of free shares to employees in 2006 and (ii) the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share grants, less value of share grants issued to employees and value of share grants that are expired.

42. Treasury shares and reserves (cont'd)

(c) Legal reserve

The legal reserve is set up in accordance with the Public Limited Companies Act B.E. 2535 under Section 116 in Thailand.

The Group is required to set aside a statutory reserve of at least 5% of its net profit until the reserve reaches 10% of its registered share capital for its listed subsidiary in Thailand.

(d) Property revaluation reserve

The property revaluation reserve is used to record increases in the fair value of revalued properties, net of deferred tax, and decreases to the extent that such decrease relates to an increase on the same asset previously recognised in other comprehensive income.

(e) Currency translation reserve

The currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency and exchange differences arising on monetary items that form part of the Group's net investment in foreign subsidiaries.

(f) Other reserves

Other reserves include the following:

(i) Merger deficit

The merger deficit comprises the difference between the consideration paid, in the form of the acquiring Company's shares and nominal value of the issued share capital of subsidiaries acquired.

(ii) Capital reserve

The capital reserve comprises a waiver of debt by the joint venture on amounts due by the Company and accounting of assets in subsidiaries at their fair values as at the acquisition date and cannot be used for dividend payments.

(iii) Fair value adjustment reserve

The fair value adjustment reserve records the cumulative fair value changes, net of tax, of equity instruments until they are derecognised.

(iv) Premium paid on acquisition of non-controlling interests

Premium paid on acquisition of non-controlling interests represents the effects of changes in interest in subsidiaries when there is no change in control.

(v) Loss on reissuance of treasury shares

This represents the loss arising from the purchase, sale, issue or cancellation of treasury shares. No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

42. Treasury shares and reserves (cont'd)

(f) Other reserves (cont'd)

A breakdown of the Group's and Company's other reserves is as follows:

Group	Merger deficit $'000	Capital reserve $'000	Fair value adjustment reserve $'000	Premium paid on acquisition of non-controlling interests $'000	Loss on reissuance of treasury shares $'000	Total other reserves $'000
At 1 January 2021	(18,038)	7,852	(10,424)	44,452	(3,271)	20,571
Other comprehensive income						
Net fair value gain on equity instruments at fair value through other comprehensive income	–	–	918	–	–	918
Total comprehensive income for the financial year	–	–	918	–	–	918
Contributions by and distributions to owners						
Treasury shares reissued pursuant to Share-based Incentive Plan	–	–	–	–	(19)	(19)
Total transactions with owners in their capacity as owners	–	–	–	–	(19)	(19)
At 31 December 2021	(18,038)	7,852	(9,506)	44,452	(3,290)	21,470

42. Treasury shares and reserves (cont'd)

(f) Other reserves (cont'd)

Group	Merger deficit $'000	Capital reserve $'000	Fair value adjustment reserve $'000	Premium paid on acquisition of non-controlling interests $'000	Loss on reissuance of treasury shares $'000	Total other reserves $'000
At 1 January 2020	(18,038)	7,852	(9,977)	44,452	(3,189)	21,100
Other comprehensive income						
Net fair value loss on equity instruments at fair value through other comprehensive income	–	–	(447)	–	–	(447)
Total comprehensive income for the financial year	–	–	(447)	–	–	(447)
Contributions by and distributions to owners						
Treasury shares reissued pursuant to Share-based Incentive Plan	–	–	–	–	(82)	(82)
Total transactions with owners in their capacity as owners	–	–	–	–	(82)	(82)
At 31 December 2020	(18,038)	7,852	(10,424)	44,452	(3,271)	20,571

Company	Capital reserve $'000	Loss on reissuance of treasury shares $'000	Total other reserves $'000
At 1 January 2021	**7,852**	**(3,271)**	**4,581**
Contributions by and distributions to owners			
Treasury shares reissued pursuant to Share-based Incentive Plan	–	**(19)**	**(19)**
Total transactions with owners in their capacity as owners	–	**(19)**	**(19)**
At 31 December 2021	**7,852**	**(3,290)**	**4,562**
At 1 January 2020	7,852	(3,189)	4,663
Contributions by and distributions to owners			
Treasury shares reissued pursuant to Share-based Incentive Plan	–	(82)	(82)
Total transactions with owners in their capacity as owners	–	(82)	(82)
At 31 December 2020	7,852	(3,271)	4,581

43. Equity compensation benefits

Banyan Tree Share Award Scheme 2016

The Company adopted the Banyan Tree Share Award Scheme 2016 (the "Share Award Scheme") at the annual general meeting of the Company on 28 April 2016. The Share Award Scheme provide eligible participants with an opportunity to participate in the equity of the Company and motivate them towards better performance. The Share Award Scheme form an integral and important component of the compensation plan. Ho KwonPing, the Executive Chairman and controlling shareholder*, is not entitled to participate in the Share Award Scheme.

At the date of this report, the Share Award Scheme is the only share incentive scheme in force in the Company. This is administered by the Remuneration Committee ("RC") which comprises three Independent Directors, Karen Tay Koh, as Chairman and Paul Beh Jit Han and Arnoud De Meyer as members.

The total number of shares which may be issued and/or transferred pursuant to awards granted under the Share Award Scheme, when added to the total number of shares issued and issuable and/or existing shares transferred and transferable in respect of all awards granted under the Share Award Scheme and all shares, options or awards granted under any share scheme of the Company then in force, shall not exceed 5% of the total number of issued shares (excluding treasury shares) on the day preceding the relevant date of the award.

The Share Award Scheme comprises the Performance Share Plan ("PSP") and the Restricted Share Plan ("RSP"). Participants who have attained from grade of Vice President and above are eligible to participate. PSP is targeted at a participant who is a key member of Senior Management with the ability to drive the growth of the Company through innovation, creativity and superior performance whereas RSP is intended to enhance the Group's overall compensation packages and strengthen the Group's ability to attract and retain high performing talent. The selection of a participant and the number of shares which are subject of each award to be granted to a participant in accordance with Share Award Scheme shall be determined at the absolute discretion of the RC, which shall take into account criteria such as rank, job performance, level of responsibility and potential for future development and his contribution to the success and development of the Group. A participant may be granted an award under the PSP and RSP although differing performance targets are likely to be set for each award.

Awards represent the right of a participant to receive fully paid shares, their equivalent cash value or combinations thereof free of charge, upon the participant achieving prescribed performance target(s) and/or time-based service conditions. Awards are released once the RC is satisfied that the prescribed performance target(s) and/or time-based service conditions have been achieved.

The Company has not issued any award under the Share Award Scheme to any of its controlling shareholders. Since the commencement of the Share Award Scheme, no participant has been awarded 5% or more of the total shares available.

* The term "controlling shareholder" shall have the meaning ascribed to it in the SGX-ST Listing Manual.

43. Equity compensation benefits (cont'd)

Banyan Tree Share Award Scheme 2016 (cont'd)

The details of the Share Award Scheme existed as at 31 December 2021 are set out as follows:

	PSP	RSP
Share Award Scheme Description	Award of fully-paid ordinary shares of the Company or their cash equivalent, conditional on performance targets set at the start of a three-year performance period.	Award of fully-paid ordinary shares of the Company or their cash equivalent, conditional on the Group's performance over a one-year performance period.
Date of Grant:		
FY 2021 Grant	1 April 2021	1 April 2021
FY 2020 Grant	1 April 2020	1 April 2020
FY 2019 Grant	1 April 2019	1 April 2019
FY 2018 Grant	2 April 2018	2 April 2018
Performance Period:		
FY 2021 Grant	1 January 2021 to 31 December 2023	1 January 2021 to 31 December 2021
FY 2020 Grant	1 January 2020 to 31 December 2022	1 January 2020 to 31 December 2020
FY 2019 Grant	1 January 2019 to 31 December 2021	1 January 2019 to 31 December 2019
FY 2018 Grant	1 January 2018 to 31 December 2020	1 January 2018 to 31 December 2018
Performance Conditions:		
FY 2021 Grant, FY 2020 Grant, FY 2019 Grant and FY 2018 Grant	• Absolute Total Shareholder Return ("TSR") as multiple of Cost of Equity ("COE") • Relative TSR against selected hospitality listed peers	• Return on Invested Capital ("ROIC") • EBITDA#
Vesting Period:		
FY 2021 Grant, FY 2020 Grant, FY 2019 Grant and FY 2018 Grant	Vesting based on achieving stated performance conditions over a three-year performance period.	Based on achieving stated performance conditions over a one-year performance period, 33 1/3% of award will vest. Balance will vest over the subsequent two years with fulfilment of service requirements.
Payout:	0% to 200% depending on the achievement of pre-set performance targets over the performance period.	0% to 150% depending on the achievement of pre-set performance targets over the performance period.

EBITDA denotes Earnings before Interest, Taxes, Depreciation and Amortisation.

43. Equity compensation benefits (cont'd)

Banyan Tree Share Award Scheme 2016 (cont'd)

A prospective Monte Carlo simulation model involving projection of future outcomes using statistical distributions of random variables including share price and volatility of returns was used to value the conditional share awards. The simulation model was based on the following key assumptions for FY 2021 Grant:

	PSP	RSP
Historical Volatility		
Banyan Tree Holdings Limited ("BTH")	33.19%	33.19%
Benchmark Index[1]	28.51%	Not applicable
Risk-free interest rates		
Singapore Sovereign	0.68%	0.36% - 0.68%
Term	36 months	12 to 36 months
BTH expected dividend yield	0%	0%
Share price at grant date	$0.33	$0.33

For non-market conditions, achievement factors have been estimated based on feedback from the RC for the purpose of accrual for the RSP until the achievement of the targets can be reasonably ascertained.

1 Comprises of selected hospitality peer companies.

43. Equity compensation benefits (cont'd)

Banyan Tree Share Award Scheme 2016 (cont'd)

The details of shares awarded, cancelled and released during the financial year pursuant to the Share Award Scheme are as follows:

PSP

Grant date	Balance as at 1 January 2021[1]	Shares granted during financial year[1]	Shares cancelled during financial year[2]	Shares released during financial year	Balance as at 31 December 2021[1]	Estimated fair value at grant date
2 April 2018						
Other Participants	300,000	–	(300,000)	–	–	$0.555
1 April 2019						
Other Participants	360,000	–	–	–	360,000	$0.445
1 April 2020						
Other Participants	405,000	–	–	–	405,000	$0.129
1 April 2021						
Other Participants	–	405,000	–	–	405,000	$0.287
Total	1,065,000	405,000	(300,000)	–	1,170,000	

[1] The number of shares comprised in awards granted by the Company under the Banyan Tree Share Award Scheme, subject to performance conditions being met. It also represents the number of shares required if participants are to be awarded at 100% of the grant, however, the shares to be awarded at the vesting date may range from 0% to 200% depending on the level of achievement of pre-set performance conditions over the performance period.

[2] The number of shares cancelled due to forfeiture arising from not achieving the pre-set performance conditions or resignation during the performance period.

43. Equity compensation benefits (cont'd)

Banyan Tree Share Award Scheme 2016 (cont'd)

The details of shares awarded, cancelled and released during the financial year pursuant to the Share Award Scheme are as follows: (cont'd)

RSP

Grant date	Balance as at 1 January 2021[1]	Shares granted during financial year[1]	Shares cancelled during financial year[2]	Shares released during financial year	Balance as at 31 December 2021[1]	Estimated fair value at grant date
2 April 2018						
Other Participants	184,100	–	–	(184,100)	–	$0.570
1 April 2020						
Other Participants	585,000	–	(585,000)	–	–	$0.270
1 April 2021						
Other Participants	–	581,250	(22,500)	–	558,750	$0.330
Total	769,100	581,250	(607,500)	(184,100)	558,750	

[1] The number of shares comprised in awards granted by the Company under the Banyan Tree Share Award Scheme, subject to performance conditions being met. It also represents the number of shares required if participants are to be awarded at 100% of the grant, however, the shares to be awarded at the vesting date may range from 0% to 150% depending on the level of achievement of pre-set performance conditions over the performance period.

[2] The number of shares cancelled due to forfeiture arising from not achieving the pre-set performance conditions or resignation during the performance period.

The number of contingent shares granted but not released as at 31 December 2021 were 1,170,000 and 558,750 (2020: 1,065,000 and 769,100) for PSP and RSP respectively. Based on the multiplying factor, the actual release of the awards could range from zero to a maximum of 2,340,000 and 838,125 (2020: 2,130,000 and 1,061,600) for PSP and RSP respectively.

Founder's Grant

On 2 May 2006, the independent shareholders of the Company approved the incentive for the Executive Chairman, Ho KwonPing, which has been included in his employment agreement. Pursuant to the incentive, Mr Ho shall be entitled to, for each financial year for a period of ten years beginning from the financial year ended 31 December 2010, an amount equivalent to 5% of the profit before tax of the Group, such amount to be payable in cash or in shares at the sole discretion of the Company (the "Founder's Grant"). The Founder's Grant aims to secure the continuing commitment of Mr Ho to the Group and to reward him for founding, leading and building up the Group. The entitlement has ended at financial year ended 31 December 2019. The Group reported a profit before tax and before provision of the expense for Founder's Grant of $14,689,846 for the financial year ended 31 December 2019. Accordingly, the amount payable pursuant to the Founder's Grant was $734,492. Ho KwonPing has requested for payment to be deferred. The Board of Directors has approved the deferred payment on 28 February 2020. Payment of the Founder's Grant will be deferred to such date as may be agreed with Management. The Board of Directors and Remuneration Committee will be duly informed when payment is made. For the avoidance of doubt, save for the said deferred payment, the Founder's Grant has otherwise expired and does not apply to financial year ended 31 December 2020 or subsequent financial years.

44. Commitments and contingencies

(a) Capital commitments

Capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2021 $'000	**2020** $'000
Capital commitments in respect of property, plant and equipment	**3,836**	4,853
Capital commitments in respect of property development costs	**60,372**	71,804
	64,208	76,657

(b) Contingent liabilities

Guarantees

As at the end of the reporting period, the Company had issued the following outstanding guarantees:

	Company	
	2021 $'000	**2020** $'000
Guarantees issued for banking facilities to subsidiaries	**32,902**	67,195

At the end of the reporting period, the Company has provided financial support amounting to $116,598,000 (31 December 2020: $96,479,000) to its subsidiaries in net current liabilities or net liabilities position to enable these companies to continue their operations and meet their liabilities as and when they fall due.

45. Related party transactions

Other than that disclosed in the financial statements, the Group had the following significant related party transactions on terms agreed during the financial year:

		Group	
		2021 $'000	**2020** $'000
(a)	**Associates:**		
	- Management and service fee income	**78**	377
	- Reservation fee income	**17**	65
	- Royalty income	–	92
	- China Licensing fee	**7,692**	3,084
(b)	**Related parties**		
	- Management and service fee income	**3**	74
	- Rental income	**199**	632
	- Reservation fee income	–	33
	- Spa gallery income	–	2
	- Royalty income	–	107
	- Others	**31**	21
(c)	**Compensation of key management personnel**		
	- Salaries and employee benefits	**3,074**	2,807
	- Central Provident Fund contributions	**84**	83
	- Share-based payment expenses	**11**	15
	- Other short-term benefits	**904**	675
	Total compensation paid to key management personnel	**4,073**	3,580
	Comprise amounts paid to:		
	• Directors of the Company	**1,473**	958
	• Other key management personnel	**2,600**	2,622
		4,073	3,580

46. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and foreign currency risk. The Board reviews and agrees policies and procedures, factoring in the challenges posed by the COVID-19 pandemic situation on the Group's operations for the management of these risks, which are executed by the President and Group Managing Director. The Audit and Risk Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from long-term receivables, trade receivables, contract assets, other receivables (current), amounts due from subsidiaries, amounts due from associates and amounts due from related parties. For other financial assets (including cash and short-term deposits), the Group and the Company minimise credit risk by dealing with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has generally determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 90 days when they fall due, which are derived based on the Group's historical information.

The Group considers "low risk" to be financial asset with an investment grade credit rating. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forward looking information which includes the following indicators:

- Internal credit rating
- External credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Actual or expected significant changes in the operating results of the borrower
- Significant increases in credit risk on other financial instruments of the same borrower
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrower in the group and changes in the operating results of the borrower.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 90 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the Group continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

46. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for each class of financial assets.

(i) Debt securities at amortised cost, debt securities at fair value through other comprehensive income and loans at amortised cost

The Group uses three categories of internal credit risk ratings for debt instruments and loans which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are determined through incorporating both qualitative and quantitative information that builds on information from external credit rating companies, supplemented with information specific to the counterparty and other external information that could affect the counterparty's behaviour.

The Group computes expected credit loss for this group of financial assets using the probability of default approach. In calculating the expected credit loss rates, the Group considers implied probability of default from external rating agencies where available and historical loss rates for each category of counterparty, and adjusts for forward looking macroeconomic data.

A summary of the Group's internal grading category in the computation of the Group's expected credit loss model for the debt instruments and loans is as follows:

Category	Definition of category	Basis for recognition of expected credit loss provision	Basis for calculating interest revenue
Grade I	Customer has a low risk of default and capacity to meet contractual cash flows.	12-month expected credit losses	Gross carrying amount
Grade II	Customer debts for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if debts repayments are 30 days past due and/or there is an indication that the customers are in financial difficulty.	Lifetime expected credit losses	Gross carrying amount
Grade III	Existence of objective evidences that the customers are in financial difficulty and/or debts amount are in dispute and/or past 360 days past due.	Lifetime expected credit losses	Amortised cost of carrying amount (net of credit allowance)

There are no significant changes to estimation techniques or assumptions made during the reporting period.

46. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

(ii) Financial assets at amortised cost

The loss allowance provision for financial assets at amortised cost is as follows:

	Group	
	Financial assets at amortised cost	
	2021 $'000	2020 $'000
As at 1 January	**8,692**	6,826
Loss allowance measured at:		
12-month ECL	**2,002**	167
Lifetime ECL		
- Trade amounts	**4,084**	1,968
Write-offs	**(1,522)**	(134)
Exchange difference	**(183)**	(135)
As at 31 December	**13,073**	8,692

The gross carrying amount of financial assets at amortised cost is as follows:

Group		2021 $'000	2020 $'000
12-month ECL	Financial assets at amortised cost	**67,869**	70,337
Lifetime ECL	Financial assets at amortised cost	**70,890**	107,873
Total		**138,759**	178,210

The gross carrying amount of contract assets, long-term receivables, other receivables, trade receivables, amount due from associates and amount due from related parties of the Group are disclosed in Notes 3, 21, 22, 27, 28, 30 and 31.

The gross carrying amount of loans of the Company as at 31 December 2021, without taking into account any collaterals held or other credit enhancements which represents the maximum exposure to loss, is $363,450,000 (2020: $428,439,000).

(iii) Long-term receivables, trade receivables, contract assets, amounts due from associates and amounts due from related parties

The Group provides for lifetime expected credit losses for all trade-related balances including long-term receivables, trade receivables, contract assets, amounts due from associates and amounts due from related parties using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on similar loss pattern and geographical region. The loss allowance provision as at 31 December 2021 and 31 December 2020 is determined as follows, the expected credit losses below also incorporate forward looking information based on specific economic data.

46. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

(iii) Long-term receivables, trade receivables, contract assets, amounts due from associates and amounts due from related parties (cont'd)

Summarised below is the information about the credit risk exposure on the Group's trade-related balances using provision matrix, grouped by geographical region:

South East Asia:

31 December 2021	Contract assets $'000	Current $'000	91 - 120 days $'000	121 - 180 days $'000	181 - 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	**1,666**	**31,728**	**339**	**921**	**2,747**	**2,235**	**39,636**
Loss allowance provision	**–**	**–**	**77**	**275**	**1,187**	**839**	**2,378**

31 December 2020	Contract assets $'000	Current $'000	91 - 120 days $'000	121 - 180 days $'000	181 - 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	2,592	36,350	332	3,170	5,021	15,962	63,427
Loss allowance provision	–	173	31	16	497	222	939

North East Asia:

31 December 2021	Contract assets $'000	Current $'000	91 - 120 days $'000	121 - 180 days $'000	181 - 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	**–**	**13,853**	**873**	**585**	**763**	**762**	**16,836**
Loss allowance provision	**–**	**15**	**286**	**263**	**453**	**95**	**1,112**

31 December 2020	Contract assets $'000	Current $'000	91 - 120 days $'000	121 - 180 days $'000	181 - 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	–	27,385	541	650	2,419	1,008	32,003
Loss allowance provision	–	2,839	116	167	613	845	4,580

46. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

(iii) Long-term receivables, trade receivables, contract assets, amounts due from associates and amounts due from related parties (cont'd)

Other geographical areas:

31 December 2021	Contract assets $'000	Current $'000	91 – 120 days $'000	121 – 180 days $'000	181 – 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	–	13,262	109	234	523	290	14,418
Loss allowance provision	–	–	48	94	244	400	786

31 December 2020	Contract assets $'000	Current $'000	91 – 120 days $'000	121 – 180 days $'000	181 – 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	–	10,696	72	84	271	1,320	12,443
Loss allowance provision	–	15	35	141	167	1,150	1,508

Grand Total:

31 December 2021	Contract assets $'000	Current $'000	91 – 120 days $'000	121 – 180 days $'000	181 – 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	1,666	58,843	1,321	1,740	4,033	3,287	70,890
Loss allowance provision	–	15	411	632	1,884	1,334	4,276

31 December 2020	Contract assets $'000	Current $'000	91 – 120 days $'000	121 – 180 days $'000	181 – 365 days $'000	> 365 days $'000	Total $'000
Gross carrying amount	2,592	74,431	945	3,904	7,711	18,290	107,873
Loss allowance provision	–	3,027	182	324	1,277	2,217	7,027

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

– the carrying amount of each class of financial assets recognised in the balance sheets; and

– a nominal amount of $32,902,000 (2020: $67,195,000) relating to corporate guarantees provided by the Company for the bank loans taken by its subsidiaries.

46. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. The Group does not apply hedge accounting.

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the business segment and geographical profile of its trade receivables, amounts due from associates and related parties on an ongoing basis excluding other receivables of $17,756,000 (2020: $22,928,000) and contract assets of $1,666,000 (2020: $2,592,000). The credit risk concentration profile of the Group's trade receivables, amounts due from associates, and related parties at the end of the reporting period is as follows:

		2021		2020	
	Note	$'000	% of total	$'000	% of total
Group					
By geographical regions:					
South East Asia		27,337	26	46,078	32
Indian Oceania		257	–	76	1
Middle East		868	1	1,950	1
North East Asia		55,560	52	80,977	56
Rest of the world		22,243	21	14,917	10
		106,265	100	143,998	100
By industry sectors:					
Hotel Investments		8,299	8	19,821	14
Property Sales		38,657	36	55,708	38
Fee-based Segment		39,380	37	54,474	38
Head Office		19,929	19	13,995	10
		106,265	100	143,998	100
Trade receivables					
Non-current	21	20,418		41,530	
Current	27	41,884		38,163	
		62,302		79,693	

46. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Credit risk concentration profile (cont'd)

	Note	2021 $'000	2020 $'000
Amounts due from associates			
Current	30	41,869	2,756
Non-current	18	–	44,343
		41,869	47,099
Amounts due from related parties			
Current	31	52	132
Non-current	31	2,042	17,074
		2,094	17,206

Financial assets that are neither past due nor impaired

Trade and other receivables and amounts due from associates and related parties that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and short-term deposits, and investments that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

(b) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

The Group maintains sufficient cash and short-term deposits, and internally generated cash flows to finance their activities. Management finances the Group's liquidity through internally generated cash flows and refinancing and minimises liquidity risk by keeping committed stand-by credit facilities available.

At the end of the reporting period, approximately 39.7% (2020: 49.2%) of the Group's interest-bearing loans and borrowings will mature in less than one year based on the carrying amount reflected in the financial statements. 63.7% (2020: 83.1%) of the Company's interest-bearing loans and borrowings will mature in less than one year at the end of the reporting period.

The following table summarises the maturity profiles of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted payments except for financial liabilities where the timing of repayment cannot be reliably estimated as disclosed in the respective notes above.

46. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk (cont'd)

Group	Note	2021 Effective rate $'000	1 year $'000	2 to 5 years $'000	After 5 years $'000	Total $'000
2021						
Financial assets						
Trade receivables	21/27	–	34,374	19,595	573	54,542
Trade receivables	21/27	6.00	497	347	–	844
Trade receivables	27	5.33	7,695	–	–	7,695
Other receivables	22/28	–	13,245	–	4,458	17,703
Other receivables	22	3.00	–	56	–	56
Amounts due from associates	30	–	41,869	–	–	41,869
Amounts due from related parties	31	–	52	–	–	52
Amounts due from related parties	31	14.00	–	7,156	17,925	25,081
Investments	23	0.51	2,020	–	–	2,020
Cash and short-term deposits	32	–	112,326	–	–	112,326
Total undiscounted financial assets			212,078	27,154	22,956	262,188
Financial liabilities						
Trade payables		–	(21,825)	–	–	(21,825)
Other payables	37	–	(115,123)	–	–	(115,123)
Other payables		–	–	–	(3,239)	(3,239)
Lease liabilities	38	–	(3,283)	(11,474)	(51,151)	(65,908)
Amounts due to associates	30	–	(17,873)	–	–	(17,873)
Amounts due to related parties	31	–	(648)	–	–	(648)
Loans and borrowings						
- S$ floating rate loan	34	COF + 1.75	(10,245)	–	–	(10,245)
- S$ floating rate loan	34	COF + 2.00	(10,206)	(11,778)	(2,214)	(24,198)
- S$ floating rate loan	34	COF + 2.25	(5,137)	–	–	(5,137)
- S$ floating rate loan	34	COF + 2.50	(19,458)	(19,008)	–	(38,466)
- S$ floating rate loan	34	SIBOR + 3.25	(9,537)	(7,144)	–	(16,681)
- S$ floating rate loan	34	SORA + 2.50	(10,266)	–	–	(10,266)
- S$ floating rate loan	34	3.05	(5,153)	–	–	(5,153)
- S$ fixed rate loan	34	2.50	(1,145)	(2,751)	–	(3,896)
- US$ floating rate loan	34	4.72	(17,215)	–	–	(17,215)
- BHT floating rate loan	34	2.00 to 4.81	(45,285)	(5,269)	–	(50,554)
- BHT floating rate loan	34	5.84	(1,023)	–	–	(1,023)
- BHT floating rate loan	34	5.47	(844)	–	–	(844)
- BHT floating rate loan	34	MLR - 0.50 to MLR - 1.50	(29,516)	(58,505)	(215,945)	(303,966)
- BHT fixed rate loan	34	Fixed +1.50	(1,504)	–	–	(1,504)
- BHT fixed rate loan	34	2.00	(150)	(4,528)	(1,352)	(6,030)
Convertible bonds	35	7.50	(49,513)	–	–	(49,513)
Total undiscounted financial liabilities			(374,949)	(120,457)	(273,901)	(769,307)
Total net undiscounted financial liabilities			(162,871)	(93,303)	(250,945)	(507,119)

For the financial year ended 31 December 2021

46. Financial risk management objectives and policies (cont'd)

(b) **Liquidity risk** (cont'd)

Group	Note	2020 Effective rate $'000	1 year $'000	2 to 5 years $'000	After 5 years $'000	Total $'000
2020						
Financial assets						
Long-term receivables	21	5.33	–	5,978	–	5,978
Trade receivables	21/27	–	33,241	32,137	628	66,006
Trade receivables	21/27	6.00	2,586	3,876	–	6,462
Trade receivables	27	5.33	2,832	–	–	2,832
Other receivables	22/28	–	18,045	–	4,883	22,928
Amounts due from associates	30	–	2,756	–	–	2,756
Amounts due from associates	18	5.33	–	35,039	18,238	53,277
Amounts due from related parties	31	–	132	–	–	132
Amounts due from related parties	31	5.25	–	11,332	13,103	24,435
Investments	23	0.32	2,006	–	–	2,006
Cash and short-term deposits	32	–	51,287	–	–	51,287
Total undiscounted financial assets			112,885	88,362	36,852	238,099
Financial liabilities						
Trade payables		–	(32,166)	–	–	(32,166)
Other payables	37	–	(116,612)	–	–	(116,612)
Other payables		–	–	–	(3,034)	(3,034)
Lease liabilities	38	5.00 – 7.00	(3,767)	(11,690)	(52,607)	(68,064)
Amounts due to associates	30	–	(17,886)	–	–	(17,886)
Amounts due to related parties	31	–	(270)	–	–	(270)
Loans and borrowings						
- S$ floating rate loan	34	COF + 1.75	(15,359)	–	–	(15,359)
- S$ floating rate loan	34	COF + 2.00	(31,844)	(11,726)	(4,990)	(48,560)
- S$ floating rate loan	34	SIBOR + 2.00	(10,253)	–	–	(10,253)
- S$ floating rate loan	34	SIBOR + 2.50	(10,309)	–	–	(10,309)
- S$ floating rate loan	34	SIBOR + 3.25	(6,407)	(6,258)	–	(12,665)
- S$ floating rate loan	34	SOR + 2.25	(27,654)	–	–	(27,654)
- S$ floating rate loan	34	SOR + 2.50	(30,801)	–	–	(30,801)
- S$ floating rate loan	34	3.00	(5,150)	–	–	(5,150)
- S$ fixed rate loan	34	2.50	(1,145)	(3,736)	–	(4,881)
- US$ floating rate loan	34	4.72	(2,755)	(17,438)	–	(20,193)
- BHT floating rate loan	34	2.50 to 4.81	(49,705)	–	–	(49,705)
- BHT floating rate loan	34	5.84	(1,225)	–	–	(1,225)
- BHT floating rate loan	34	5.47	(928)	–	–	(928)
- BHT floating rate loan	34	MLR - 0.75 to MLR - 1.50	(41,121)	(131,386)	(99,404)	(271,911)
- BHT fixed rate loan	34	2.00	(5,756)	(45)	–	(5,801)
- BHT fixed rate loan	34	1.85	(1,658)	–	–	(1,658)
Convertible bonds	35	7.50	(3,763)	(53,935)	–	(57,698)
Total undiscounted financial liabilities			(416,534)	(236,214)	(160,035)	(812,783)
Total net undiscounted financial assets			(303,649)	(147,852)	(123,183)	(574,684)

46. Financial risk management objectives and policies (cont'd)

(b) **Liquidity risk** (cont'd)

Company	Note	2021 Effective rate $'000	1 year $'000	2 to 5 years $'000	After 5 years $'000	Total $'000
2021						
Financial assets						
Trade receivables		–	5,347	–	–	5,347
Other receivables	28	–	509	–	–	509
Amounts due from subsidiaries	17/29	3.74 to 7.00	34,022	64,574	–	98,596
Amounts due from subsidiaries	17/29	–	139,789	–	305,542	445,331
Amounts due from associates	30	–	7,202	–	–	7,202
Amounts due from related parties	31	–	16	–	–	16
Investments	23	0.51	2,020	–	–	2,020
Cash and short-term deposits	32	–	63,060	–	–	63,060
Total undiscounted financial assets			251,965	64,574	305,542	622,081
Financial liabilities						
Other payables	37	–	(70,411)	–	–	(70,411)
Amounts due to subsidiaries		–	(33,677)	–	(133,852)	(167,529)
Amounts due to related parties	31	–	(13)	–	–	(13)
Loans and borrowings						
- S$ floating rate loan	34	COF + 1.75	(10,245)	–	–	(10,245)
- S$ floating rate loan	34	COF + 2.00	(10,206)	(11,778)	(2,214)	(24,198)
- S$ floating rate loan	34	COF + 2.25	(5,137)	–	–	(5,137)
- S$ floating rate loan	34	COF + 2.50	(19,458)	(19,008)	–	(38,466)
- S$ floating rate loan	34	SORA + 2.50	(10,266)	–	–	(10,266)
- S$ floating rate loan	34	3.05	(5,153)	–	–	(5,153)
- S$ fixed rate loan	34	2.50	(1,145)	(2,751)	–	(3,896)
Convertible bonds	35	7.50	(49,513)	–	–	(49,513)
Total undiscounted financial liabilities			(215,224)	(33,537)	(136,066)	(384,827)
Total net undiscounted financial assets			36,741	31,037	169,476	237,254

46. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk (cont'd)

Company	Note	2020 Effective rate $'000	1 year $'000	2 to 5 years $'000	After 5 years $'000	Total $'000
2020						
Financial assets						
Long-term receivables	21	5.33	–	7,244	–	7,244
Trade receivables		–	4,317	–	–	4,317
Other receivables	28	–	666	–	–	666
Amounts due from subsidiaries	17/29	3.17 to 7.00	36,535	125,480	–	162,015
Amounts due from subsidiaries	17/29	–	155,428	–	310,430	465,858
Amounts due from associates	30	–	1,430	–	–	1,430
Amounts due from associates	18	5.33	–	2,021	1,326	3,347
Amounts due from associates	18	5.25	–	29	–	29
Investments	23	0.32	2,006	–	–	2,006
Cash and short-term deposits	32	–	15,386	–	–	15,386
Total undiscounted financial assets			215,768	134,774	311,756	662,298
Financial liabilities						
Other payables	37	–	(66,867)	–	–	(66,867)
Amounts due to subsidiaries		–	(17,570)	–	(130,476)	(148,046)
Amounts due to associates	30	–	(17,831)	–	–	(17,831)
Amounts due to related parties	31	–	(13)	–	–	(13)
Loans and borrowings						
- S$ floating rate loan	34	COF + 1.75	(15,359)	–	–	(15,359)
- S$ floating rate loan	34	COF + 2.00	(31,844)	(11,726)	(4,990)	(48,560)
- S$ floating rate loan	34	SIBOR + 2.50	(10,309)	–	–	(10,309)
- S$ floating rate loan	34	SOR + 2.50	(30,801)	–	–	(30,801)
- S$ floating rate loan	34	3.00	(5,150)	–	–	(5,150)
- S$ fixed rate loan	34	2.50	(1,145)	(3,736)	–	(4,881)
Convertible bonds	35	7.50	(3,763)	(53,935)	–	(57,698)
Total undiscounted financial liabilities			(200,652)	(69,397)	(135,466)	(405,515)
Total net undiscounted financial assets			15,116	65,377	176,290	256,783

BHT : Thai Baht
SIBOR : Singapore inter-bank offered rate
MLR : Minimum lending rate
COF : Cost of fund of lending bank
SOR : Swap offered rate
SORA : Singapore overnight rate average

46. Financial risk management objectives and policies (cont'd)

(b) Liquidity risk (cont'd)

The table below shows the maximum amount of financial guarantee contracts, allocated to the earliest period in which the guarantee could be called.

Company	1 year $'000	2 to 5 years $'000	After 5 years $'000	Total $'000
31 December 2021				
Financial guarantees	**32,902**	–	–	**32,902**
31 December 2020				
Financial guarantees	67,195	–	–	67,195

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates. The Group's and the Company's exposure to interest rate risk arises primarily from their interest-bearing financial liabilities.

The Group's policy is to manage interest cost using a mix of fixed and floating rate debts. At the end of the reporting period, approximately 3% (2020: 3%) of the Group's interest-bearing financial liabilities are at fixed rates of interest. The table in Note 46(b) summarises the interest-bearing financial liabilities of the Group and the Company.

Sensitivity analysis for interest rate risk

At the end of the reporting period, if interest rates had been 75 (2020: 75) basis points lower/higher with all other variables held constant, the Group's profit before taxation would have been $2,821,000 (2020: $3,355,000) higher/lower, arising mainly as a result of lower/higher interest expense on floating rate interest-bearing financial liabilities.

(d) Foreign currency risk

The Group has transactional currency exposures arising from sales that are denominated in a currency other than the respective functional currencies of Group entities, primarily SGD, United States Dollars ("USD"), Thai Baht ("Baht") and Chinese Renminbi ("RMB"). The foreign currencies in which these transactions are denominated are mainly USD. As at 31 December 2021, approximately 34% (2020: 29%) of the Group's receivables are denominated in foreign currencies.

In addition, the Group has a Currency Management Plan which aims to mitigate impact on the Group's revenue from unfavourable exchange rates movements. The plan requires all operating entities in the Group to list its major wholesalers and their respective currencies. All contracts should endeavour to be in the currency of the market source. Market source refers to the country of origin or domicile of the business. The contracts are then reviewed and managed on a quarterly basis to mitigate the exposure of the Group's operations to foreign currency fluctuation.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations, including Thailand, PRC and Maldives. The Group's net investments in Thailand, PRC and Maldives are not hedged as currency positions in Thai Baht, Chinese Renminbi and United States Dollar are considered to be long-term in nature.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's loss before taxation to a reasonably possible change in the USD and RMB exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

46. Financial risk management objectives and policies (cont'd)

(d) Foreign currency risk (cont'd)

Sensitivity analysis for foreign currency risk (cont'd)

			Group	
			Loss before taxation	
			2021 $'000	2020 $'000
USD/Baht	-	strengthened 5% (2020: 5%)	**28**	14
	-	weakened 5% (2020: 5%)	**(28)**	(14)
USD/SGD	-	strengthened 5% (2020: 5%)	**2,443**	1,569
	-	weakened 5% (2020: 5%)	**(2,443)**	(1,569)
RMB/SGD	-	strengthened 5% (2020: 5%)	**(606)**	347
	-	weakened 5% (2020: 5%)	**606**	(347)

47. Capital management

Capital includes debt and equity items as disclosed in the table below.

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2021 and 2020.

As disclosed in Note 42(c), subsidiaries of the Group are required to set aside Legal Reserves in accordance to the Public Limited Companies Act B.E. 2535 under Section 116 in Thailand. The imposed capital requirement has been complied with by the subsidiaries for the financial years ended 31 December 2021 and 2020.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital. The Group's policy is to keep the gearing ratio below 100%. The Group includes within net debt, interest-bearing loans and borrowings, convertible bonds less cash and short-term deposits. Total capital refers to the total equity of the Group.

	Group	
	2021 $'000	2020 $'000
Interest-bearing loans and borrowings (Note 34)	**386,749**	459,300
Convertible bonds (Note 35)	**42,473**	41,318
Less: Cash and short-term deposits (Note 32)	**(112,326)**	(51,287)
Net debt	**316,896**	449,331
Total capital	**538,085**	627,600
Gearing ratio	**59%**	72%

48. Fair value of assets and liabilities

(a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(b) Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

		Group 2021			
		Fair value measurements at the end of the reporting period using			
	Note	Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant unobservable inputs (Level 3) $'000	Total $'000
Assets measured at fair value					
Financial assets					
Equity securities at FVOCI					
- Equity shares (quoted)	19	**2**	**–**	**–**	**2**
- Equity shares (unquoted)	19	**–**	**–**	**29,008**	**29,008**
Total equity securities at FVOCI		**2**	**–**	**29,008**	**29,010**
Equity securities at FVTPL					
- Investments	23	**–**	**2,010**	**–**	**2,010**
Total equity securities at FVTPL		**–**	**2,010**	**–**	**2,010**
Financial assets as at 31 December 2021		**2**	**2,010**	**29,008**	**31,020**

48. Fair value of assets and liabilities (cont'd)

(b) Assets and liabilities measured at fair value (cont'd)

	Note	Group 2021 Fair value measurements at the end of the reporting period using Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant unobservable inputs (Level 3) $'000	Total $'000
Assets measured at fair value (cont'd)					
Non-financial assets:					
Investment properties					
Freehold land					
- Singapore		–	–	21,750	21,750
- Thailand, Phuket		–	–	12,202	12,202
- Northern Thailand		–	–	6,975	6,975
Freehold buildings					
- Singapore		–	–	2,650	2,650
- Thailand, Phuket		–	–	680	680
- Thailand, Bangkok		–	–	35,432	35,432
Total investment properties	14	–	–	79,689	79,689
Property, plant and equipment					
Freehold land					
- Singapore		–	–	26,666	26,666
- Thailand, Phuket		–	–	262,720	262,720
- Thailand, Bangkok		–	–	39,680	39,680
- Northern Thailand		–	–	1,134	1,134
- Morocco		–	–	4,616	4,616
- Sri Lanka		–	–	4,832	4,832
Freehold buildings					
- Singapore		–	–	2,360	2,360
- Thailand, Phuket		–	–	105,690	105,690
- Thailand, Bangkok		–	–	43,505	43,505
- Morocco		–	–	5,679	5,679
- Sri Lanka		–	–	–	–
Total property, plant and equipment	13	–	–	496,882	496,882
Non-financial assets as at 31 December 2021		–	–	576,571	576,571

48. Fair value of assets and liabilities (cont'd)

(b) Assets and liabilities measured at fair value (cont'd)

	Note	Group 2021 Fair value measurements at the end of the reporting period using Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant unobservable inputs (Level 3) $'000	Total $'000
Liabilities measured at fair value					
Financial liabilities:					
Derivatives					
Derivative liability conversion option in convertible bonds	36	–	–	16,193	16,193
Financial liabilities as at 31 December 2021		–	–	16,193	16,193

	Note	Group 2020 Fair value measurements at the end of the reporting period using Quoted prices in active markets for identical instruments (Level 1) $'000	Significant observable inputs other than quoted prices (Level 2) $'000	Significant unobservable inputs (Level 3) $'000	Total $'000
Assets measured at fair value					
Financial assets:					
Equity securities at FVOCI					
- Equity shares (quoted)	19	2	–	–	2
- Equity shares (unquoted)	19	–	–	28,094	28,094
Total equity securities at FVOCI		2	–	28,094	28,096
Equity securities at FVTPL					
- Investments	23	–	2,006	–	2,006
Total equity securities at FVTPL		–	2,006	–	2,006
Financial assets as at 31 December 2020		2	2,006	28,094	30,102

48. Fair value of assets and liabilities (cont'd)

(b) Assets and liabilities measured at fair value (cont'd)

		Group 2020			
		Fair value measurements at the end of the reporting period using			
	Note	**Quoted prices in active markets for identical instruments (Level 1) $'000**	**Significant observable inputs other than quoted prices (Level 2) $'000**	**Significant unobservable inputs (Level 3) $'000**	**Total $'000**
Assets measured at fair value (cont'd)					
Non-financial assets:					
Investment properties					
Freehold land					
- Thailand, Phuket		–	–	**13,422**	**13,422**
- Northern Thailand		–	–	**8,920**	**8,920**
Freehold buildings					
- Thailand, Phuket		–	–	**748**	**748**
- Thailand, Bangkok		–	–	**38,975**	**38,975**
Total investment properties	14	–	–	**62,065**	**62,065**
Property, plant and equipment					
Freehold land					
- Singapore		–	–	**47,856**	**47,856**
- Thailand, Phuket		–	–	**289,695**	**289,695**
- Thailand, Bangkok		–	–	**43,648**	**43,648**
- Morocco		–	–	**4,914**	**4,914**
- Sri Lanka		–	–	**5,073**	**5,073**
Freehold buildings					
- Singapore		–	–	**4,520**	**4,520**
- Thailand, Phuket		–	–	**120,848**	**120,848**
- Thailand, Bangkok		–	–	**50,870**	**50,870**
- Morocco		–	–	**6,189**	**6,189**
- Sri Lanka		–	–	**259**	**259**
Total property, plant and equipment	13	–	–	**573,872**	**573,872**
Non-financial assets as at 31 December 2020		–	–	**635,937**	**635,937**

48. Fair value of assets and liabilities (cont'd)

(b) Assets and liabilities measured at fair value (cont'd)

		Group 2020			
		Fair value measurements at the end of the reporting period using			
	Note	**Quoted prices in active markets for identical instruments (Level 1) $'000**	**Significant observable inputs other than quoted prices (Level 2) $'000**	**Significant unobservable inputs (Level 3) $'000**	**Total $'000**
Liabilities measured at fair value					
Financial liabilities:					
Derivatives					
Derivative liability conversion option in convertible bonds	36	–	–	15,182	15,182
Financial liabilities as at 31 December 2020		–	–	15,182	15,182

(c) Level 2 fair value measurements

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

Investment securities at fair value through profit or loss

The valuation of investment securities measured at fair value through profit or loss is determined using quoted market prices in less active markets.

Derivatives

The valuation of derivatives are based on a variety of commonly used valuation methods and makes assumptions based on market conditions existing at each reporting date. The valuation models incorporate various market observable inputs including the risk free rate, volatility of quoted equity instruments and quoted price of equity instruments.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements

(i) Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value at 31 December 2021 $'000	Valuation techniques	Unobservable inputs	Range (weighted average)
Recurring fair value measurements				
At FVOCI:				
La Punta Resorts S.A. De C.V.	**2,733**	Discounted cash flow	Growth rate Discount rate	2.0% 10.6%
Mayakoba Thai S.A. De C.V.	**10,629**	Discounted cash flow	Growth rate Discount rate	1.0% 10.6%
Investment properties:				
Freehold land				
Singapore	**21,750**	Market value approach	Yield adjustments*	10.0% to 26.0%
Thailand, Phuket	**12,202**	Market value approach	Yield adjustments*	12.5%
Northern Thailand	**6,975**	Market value approach	Yield adjustments*	29.8% to 41.8%
Freehold buildings				
Singapore	**2,650**	Market value approach	Yield adjustments*	10.0% to 26.0%
Thailand, Phuket	**680**	Market value approach	Yield adjustments*	9.3%
Thailand, Bangkok	**35,432**	Market value approach	Yield adjustments*	2.5%

* The yield adjustments are made for any difference in the nature, location or condition of the specific property.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3): (cont'd)

Description	Fair value at 31 December 2021 $'000	Valuation techniques	Unobservable inputs	Range (weighted average)
Recurring fair value measurements (cont'd)				
Property, plant and equipment:				
Freehold land				
Singapore	**26,666**	Market value approach	Yield adjustments*	10.0% to 20.0%
Thailand, Phuket	**262,720**	Market value approach	Yield adjustments*	8.6% to 82.3% (22.9%)
Thailand, Bangkok	**39,680**	Market value approach	Yield adjustments*	11.1%
Northern Thailand	**1,134**	Market value approach	Yield adjustments*	0.5% to 34.5%
Morocco	**4,616**	Market value approach	Yield adjustments*	0.9% to 6.2%
Sri Lanka	**4,832**	Market value approach	Yield adjustments*	SLR 184.0 mn per acre to SLR 207.0 mn per acre (SLR 146.6 mn per acre)

* The yield adjustments are made for any difference in the nature, location or condition of the specific property.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3): (cont'd)

Description	Fair value at 31 December 2021 $'000	Valuation techniques	Unobservable inputs	Range (weighted average)
Recurring fair value measurements (cont'd)				
Property, plant and equipment: (cont'd)				
Freehold buildings				
Singapore	**2,360**	Market value approach	Yield adjustments*	10.0% to 20.0%
Thailand, Phuket	**96,841**	Replacement cost approach	Standard construction cost per Sq meter	Baht 600 to Baht 78,000 per Sq meter (Baht 12,601)
	8,849	Market value approach	Yield adjustments*	0.5% to 9.3%
Thailand, Bangkok	**43,505**	Replacement cost approach	Standard construction cost per Sq meter	Baht 1,000 to Baht 47,000 per Sq meter (Baht 23,346)
Morocco	**5,679**	Market value approach	Yield adjustments*	0.9% to 6.2%
At fair value through profit or loss:				
Derivatives:				
Derivative liability conversion option in convertible bonds	**16,193**	Binomial Tree model	Risky rate	20.2% to 20.4%

* The yield adjustments are made for any difference in the nature, location or condition of the specific property.

Unquoted equity instrument – Current investment in BTAC

The fair value of the unquoted equity shares in BTAC is determined by reference to the recent transaction price among unrelated willing buyer and seller. The key unobservable inputs include adjustments made to the most recent transaction price among unrelated willing buyer and seller.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value at 31 December 2020 $'000	Valuation techniques	Unobservable inputs	Range (weighted average)
Recurring fair value measurements				
At FVOCI:				
La Punta Resorts S.A. De C.V.	1,670	Discounted cash flow	Growth rate Discount rate	4.0% 9.0%
Mayakoba Thai S.A. De C.V.	10,521	Discounted cash flow	Growth rate Discount rate	4.0% 9.0%
Investment properties:				
Freehold land				
Thailand, Phuket	13,422	Market value approach	Yield adjustments*	7.3%
Northern Thailand	8,920	Market value approach	Yield adjustments*	28.9% to 55.7%
Freehold buildings				
Thailand, Phuket	748	Market value approach	Yield adjustments*	9.3%
Thailand, Bangkok	38,975	Market value approach	Yield adjustments*	7.4%

* The yield adjustments are made for any difference in the nature, location or condition of the specific property.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3): (cont'd)

Description	Fair value at 31 December 2020 $'000	Valuation techniques	Unobservable inputs	Range (weighted average)
Recurring fair value measurements (cont'd)				
Property, plant and equipment:				
Freehold land				
Singapore	47,856	Market value approach	Yield adjustments*	15.0% to 24.0%
Thailand, Phuket	289,695	Market value approach	Yield adjustments*	10.0% to 82.3% (23.9%)
Thailand, Bangkok	43,648	Market value approach	Yield adjustments*	11.5%
Morocco	4,914	Market value approach	Yield adjustments*	0.7% to 6.3%
Sri Lanka	5,073	Market value approach	Yield adjustments*	Rs 550,000 perch to Rs 1,250,000 perch (Rs 936,250 perch)

* The yield adjustments are made for any difference in the nature, location or condition of the specific property.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3): (cont'd)

Description	Fair value at 31 December 2020 $'000	Valuation techniques	Unobservable inputs	Range (weighted average)
Recurring fair value measurements (cont'd)				
Property, plant and equipment: (cont'd)				
Freehold buildings				
Singapore	4,520	Market value approach	Yield adjustments*	15.0% to 24.0%
Thailand, Phuket	111,118	Replacement cost approach	Standard construction cost per Sq meter	Baht 600 to Baht 78,000 per Sq meter (Baht 12,607)
	9,730	Market value approach	Yield adjustments*	0.5% to 9.3%
Thailand, Bangkok	50,870	Replacement cost approach	Standard construction cost per Sq meter	Baht 1,000 to Baht 47,000 per Sq meter (Baht 23,346)
Morocco	6,189	Market value approach	Yield adjustments*	0.7% to 6.3%
Sri Lanka	259	Replacement cost approach	Standard construction cost per Sq meter	Rs 2,000 psf to Rs 6,000 psf (Rs 5,076 psf)
At fair value through profit or loss:				
Derivatives:				
Derivative liability conversion option in convertible bonds	15,182	Binomial Tree model	Risky rate	20.2%

* The yield adjustments are made for any difference in the nature, location or condition of the specific property.

Unquoted equity instrument – Long-term investment in BTAC

The fair value of the unquoted equity shares in BTAC is determined by reference to the recent transaction price among unrelated willing buyer and seller. The key unobservable inputs include adjustments made to the most recent transaction price among unrelated willing buyer and seller.

Significant increases/(decreases) in net cash flow, standard construction cost and yield adjustments in isolation would result in a significantly higher/(lower) fair value measurement.

Significant increases/(decreases) in discount rate in isolation would result in a significantly (lower)/higher fair value measurement.

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3):

	Fair value measurements using significant unobservable inputs (Level 3)						Fair value measurements using significant unobservable inputs (Level 3)													
	Property, plant and equipment						Property, plant and equipment					Investment properties						Financial assets at FVOCI	Financial liabilities at fair value through profit or loss	
	Freehold land						Freehold buildings					Freehold land			Freehold buildings					
Group 2021	**Singapore** $'000	**Morocco** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Northern Thailand** $'000	**Sri Lanka** $'000	**Singapore** $'000	**Morocco** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Sri Lanka** $'000	**Singapore** $'000	**Thailand, Phuket** $'000	**Northern Thailand** $'000	**Singapore** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Equity shares (unquoted)** $'000	**Derivative liability conversion option in convertible bonds** $'000	**Total** $'000
Opening balance	47,856	4,914	289,695	43,648	–	5,073	4,520	6,189	120,848	50,870	259	–	13,422	8,920	–	748	38,975	100,243	(15,182)	720,998
Total gains or losses for the period																				
- Included in profit or loss	–	(95)	–	–	–	–	–	(97)	–	–	(241)	560	–	–	500	–	–	–	(2,708)	(2,081)
- Included in other comprehensive income	–	–	–	–	–	(3)	118	–	–	–	–	–	–	–	–	–	–	914	–	1,029
Purchases, issues, sales and settlements																				
- Purchases	–	–	30	–	–	–	–	–	496	–	–	–	–	–	–	–	–	–	–	526
- Sales	–	–	–	–	–	–	–	–	(307)	–	–	–	–	–	–	–	–	–	–	(307)
- Transfer in/(out)	(21,190)	–	(694)	–	1,184	–	(2,150)	–	2,240	–	–	21,190	–	(1,184)	2,150	–	–	–	–	1,546
Conversion of convertible bonds into ordinary shares	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	1,697	1,697
Depreciation	–	–	(2)	–	–	–	(128)	(155)	(5,073)	(2,175)	(7)	–	–	–	–	–	–	–	–	(7,540)
Exchange differences	–	(203)	(26,309)	(3,968)	(50)	(238)	–	(258)	(12,514)	(5,190)	(11)	–	(1,220)	(761)	–	(68)	(3,543)	–	–	(54,333)
Closing balance	26,666	4,616	262,720	39,680	1,134	4,832	2,360	5,679	105,690	43,505	–	21,750	12,202	6,975	2,650	680	35,432	101,157	(16,193)	661,535

For the financial year ended 31 December 2021

48. Fair value of assets and liabilities (cont'd)

(d) **Level 3 fair value measurements** (cont'd)

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3): (cont'd)

	Fair value measurements using significant unobservable inputs (Level 3)					Fair value measurements using significant unobservable inputs (Level 3)											
	Property, plant and equipment					Property, plant and equipment					Investment properties				Financial assets at FVOCI	Financial liabilities at fair value through profit or loss	
	Freehold land					Freehold buildings					Freehold land		Freehold buildings			Derivative liability conversion option in convertible bonds	
Group 2020	**Singapore** $'000	**Morocco** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Sri Lanka** $'000	**Singapore** $'000	**Morocco** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Sri Lanka** $'000	**Thailand, Phuket** $'000	**Northern Thailand** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Equity shares (unquoted)** $'000	**bonds** $'000	**Total** $'000
Opening balance	46,786	4,615	299,320	44,257	5,382	4,654	6,440	132,743	55,826	304	13,585	9,122	782	40,015	100,695	–	764,526
Total gains or losses for the period																	
- Included in profit or loss	–	2	(1,723)	–	–	–	(72)	(3,505)	–	–	140	–	(17)	(150)	–	(5,702)	(11,027)
- Included in other comprehensive income	1,070	–	355	–	–	52	–	(309)	(2,109)	(21)	–	–	–	–	(451)	–	(1,413)
Purchases, issues, sales and settlements																	
- Purchases	–	–	21	–	–	–	–	266	32	–	–	–	–	–	–	–	319
- Write off	–	–	–	–	–	–	–	(2)	–	–	–	–	–	–	–	–	(2)
- Transferred from property development costs	–	–	(1,235)	–	–	–	–	–	–	–	–	–	–	–	–	–	(1,235)
- Transfer in/(out)	–	–	(374)	374	–	–	–	(1,211)	–	–	–	–	–	–	–	–	(1,211)
Depreciation	–	–	–	–	–	(186)	(638)	(5,563)	(2,351)	(8)	–	–	–	–	–	–	(8,746)
Exchange differences	–	297	(6,669)	(983)	(309)	–	459	(1,571)	(528)	(16)	(303)	(202)	(17)	(890)	(1)	–	(10,733)
Arising from issuance of Convertible bonds	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	(9,480)	(9,480)
Closing balance	47,856	4,914	289,695	43,648	5,073	4,520	6,189	120,848	50,870	259	13,422	8,920	748	38,975	100,243	(15,182)	720,998

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(ii) Movements in Level 3 assets and liabilities measured at fair value

The following table presents the reconciliation for all assets and liabilities measured at fair value based on significant unobservable inputs (Level 3): (cont'd)

	Fair value measurements using significant unobservable inputs (Level 3)					Fair value measurements using significant unobservable inputs (Level 3)				
	Property, plant and equipment					Investment properties		Financial assets at FVOCI	Financial liabilities at fair value through profit or loss	
	Freehold land		Freehold buildings			Freehold land	Freehold buildings			
								Equity shares (unquoted)	Derivative liability conversion option in convertible bonds	
Group 31 December 2021	**Morocco** $'000	**Sri Lanka** $'000	**Singapore** $'000	**Morocco** $'000	**Sri Lanka** $'000	**Singapore** $'000	**Singapore** $'000	$'000	$'000	**Total** $'000
Total gains or losses for the period included in profit or loss:										
- Net gain from fair value adjustment of investment properties	–	–	–	–	–	560	500	–	–	1,060
- Net loss from fair value adjustment of derivative liability conversion option in convertible bonds	–	–	–	–	–	–	–	–	(2,708)	(2,708)
- Impairment loss	(95)	–	–	(97)	(241)	–	–	–	–	(433)
	(95)	–	–	(97)	(241)	560	500	–	(2,708)	(2,081)
Other comprehensive (loss)/income:										
- Net (deficit)/surplus on revaluation of land and buildings	–	(3)	118	–	–	–	–	–	–	115
- Net gain from fair value adjustment of equity shares	–	–	–	–	–	–	–	914	–	914
	–	(3)	118	–	–	–	–	914	–	1,029

	Fair value measurements using significant unobservable inputs (Level 3)					Fair value measurements using significant unobservable inputs (Level 3)												
	Property, plant and equipment					Property, plant and equipment					Investment properties				Financial assets at FVOCI	Financial liabilities at fair value through profit or loss	
	Freehold land					Freehold buildings					Freehold land		Freehold buildings				
															Equity shares (unquoted)	Derivative liability conversion option in convertible bonds	
Group 31 December 2020	**Singapore** $'000	**Morocco** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Sri Lanka** $'000	**Singapore** $'000	**Morocco** $'000	**Thailand, Phuket** $'000	**Thailand, Bangkok** $'000	**Sri Lanka** $'000	**Thailand, Phuket** $'000	**Northern Thailand** $'000	**Thailand, Phuket** $'000	**Northern Thailand** $'000	$'000	$'000	**Total** $'000
Total gains or losses for the period included in profit or loss:																	
- Net gain/(loss) from fair value adjustment of investment properties	–	–	–	–	–	–	–	–	–	–	140	–	(17)	(150)	–	–	(27)
- Net loss from fair value adjustment of derivative liability conversion option in convertible bonds	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	(5,702)	(5,702)
- Impairment loss	–	2	(1,723)	–	–	–	(72)	(3,505)	–	–	–	–	–	–	–	–	(5,298)
	–	2	(1,723)	–	–	–	(72)	(3,505)	–	–	140	–	(17)	(150)	–	(5,702)	(11,027)
Other comprehensive income:																	
- Net surplus/(deficit) on revaluation of land and buildings	1,070	–	355	–	–	52	–	(309)	(2,109)	(21)	–	–	–	–	–	–	(962)
- Net loss from fair value adjustment of equity shares	–	–	–	–	–	–	–	–	–	–	–	–	–	–	(451)	–	(451)
	1,070	–	355	–	–	52	–	(309)	(2,109)	(21)	–	–	–	–	(451)	–	(1,413)

48. Fair value of assets and liabilities (cont'd)

(d) Level 3 fair value measurements (cont'd)

(iii) Valuation policies and procedures

The President and Group Managing Director ("President"), who is assisted by Senior Vice President, Group Finance and Corporate Affairs (collectively referred to as the "President office"), oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures. In this regard, the President office reports to the Group's Audit and Risk Committee.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage professional independent property valuers who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance to perform the valuation.

For financial year ended 31 December 2021, the President office has decided to include all the freehold land and buildings and investment properties for the purpose of valuation, due to indication of impairment arising from the COVID-19 pandemic.

For valuations performed by professional independent property valuers, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, professional independent property valuers are requested to calibrate the valuation models and inputs to actual market transactions (which may include transactions entered into by the Group with third parties as appropriate) that are relevant to the valuation if such information is reasonably available.

Significant changes in fair value measurements from period to period are evaluated for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

As a result of the COVID-19 pandemic, assessing fair value as at the reporting date involved considering uncertainties around the underlying assumptions and inputs to fair value given the forward-looking nature of these assumptions. The COVID-19 pandemic has also created unprecedented economic uncertainty, in particular the absence of a significant level of market transactions which are ordinarily a key source of evidence for assessing the fair value of investment properties. As such, the 31 December 2021 valuation process has been adjusted for the current financial year compared to the process that would typically be followed and adopted in more normalised market conditions. In view of uncertainties and lack of market transactions brought upon by COVID-19, the Group performed independent valuation for all freehold land and building and investment properties for the current financial year.

48. Fair value of assets and liabilities (cont'd)

(e) Assets and liabilities not carried at fair value but for which fair value is disclosed

		Fair value measurements at the end of the reporting period using			
		Group		Company	
	Note	Quoted prices in active markets for identical assets (Level 1) $'000	Carrying amount $'000	Quoted prices in active markets for identical assets (Level 1) $'000	Carrying amount $'000
2021					
Assets					
Associates	18	**19,613**	**30,735**	**–**	**–**
2020					
Assets					
Associates	18	15,005	32,713	–	–

(f) Assets and liabilities not carried at fair value and whose carrying amounts are reasonable approximation of fair values

Management has determined that the carrying amounts of cash and short-term deposits, current trade and other receivables, current amounts due to and from subsidiaries, associates and related parties, and current trade and other payables, based on their notional amounts, reasonably approximate their fair values because these are short-term in nature or are repriced frequently.

Long-term receivables and interest-bearing loans and borrowings carry interest which approximates market interest rate. Accordingly, their notional amounts approximate their fair values.

(g) Financial instruments that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair values

Fair value information has not been disclosed for the Group's financial instruments not carried at fair value and whose carrying amounts are not reasonable approximation of fair values, because the fair values cannot be measured reliably.

The loans due from subsidiaries and non-current amounts due from subsidiaries, associates, related parties and third parties (classified within non-current assets) have no repayment terms and are repayable only when the cash flows of the borrowers permit. The non-current deposits classified within non-current assets have no terms of maturity. Accordingly, management is of the view that the fair values of these loans and deposits cannot be determined reliably as the timing of the future cash flows arising from the loans and deposits cannot be estimated reliably.

48. Fair value of assets and liabilities (cont'd)

(h) Classification of financial instruments

Set out below is a comparison by category of carrying amounts of all the Group's and Company's financial instruments that are carried in the financial statements:

Group	Note	Financial assets at amortised cost $'000	Financial assets at FVOCI $'000	Non-financial assets $'000	Total $'000
Year ended 31 December 2021					
Non-current assets					
Property, plant and equipment	13	–	–	567,671	567,671
Right-of-use assets	38	–	–	17,718	17,718
Investment properties	14	–	–	79,689	79,689
Intangible assets	15	–	–	36,723	36,723
Land use rights	16	–	–	2,647	2,647
Associates	18	–	–	111,135	111,135
Long-term investments	19	–	29,010	–	29,010
Deferred tax assets	39	–	–	21,042	21,042
Prepaid island rental	20	–	–	17,557	17,557
Prepayments		–	–	1,555	1,555
Long-term receivables	21	20,418	–	–	20,418
Other receivables	22	4,511	–	–	4,511
Amounts due from related parties	31	2,042	–	–	2,042
		26,971	29,010	855,737	911,718

Group	Note	Financial assets at amortised cost $'000	Financial assets at FVOCI $'000	Fair value through Profit or Loss $'000	Non-financial assets $'000	Total $'000
Year ended 31 December 2021						
Current assets						
Property development costs	24	–	–	–	211,391	211,391
Inventories	25	–	–	–	4,050	4,050
Prepayments and other non-financial assets	26	–	–	–	11,220	11,220
Trade receivables	27	41,884	–	–	–	41,884
Other receivables	28	13,245	–	–	–	13,245
Contract assets	3	–	–	–	1,666	1,666
Amounts due from associates	30	41,869	–	–	–	41,869
Amounts due from related parties	31	52	–	–	–	52
Investments	23	–	72,149	2,010	–	74,159
Cash and short-term deposits	32	112,326	–	–	–	112,326
		209,376	72,149	2,010	228,327	511,862
Total assets		236,347	101,159	2,010	1,084,064	1,423,580

48. Fair value of assets and liabilities (cont'd)

(h) Classification of financial instruments (cont'd)

Group	Note	Liabilities at amortised cost $'000	Non-financial liabilities $'000	Fair value through Profit or Loss $'000	Total $'000
Year ended 31 December 2021					
Current liabilities					
Tax payable		–	11,524	–	11,524
Other non-financial liabilities	33	13,321	–	–	13,321
Interest-bearing loans and borrowings	34	153,576	–	–	153,576
Convertible bonds	35	42,473	–	–	42,473
Derivative liability conversion option in convertible bonds	36	–	–	16,193	16,193
Trade payables		21,825	–	–	21,825
Other payables	37	115,123	–	–	115,123
Contract liabilities	3	–	69,286	–	69,286
Lease liabilities	38	2,291	–	–	2,291
Amounts due to associates	30	17,873	–	–	17,873
Amounts due to related parties	31	648	–	–	648
		367,130	80,810	16,193	464,133
Non-current liabilities					
Deferred tax liabilities	39	–	128,889	–	128,889
Defined and other long-term employee benefits	40	–	5,210	–	5,210
Deposits received		1,901	–	–	1,901
Other non-financial liabilities		–	16,847	–	16,847
Interest-bearing loans and borrowings	34	233,173	–	–	233,173
Other payables		3,239	–	–	3,239
Lease liabilities	38	32,103	–	–	32,103
		270,416	150,946	–	421,362
Total liabilities		637,546	231,756	16,193	885,495

48. Fair value of assets and liabilities (cont'd)

(h) Classification of financial instruments (cont'd)

Group	Note	Financial assets at amortised cost $'000	Financial assets at FVOCI $'000	Non-financial assets $'000	Total $'000
Year ended 31 December 2020					
Non-current assets					
Property, plant and equipment	13	–	–	651,822	651,822
Right-of-use assets	38	–	–	18,769	18,769
Investment properties	14	–	–	62,065	62,065
Intangible assets	15	–	–	35,198	35,198
Land use rights	16	–	–	2,338	2,338
Associates	18	44,343	–	111,263	155,606
Long-term investments	19	–	100,245	–	100,245
Deferred tax assets	39	–	–	23,266	23,266
Prepaid island rental	20	–	–	17,962	17,962
Prepayments		–	–	433	433
Long-term receivables	21	41,530	–	–	41,530
Other receivables	22	4,883	–	–	4,883
Amounts due from related parties	31	17,074	–	–	17,074
		107,830	100,245	923,116	1,131,191

Group	Note	Financial assets at amortised cost $'000	Financial assets at FVOCI $'000	Fair value through Profit or Loss $'000	Non-financial assets $'000	Total $'000
Year ended 31 December 2020						
Current assets						
Property development costs	24	–	–	–	314,091	314,091
Inventories	25	–	–	–	4,987	4,987
Prepayments and other non-financial assets	26	–	–	–	13,461	13,461
Trade receivables	27	38,163	–	–	–	38,163
Other receivables	28	18,045	–	–	–	18,045
Contract assets	3	–	–	–	2,592	2,592
Amounts due from associates	30	2,756	–	–	–	2,756
Amounts due from related parties	31	132	–	–	–	132
Investments	23	–	–	2,006	–	2,006
Cash and short-term deposits	32	51,287	–	–	–	51,287
		110,383	–	2,006	335,131	447,520
Total assets		218,213	100,245	2,006	1,258,247	1,578,711

48. Fair value of assets and liabilities (cont'd)

(h) Classification of financial instruments (cont'd)

Group	Note	Liabilities at amortised cost $'000	Non-financial liabilities $'000	Fair value through Profit or Loss $'000	Total $'000
Year ended 31 December 2020					
Current liabilities					
Tax payable		–	9,290	–	9,290
Other non-financial liabilities	33	–	14,297	–	14,297
Interest-bearing loans and borrowings	34	226,204	–	–	226,204
Trade payables		32,166	–	–	32,166
Other payables	37	116,612	–	–	116,612
Contract liabilities	3	–	52,853	–	52,853
Lease liabilities	38	2,130	–	–	2,130
Amounts due to associates	30	17,886	–	–	17,886
Amounts due to related parties	31	270	–	–	270
		395,268	76,440	–	471,708
Non-current liabilities					
Deferred tax liabilities	39	–	138,017	–	138,017
Defined and other long-term employee benefits	40	–	6,727	–	6,727
Deposits received		1,939	–	–	1,939
Other non-financial liabilities		–	7,792	–	7,792
Interest-bearing loans and borrowings	34	233,096	–	–	233,096
Convertible bonds	35	41,318	–	–	41,318
Derivative liability conversion option in convertible bonds	36	–	–	15,182	15,182
Other payables		3,034	–	–	3,034
Lease liabilities	38	32,298	–	–	32,298
		311,685	152,536	15,182	479,403
Total liabilities		706,953	228,976	15,182	951,111

48. Fair value of assets and liabilities (cont'd)

(h) **Classification of financial instruments** (cont'd)

Company	Note	Financial assets at amortised cost $'000	Fair value through Profit or Loss $'000	Non-financial assets $'000	Total $'000
Year ended 31 December 2021					
Non-current assets					
Intangible assets	15	–	–	3,730	3,730
Subsidiaries	17	1,238	–	561,568	562,806
Associates	18	–	–	869	869
		1,238	–	566,167	567,405
Current assets					
Prepayments and other non-financial assets	26	–	–	699	699
Trade receivables		5,347	–	–	5,347
Other receivables	28	509	–	–	509
Amounts due from subsidiaries	29	169,789	–	–	169,789
Amounts due from associates	30	7,202	–	–	7,202
Amounts due from related parties	31	16	–	–	16
Investments	23	–	2,010	–	2,010
Cash and short-term deposits	32	63,060	–	–	63,060
		245,923	2,010	699	248,632
Total assets		247,161	2,010	566,866	816,037

48. Fair value of assets and liabilities (cont'd)

(h) **Classification of financial instruments** (cont'd)

Company	Note	Liabilities at amortised cost $'000	Non-financial liabilities $'000	Fair value through Profit or Loss $'000	Total $'000
Year ended 31 December 2021					
Current liabilities					
Other non-financial liabilities	33	–	1,051	–	1,051
Interest-bearing loans and borrowings	34	58,825	–	–	58,825
Convertible bonds	35	42,473	–	–	42,473
Derivative liability conversion option in convertible bonds	36	–	–	16,193	16,193
Other payables	37	70,411	–	–	70,411
Amounts due to subsidiaries	29	33,677	–	–	33,677
Amounts due to related parties	31	13	–	–	13
		205,399	1,051	16,193	222,643
Non-current liabilities					
Interest-bearing loans and borrowings	34	33,548	–	–	33,548
Amounts due to subsidiaries		133,852	–	–	133,852
		167,400	–	–	167,400
Total liabilities		372,799	1,051	16,193	390,043

48. Fair value of assets and liabilities (cont'd)

(h) Classification of financial instruments (cont'd)

Company	Note	Financial assets at amortised cost $'000	Fair value through Profit or Loss $'000	Non-financial assets $'000	Total $'000
Year ended 31 December 2020					
Non-current assets					
Intangible assets	15	–	–	3,815	3,815
Subsidiaries	17	1,151	–	635,912	637,063
Associates	18	2,660	–	869	3,529
Long-term receivables		5,720	–	–	5,720
		9,531	–	640,596	650,127
Current assets					
Prepayments and other non-financial assets	26	–	–	13	13
Trade receivables		4,317	–	–	4,317
Other receivables	28	666	–	–	666
Amounts due from subsidiaries	29	185,428	–	–	185,428
Amounts due from associates	30	1,430	–	–	1,430
Investments	23	–	2,006	–	2,006
Cash and short-term deposits	32	15,386	–	–	15,386
		207,227	2,006	13	209,246
Total assets		216,758	2,006	640,609	859,373

48. Fair value of assets and liabilities (cont'd)

(h) Classification of financial instruments (cont'd)

Company	Note	Liabilities at amortised cost $'000	Non-financial liabilities $'000	Fair value through Profit or Loss $'000	Total $'000
Year ended 31 December 2020					
Current liabilities					
Tax payable		–	16	–	16
Other non-financial liabilities	33	–	1,009	–	1,009
Interest-bearing loans and borrowings	34	91,561	–	–	91,561
Other payables	37	66,867	–	–	66,867
Amounts due to subsidiaries	29	17,570	–	–	17,570
Amounts due to associates	30	17,831	–	–	17,831
Amounts due to related parties	31	13	–	–	13
		193,842	1,025	–	194,867
Non-current liabilities					
Interest-bearing loans and borrowings	34	18,813	–	–	18,813
Convertible bonds	35	41,318	–	–	41,318
Derivative liability conversion option in convertible bonds	36	–	–	15,182	15,182
Amounts due to subsidiaries		130,476	–	–	130,476
		190,607	–	15,182	205,789
Total liabilities		384,449	1,025	15,182	400,656

49. Segment information

For management purposes, the Group is organised into business units based on the nature of products and services provided, with each reportable operating segment representing strategic business units that offers different products and serves different markets. The reportable operating segments are as follows:

The Hotel investments segment relates to hotel and restaurant operations.

The Property sales segment comprises hotel residences, Laguna property sales and development project/site sales. Hotel residences business relates to the sale of hotel villas or suites to investors, and continues to be managed by the Group as part of hotel operations. Laguna property sales business relates to the development and sale of properties which are standalone vacation homes in Laguna Phuket. Development project/site sales relates to pure development land sales or development land sales which are fully or partially developed with infrastructure.

The Fee-based segment mainly comprises the management of hotels and resorts, the management and operation of spas, the provision of architectural and design services, the management and ownership of golf courses, and rental of retail outlets and offices.

The Head Office segment relates to expenses incurred by corporate office.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained below, is measured differently from operating profit or loss in the consolidated financial statements.

Geographical information

Revenue derived from management of hotels and resorts, and provision of architectural and design services are reported based on the geographical location of the Group's customers while all other revenue streams are based on the geographical location of the Group's assets. Non-current assets are based on the geographical location of the Group's assets.

The South East Asia segment comprises countries such as Thailand, Indonesia, Malaysia and Vietnam.

The Indian Oceania segment comprises countries such as Seychelles, Maldives, Sri Lanka and India.

The Middle East segment comprises countries such as Dubai, Kuwait and Qatar.

The North East Asia segment comprises countries such as China, Japan, Hong Kong and Macau.

The rest of the world segment comprises countries such as Australia, Guam, Morocco, Americas and Europe.

Allocation basis and transfer pricing

Segments' results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Income taxes are managed on a group basis and are not allocated to operating segments. Unallocated income comprises of other sources of income which are not directly attributable to the identified operating segments.

Transfer prices between business segments are set on an arm's length basis in a manner similar to transactions with third parties. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

Segment accounting policies are the same as the policies of the Group as described in Note 2. The Group generally accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices.

49. Segment information (cont'd)

Information about major customers

There is no concentration of revenue derived from any one single customer for both years ended 31 December 2021 and 2020.

(a) Operating segments

The following tables present revenue and results information regarding the Group's reportable operating segments for the financial years ended 31 December 2021 and 2020:

	Hotel investments $'000	Property sales $'000	Fee-based segment $'000	Head Office $'000	Total $'000
Year ended 31 December 2021					
Revenue:					
Segment revenue					
Sales	59,646	122,788	47,984	–	230,418
Inter-segment sales	(156)	–	(9,034)	–	(9,190)
Sales to external customers	59,490	122,788	38,950	–	221,228
Results:					
Segment results	(38,044)	11,072	9,204	(13,587)	(31,355)
Unallocated income					13,224
Loss from operations and other gains					(18,131)
Finance income	32	1,997	613	996	3,638
Finance costs	(11,035)	(1,477)	(953)	(26,509)	(39,974)
Share of results of associates	(35)	–	–	2,682	2,647
Loss before taxation					(51,820)
Income tax expense					(9,454)
Loss for the financial year					(61,274)

49. Segment information (cont'd)

(a) **Operating segments** (cont'd)

	Hotel investments $'000	Property sales $'000	Fee-based segment $'000	Head Office $'000	Total $'000
Year ended 31 December 2020					
Revenue:					
Segment revenue					
Sales	62,340	69,398	38,089	–	169,827
Inter-segment sales	(164)	–	(11,831)	–	(11,995)
Sales to external customers	62,176	69,398	26,258	–	157,832
Results:					
Segment results	(37,123)	(1,157)	(10,474)	(14,447)	(63,201)
Unallocated income					1,747
Loss from operations and other gains					(61,454)
Finance income	59	2,293	3,375	1,289	7,016
Finance costs	(10,525)	(2,745)	(1,093)	(19,085)	(33,448)
Share of results of associates	37	–	–	(6,723)	(6,686)
Loss before taxation					(94,572)
Income tax expense					(7,936)
Loss for the financial year					(102,508)

49. Segment information (cont'd)

(a) **Operating segments** (cont'd)

The following tables present certain assets, liabilities and other information regarding the Group's reportable operating segments for the financial years ended 31 December 2021 and 2020:

	Hotel investments $'000	Property sales $'000	Fee-based segment $'000	Head Office $'000	Total $'000
Year ended 31 December 2021					
Assets and liabilities:					
Segment assets	**483,974**	**351,257**	**258,978**	**197,194**	**1,291,403**
Associates	**–**	**–**	**230**	**110,905**	**111,135**
Deferred tax assets	**3,212**	**16,316**	**1,146**	**368**	**21,042**
Total assets					**1,423,580**
Segment liabilities	**86,829**	**69,354**	**46,244**	**113,433**	**315,860**
Interest-bearing loans and borrowings	**230,081**	**55,114**	**4,147**	**97,407**	**386,749**
Convertible bonds	**–**	**–**	**–**	**42,473**	**42,473**
Current and deferred tax liabilities	**15,774**	**103,140**	**16,016**	**5,483**	**140,413**
Total liabilities					**885,495**
Other segment information:					
Capital expenditure	**6,372**	**8**	**138**	**234**	**6,752**
Depreciation of property, plant and equipment and right-of-use assets	**18,787**	**1,267**	**1,472**	**319**	**21,845**
Amortisation expense	**722**	**18**	**–**	**85**	**825**
Other non-cash items	**348**	**1,299**	**615**	**2,413**	**4,675**

49. Segment information (cont'd)

(a) Operating segments (cont'd)

	Hotel investments $'000	Property sales $'000	Fee-based segment $'000	Head Office $'000	Total $'000
Year ended 31 December 2020					
Assets and liabilities:					
Segment assets	575,350	451,370	259,592	113,527	1,399,839
Associates	–	–	4,041	151,565	155,606
Deferred tax assets	3,332	15,850	2,883	1,201	23,266
Total assets					1,578,711
Segment liabilities	78,998	72,501	38,116	113,573	303,188
Interest-bearing loans and borrowings	239,042	72,851	4,605	142,802	459,300
Convertible bonds	–	–	–	41,318	41,318
Current and deferred tax liabilities	60,287	75,381	7,672	3,965	147,305
Total liabilities					951,111
Other segment information:					
Capital expenditure	8,544	8	284	360	9,196
Depreciation of property, plant and equipment and right-of-use assets	21,804	1,604	1,858	291	25,557
Amortisation expense	702	–	–	77	779
Other non-cash items	1,058	780	624	(327)	2,135

(b) Geographical information

The following tables present revenue information based on the geographical location of customers or resorts and non-current assets information based on the geographical location of assets:

	Revenue		Non-current assets	
	2021 $'000	2020 $'000	**2021 $'000**	2020 $'000
Singapore	**469**	594	**84,066**	86,191
South East Asia	**68,380**	129,203	**658,867**	722,426
Indian Oceania	**37,302**	17,246	**52,033**	53,735
Middle East	**1,637**	219	**–**	–
North East Asia	**10,762**	6,134	**28,987**	26,102
Rest of the world	**102,678**	4,436	**10,742**	11,396
	221,228	157,832	**834,695**	899,850

Non-current assets information presented above consist of property, plant and equipment, right-of-use assets, investment properties, intangible assets, land use rights, associates, prepaid island rental and prepayments as presented in the consolidated balance sheet.

50. Authorisation of financial statements

The financial statements for the financial year ended 31 December 2021 were authorised for issue in accordance with a resolution of the directors on 18 March 2022.

ADDITIONAL INFORMATION

WORLDWIDE RESORTS

Banyan Tree

Africa

Banyan Tree Tamouda Bay
Route Nationale 13, POB 526
93100 Fnideq, Morocco
Tel : +00 212 539 669 999
Fax : +00 212 539 669 985
reservations-tamoudabay@
banyantree.com

Americas

Banyan Tree Cabo Marqués
Blvd. Cabo Marqués, Lote 1
Col. Punta Diamante
Acapulco, Guerrero 39907
Mexico
Tel : +52 744 980 0685
Tel : +1 855 224 9990
cabomarques@banyantree.com

Banyan Tree Mayakoba
Carretera Federal Chetumal-Puerto
Juárez Km. 298 Playa del Carmen
Quintana Roo
Mexico
Tel : +52 984 877 3699
reservations-mayakoba@
banyantree.com

Banyan Tree Puebla
10 Norte #1402, Col. Barrio del Alto
Puebla, Puebla. CP. 72000
Mexico
Tel : +52 222 122 2300
reservations-puebla@banyantree.com

Asia Pacific

Banyan Tree Anji
Baimu Nong, Baishuiwan Village
Tianhuangping Town,
Anji County, Huzhou City
Zhejiang Province 313311
People's Republic of China
Tel : +86 572 5891818
anji@banyantree.com

Banyan Tree Bangkok
21/100 South Sathon Road
Sathon, Bangkok 10120
Thailand
Tel : +66 (0) 2 679 1200
bangkok@banyantree.com

Banyan Tree Bintan
Jalan Teluk Berembang
Laguna Bintan Resorts, Lagoi 29155
Indonesia
Tel : +62 770 693 100
reservations-bintan@banyantree.com

Banyan Tree Chongqing Beibei
No. 101 Hot Spring Road
Chengjiang, Beibei District
Chongqing 400700
People's Republic of China
Tel : +86 023 6030 8888
reservations-chongqingbeibei@
banyantree.com

Banyan Tree Club & Spa Seoul
60, JangChungdan-Ro
Jung-Gu, Seoul 100-857
South Korea
Tel : +82 2 2250 8000
clubandspa-seoul@banyantree.com

**Banyan Tree Doha
At La Cigale Mushaireb**
Al Khaleej Street, Mushaireb
P.O. Box 4928, Doha
Qatar
Tel: +974 4410 3333
info-doha@banyantree.com

Banyan Tree Hangzhou
2 Westbrook Resort
Zijingang Road, Hangzhou
Zhejiang Province 310030
People's Republic of China
Tel : +86 571 8586 0000
hangzhou@banyantree.com

Banyan Tree Huangshan
No.1 Banyan Tree Road
Hongcun Town, Yi County
Huangshan
Anhui Province 245531
People's Republic of China
Tel : +86 559 226 5000
huangshan@banyantree.com

Banyan Tree Jiuzhaigou
No.1 Baohai Road
Baohua Town
Jiuzhaigou County, Aba,
Sichuan Province 623400
People's Republic of China
Tel : +86 837 889 8888
jiuzhaigou@banyantree.com

Banyan Tree Krabi
279 Tambon Nongtalay
Amphoe Muang
Krabi 81180
Thailand
Tel : +66 75 811 888
reservatiions-krabi@banyantree.com

Banyan Tree Kuala Lumpur
2 Jalan Conlay,
Kuala Lumpur 50450
Malaysia
Tel : +603 2113 1888
kualalumpur@banyantree.com

**Banyan Tree Lăng Cô,
Central Vietnam**
Cu Du Village
Loc Vinh Commune
Phu Loc District
Thua Thien Hue Province
Vietnam
Tel : +84 234 3695 888
reservations-langco@
banyantree.com

Banyan Tree Lijiang
Yuerong Road, Shuhe
Gucheng District, Lijiang,
Yunnan Province 674100
People's Republic of China
Tel : +86 888 533 1111
reservations-lijiang@banyantree.com

Banyan Tree Macau
Galaxy Macau™ Resort
Avenida Marginal
Flor de Lotus Cotai, Macau
China
Tel : +853 8883 6888
reservation@banyantreemacau.com

Banyan Tree Nanjing Garden Expo
No. 8 Mengyue Road, Tangshan Street
Jiangning District, Nanjing
Jiangsu Province 211131
People's Republic of China
Tel : +86 025 8713 9999
nanjing.gardenexpo@banyantree.com

Banyan Tree Phuket
33, 33/27 Moo 4
Srisoonthorn Road
Cherngtalay, Amphur Talang
Phuket 83110
Thailand
Tel : +66 (0) 76 372 400
phuket@banyantree.com

Banyan Tree Veya Phuket
33, 33/27 Moo 4
Srisoonthorn Road
Cherngtalay, Amphur Talang
Phuket 83110
Thailand
Tel : +66 (0) 76 372 400
phuket@banyantree.com

**DoublePool Villas by Banyan Tree,
Phuket**
33, 33/27 Moo 4
Srisoonthorn Road
Cherngtalay, Amphur Talang
Phuket 83110
Thailand
Tel : +66 (0) 76 372 400
phuket@banyantree.com

Banyan Tree Ringha
Hong Po Village
Jian Tang Town
Shangrila County
Diqing, Tibetan Autonomous
Prefecture
Yunnan Province 674400
People's Republic of China
Tel : +86 887 828 8822
ringha@banyantree.com

Banyan Tree Samui
99/9 Moo 4, Maret, Samui
Surat Thani 84310
Thailand
Tel : +66 077 915 333
samui@banyantree.com

Banyan Tree Sanya
No. 6 Luling Road, Luhuitou Bay,
Sanya, Hainan Province 572000
People's Republic of China
Tel : +86 898 8860 9988
sanya@banyantree.com

**Banyan Tree Shanghai
On The Bund**
19 Gong Ping Road
Hongkou District
Shanghai 200082
People's Republic of China
Tel : +86 212 509 1188
shanghaionthebund@
banyantree.com

Banyang Tree Tengchong
Mayugu International Hot
Springs Resorts
Beihai Town, Tengchong County
Yunnan Province 679100
People's Republic of China
Tel : +86 875 899 9888
tengchong@banyantree.com

Banyan Tree Tianjin Riverside
No. 34 Haihe East Road
Hebei District
Tianjin Province 300010
People's Republic of China
Tel : +86 22 5861 9999
tianjinriverside@banyantree.com

Banyan Tree Yangshuo
No. 168 Zhengdong Street
Fuli Town
Yangshuo County, Guilin City
Guangxi Province 541905
People's Republic of China
Tel : +86 773 322 8888
reservations-yangshuo@
banyantree.com

South Asia

Banyan Tree Vabbinfaru
Vabbinfaru Island
North Malé Atoll
Republic of Maldives
Tel : +960 664 3147
reservations-vabbinfaru@
banyantree.com

Angsana

Africa

Angsana Balaclava Mauritius
Turtle Bay
Balaclava
Republic of Mauritius
Tel : +230 204 1888
balaclava@angsana.com

**Angsana Riads Collection
Morocco**
Riad Dar Zaouia
N. 1 Riad Zitoun Jdid Derb
Nakouss Derb Zaouia
40000 Marrakech
Morocco
Tel : +212 678 966 125
marrakech@angsana.com

Angsana Riads Si Said*
N. 1-2-4 Derb Abbes El Fassi
Riad Zitoun Jdid, Medina
40000 Marrakech
Morocco

* Key area for guest check-in

Americas

Angsana Cayo Santa Maria
Cayo Las Brujas, Caibarien,
Villa Clara, Cuba
angsana.com/cuba/cayo-santa-maria

Asia Pacific

Angsana Bintan
Jalan Teluk Berembang
Laguna Bintan Resorts
Lagoi 29155
Indonesia
Tel : +62 770 693 111
reservations-bintan@angsana.com

Angsana Hangzhou
8 Westbrook Resort
Zijingang Road
Hangzhou
Zhejiang Province 310030
People's Republic of China
Tel : +86 571 8500 2000
hangzhou@angsana.com

Angsana Laguna Phuket
10 Moo 4 Srisoonthorn Road
Phuket 83110
Thailand
Tel : +66 76 358 500
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Angsana Lăng Cô, Central Vietnam
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Loc Vinh Commune
Phu Loc District
Thua Thien Hue Province
Vietnam
Tel : +84 234 3695 800
reservations-langco@angsana.com

Angsana Teluk Bahang
11, Jalan Teluk Bahang
Penang 11050
Malaysia
Tel : +6 04 8170 888
telukbahang@angsana.com

Angsana Villas Resort Phuket
142/3 Moo.6, Cherngtaly, Thalang
Phuket 83110
Thailand
Tel : +66 76 358 500
reservations-villasresort@
angsana.com

Angsana Xi'an Lintong
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Lintong District, Xi'an
Shaanxi Province 710600
People's Republic of China
Tel : +86 029 8387 8888
reservations-xianlintong@
angsana.com

WORLDWIDE RESORTS

Angsana Xishuangbanna
Manxing Lake Menghai
Xingshuangbanna Dai
Autonomous Prefecture
Yunnan Province 666200
People's Republic of China
Tel : +86 (0)691 899 6888
xishuangbanna@angsana.com

Angsana Zhuhai Phoenix Bay
No. 9 Quanxing East Road,
Hi-Tech Zone, Zhuhai,
Guangdong Province 519000
People's Republic of China
Tel : +86 (0)756 6331 999
zhuhai@angsana.com

Maison Souvannaphoum Hotel by Angsana
Rue Chao Fa Ngum
Banthatluang, PO Box 741
Luang Prabang,
Laos
Tel : +856 71 254 609
reservations-maison@angsana.com

Europe

Angsana Corfu
Epar. Od. Vrionis-Aghiou Nikolaou
Mpenitses 490 84
Greece
Tel : +30 26610 22900
reservations-corfu@angsana.com

South Asia

Angsana Ihuru
North Malé Atoll
Republic of Maldives
Tel : +960 664 3502
reservations-ihuru@angsana.com

Angsana Oasis Spa & Resort
Northwest Country
Main Doddaballapur Road
Rajankunte Bangalore 560064
India
Tel : +98 4521 1036
bangalore@angsana.com

Angsana Velavaru
South Nilandhe Atoll (Dhaalu Atoll)
Republic of Maldives
Tel : +960 676 0028
reservations-velavaru@angsana.com

Cassia

Asia Pacific

Cassia Bintan
Jalan Teluk Berembang
Laguna Bintan Resorts
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Indonesia
Tel : +62 770 693 100
reservations-bintan@cassia.com

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64 Moo 4 Srisoonthorn Road
Tambon, Cherngtalay, Amphur
Thalang, Phuket 83110
Thailand
Tel : +66 76 356999
reservations-phuket@cassia.com

Dhawa

Americas

Dhawa Cayo Santa Maria
Cayo Las Brujas Caibarien, Villa Clara
Cuba
dhawa-cuba.com

Dhawa Quzhou
No.399 of Jiuhuazhong road in
Baiyun Street
Kecheng District, Quzhou
Zhejiang Province 324000
People's Republic of China
dhawa.com/en/dhawa-quzhou/
quzhou.html

Garrya

Asia Pacific

Garrya Huzhou Lucun
666 Changlu Rd, Balidianzhen
Wuxing District, Huzhou
Zhejiang Province 313028
People's Republic of China
Tel : +86 572 260 0888
garrya.com

Garrya Xi'an Lintong
No.6 Fenghuang Avenue
Lintong District, Xi'an
Shaanxi Province 710600
People's Republic of China
Tel : +86 298 137 2222
garrya.com

Homm

Asia Pacific

Homm Bliss Southbeach Patong
40 Thaveewong Road
Patong, Kathu
Phuket 83150
Thailand
Tel : +66 (0) 76 292 099
Fax : +66 (0) 76 292 100
reservations-blisspatong@
hommhotels.com

Other Hotels & Resorts

Americas

Hacienda Xcanatun by Angsana
20 Street s/n, Xcanatún
Yucatan 97302
Mexico
Tel : +52 999 9302140
hacienda-xcanatun@angsana.com

Asia Pacific

Pavilion Hotel Kuala Lumpur Managed by Banyan Tree
170, Jalan Bukit Bintang,
Kuala Lumpur 55100
Malaysia
Tel : +603 2117 2888
pavilionhotel-kualalumpur@
banyantree.com

WORLDWIDE OFFICES

Corporate Office

Banyan Tree Holdings Limited
211 Upper Bukit Timah Road
Singapore 588182
Tel : +65 6849 5888
corporate@banyantree.com

Worldwide Sales

Americas

North America
Leisure
Tel: 1 (646) 861-3627
Linda.schilling@banyantree.com

Asia Pacific

Guangzhou
Tel : +86 137 1088 6611
cawin.li@banyantree.com

Hong Kong
Tel : +852 9718 6360
sales-hongkong@banyantree.com
sales-hongkong@angsana.com

Japan
DID : +813 5542 3517
Tel : +90 7714 2751
sales-tokyo@banyantree.com
sales-tokyo@angsana.com

Shanghai
Tel : +86 139 1662 0627
wendy.song@banyantreee.com

Europe

Austria, Germany & Switzerland
Tel : +49 177 5535 712
sales-germany@banyantree.com
sales-germany@angsana.com

United Kingdom
Tel : +44 7500 887 369
sales-london@banyantree.com
sales-london@angsana.com

Worldwide Reservations Toll-Free Numbers

Americas

Mexico
Tel : 800 872 0462

United States
Tel : 1 844 838 2229

Asia Pacific

Australia
Tel : 1 800 960 288

China
Tel : 400 120 0188

Malaysia
Tel : 1-800-81-6000

Singapore
Tel : 800 852 6688

South Korea
Tel : 080-899-3188

Taiwan
Tel : 80 909 9288

Thailand
Tel : 1800 852 8818

Europe

Russia
Tel : 8 800 301-16-88

United Kingdom
Tel : 808 101 7667

CORPORATE INFORMATION

Board Of Directors

Ho KwonPing (Executive Chairman)
Tan Chian Khong
Karen Tay Koh
Paul Beh Jit Han
Arnoud De Meyer
Lien Choong Luen
Parnsiree Amatayakul
Gaurav Bhushan
Jason Chew Van Hoong
Mohamed Al-Hashmi (Alternate Director to Jason Chew Van Hoong)
Ho Ren Hua
Ding Changfeng

Audit & Risk Committee

Tan Chian Khong (Chairman)
Karen Tay Koh
Lien Choong Luen

Nominating Committee

Paul Beh Jit Han (Chairman)
Ho KwonPing
Tan Chian Khong
Arnoud De Meyer

Remuneration Committee

Karen Tay Koh (Chairman)
Paul Beh Jit Han
Arnoud De Meyer

Management Team

Claire Chiang
Ho KwonCjan
Eddy See Hock Lye
Shankar Chandran
Dharmali Kusumadi
Stuart Reading
KC Moy
Alan Chin
Cindy Lee
Ho Ren Yung
Philip Lim
Peter Hechler
Bobby Ong
Gavin Herholdt
Carolyn Zhang
Sachiko Shiina
Anthony Loh
Peter Wang
Eric Zhang

Registered Address

Banyan Tree Holdings Limited
211 Upper Bukit Timah Road
Singapore 588182
Tel : +65 6849 5888

Share Registrar

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
Keppel Bay Tower,
#14-07
Singapore 098632

Auditor

Ernst & Young LLP
One Raffles Quay
North Tower Level 18
Singapore 048583

Partner in charge
(since financial year ended 31 December 2021)
Wong Yew Chung

Solicitor

WongPartnership LLP

Bankers

Malayan Banking Berhad
Qatar National Bank (Q.P.S.C.)
The Siam Commercial Bank Public Company Limited
The Hong Kong and Shanghai Banking Corporation Limited

Company Secretary

Moy Keen Choy ("KC Moy")
Tel : +65 6849 5888
moy.keenchoy@banyantree.com

Business Development

bd@banyantree.com

Brand and Commercial

211 Upper Bukit Timah Road
Singapore 588182
Tel : +65 6849 5888
pr@banyantree.com

STATISTICS OF SHAREHOLDINGS

as at 18 March 2022

Issued and Paid-up Capital	-	S$253,186,062
Class of Shares	-	Ordinary Shares
Voting Rights	-	One vote per share except for treasury shares

Distribution Of Shareholdings

Size of shareholdings	No. of shareholders	%	No. of shares	%
1 – 99	20	0.64	695	0.00
100-1000	435	13.95	370,712	0.04
1,001 – 10,000	1,663	53.32	8,969,028	1.04
10,001 – 1,000,000	980	31.42	54,066,857	6.28
1,000,001 and above	21	0.67	797,581,680	92.64
Total	**3,119**	**100.00**	**860,988,972***	**100.00**

* The total number of issued shares excludes 1,230,200 treasury shares. Percentage of 1,230,200 treasury shares against total number of issued shares (excluding treasury shares) is 0.14%.

Substantial Shareholders[1]

Size of shareholdings	Direct interest No. of shares	%[2]	Deemed interest No. of shares	%[2]
Ho KwonPing[3]	-	-	301,948,882	35.07
Claire Chiang[4]	-	-	293,319,882	34.07
Ho KwonCjan[5]	16,000,000	1.86	49,629,000	5.76
Bibace Investments Ltd[6]	-	-	286,519,882	33.28
Bibace Management Company Limited (acting as trustee of The Bibace Trust)[7]	-	-	286,519,882	33.28
Bibace Management Company Limited (acting as trustee of Merit Trust)[7]	-	-	286,519,882	33.28
Bibace Management Company Limited (acting as trustee of Ho Ren Hua Family Line Trust)[7]	-	-	286,519,882	33.28
Bibace Management Company Limited (acting as trustee of Ho Ren Yung Family Line Trust)[7]	-	-	286,519,882	33.28
Bibace Management Company Limited (acting as trustee of Ho Ren Chun Family Line Trust)[7]	-	-	286,519,882	33.28
Banyan Tree Global Foundation Limited[8]	-	-	286,519,882	33.28
Qatar Holding LLC[9]	-	-	205,870,443	23.91
Qatar Investment Authority[10]	-	-	205,870,443	23.91
Goodview Properties Pte Ltd	43,500,000	-	43,500,000	5.05
Far East Organization Centre Pte. Ltd.[11]	-	-	43,500,000	5.05
Ng Chee Siong and Ng Chee Tat Philip, Joint Executors of Estate of Ng Teng Fong[12]	-	-	43,500,000	5.05
Ng Chee Siong[13]	-	-	43,500,000	5.05
Ng Chee Tat Philip[14]	-	-	43,500,000	5.05

STATISTICS OF SHAREHOLDINGS

as at 18 March 2022

[1] As shown in the Register of Substantial Shareholders and based on the notifications and information received by the Company.
[2] Percentage shareholding is based on issued share capital as at 18 March 2022 (excluding treasury shares).
[3] Ho KwonPing, a named beneficiary of The Bibace Trust, is deemed to have an interest in the Shares held by HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Bibace) as a result of The Bibace Trust's shareholding interest in Bibace. He is also deemed to have an interest in the Shares held by Recourse Investments Ltd. and HSBC (Singapore) Nominees Pte Ltd (acting as nominee for RHYC Pte. Ltd., KAP Holdings Ltd. and Li-Ho Holdings (Private) Limited).
[4] Claire Chiang, a named beneficiary of The Bibace Trust, is deemed to have an interest in the Shares held by HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Bibace) as a result of The Bibace Trust's shareholding interest in Bibace. She is also deemed to have an interest in the Shares held by Recourse Investments Ltd. and HSBC (Singapore) Nominees Pte Ltd (acting as nominee for RHYC Pte. Ltd. and KAP Holdings Ltd.).
[5] Ho KwonCjan is deemed to have an interest in the Shares held by ICD (HK) Limited, Freesia Investments Ltd and HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Li-Ho Holdings (Private) Limited).
[6] Bibace is deemed to have an interest in the Shares held by its nominee, HSBC (Singapore) Nominees Pte Ltd.
[7] Bibace Management Company Limited (acting as trustee of The Bibace Trust) is deemed to have an interest in the Shares in which Bibace has an interest as a result of The Bibace Trust's shareholding interest in Bibace. Bibace Management Company Limited (acting as trustee of each of the Merit Trust, the Ho Ren Hua Family Line Trust, the Ho Ren Yung Family Line Trust and the Ho Ren Chun Family Line Trust) is deemed to have an interest in the same Shares as it is a named beneficiary of The Bibace Trust in these capacities.
[8] Banyan Tree Global Foundation Limited, a named beneficiary of The Bibace Trust, is deemed to have an interest in the Shares held by HSBC (Singapore) Nominees Pte Ltd (acting as nominee for Bibace) as a result of The Bibace Trust's shareholding interest in Bibace.
[9] Qatar Holding LLC ("**QH**") is deemed to have an interest in the Shares held through third party nominees.
[10] Qatar Investment Authority is deemed to have an interest in the Shares held by its wholly-owned subsidiary, QH.
[11] Far East Organization Centre Pte. Ltd. has a controlling interest in Goodview Properties Pte Ltd and is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.
[12] The Estate of Ng Teng Fong (the "Estate") has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Siong, in his capacity as Joint Executor with Ng Chee Tat Philip of the Estate is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.
[13] The Estate has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Siong is a beneficiary of the Estate and is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.
[14] The Estate has a controlling interest in Far East Organization Centre Pte. Ltd., which in turn has a controlling interest in Goodview Properties Pte Ltd. Ng Chee Tat Philip is a beneficiary of the Estate and is therefore deemed to be interested in the Shares held by Goodview Properties Pte Ltd.

Twenty Largest Shareholders
(as shown in the Register of Members and Depository Register)

No	Size of shareholdings	No. of shares	%
1	HSBC (SINGAPORE) NOMINEES PTE LTD	333,252,382	38.71
2	DBSN SERVICES PTE. LTD.	205,894,443	23.91
3	CITIBANK NOMINEES SINGAPORE PTE LTD	46,097,503	5.35
4	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	42,066,000	4.89
5	UOB KAY HIAN PRIVATE LIMITED	41,153,000	4.78
6	ICD (HK) LIMITED	31,000,000	3.60
7	RAFFLES NOMINEES (PTE.) LIMITED	26,162,516	3.04
8	DBS NOMINEES (PRIVATE) LIMITED	17,858,802	2.07
9	HO KWONCJAN	16,000,000	1.86
10	FREESIA INVESTMENTS LTD	10,000,000	1.16
11	RECOURSE INVESTMENTS LTD.	6,000,000	0.70
12	PHILLIP SECURITIES PTE LTD	5,349,900	0.62
13	MERRILL LYNCH (SINGAPORE) PTE. LTD.	3,480,568	0.40
14	MAYBANK SECURITIES PTE. LTD.	3,186,066	0.37
15	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	1,895,800	0.22
16	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	1,847,100	0.21
17	TAN TZE LIM	1,548,800	0.18
18	ANG KOON SAN SUNNY	1,488,000	0.17
19	ARIEL P VERA	1,120,500	0.13
20	ABN AMRO CLEARING BANK N.V.	1,092,200	0.13
	TOTAL	**796,493,580**	**92.50**

As at 18 March 2022, approximately of 28.70% of the Company's issued ordinary shares (excluding treasury shares) is held by the public and, therefore Rule 723 of Listing Manual is complied with.

NOTICE OF ANNUAL GENERAL MEETING

Banyan Tree Holdings Limited
(Incorporated in the Republic of Singapore)
(Company Registration No. 200003108H)
(the "Company")

NOTICE IS HEREBY GIVEN that the Twenty-second Annual General Meeting ("**AGM**") of the Company will be held by way of electronic means on Friday, 29 April 2022 at 2.30 p.m. to transact the business set out below. Please refer to the section titled "IMPORTANT INFORMATION" below for details.

Ordinary Business

1 To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Independent Auditor's Report thereon.

2 To re-elect the following directors of the Company ("**Directors**") who are retiring by rotation in accordance with Regulations 100 and 101 of the Constitution of the Company (the "**Constitution**") and who, being eligible, offer themselves for re-election:-

i. Mr Ho KwonPing
ii. Mr Chew Van Hoong Jason
iii. Mrs Karen Tay Koh

3 To re-elect each of the following Directors who will cease to hold office in accordance with Regulation 106 of the Constitution and who, being eligible, offers themself for re-election:

i. Ms Parnsiree Amatayakul
ii. Mr Lien Choong Luen

4 To approve payment of Directors' Fees of S$762,882 for the financial year ended 31 December 2021 (FY2020: S$535,155).

5 To re-appoint Ernst & Young LLP as the Auditor of the Company to hold office until the next AGM and to authorise the Directors of the Company to fix their remuneration.

Special Business

6 To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:

6.1 That authority be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**"), to:

(a) (i) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) (even though the authority conferred by this Resolution 6.1 may have ceased to be in force) issue Shares pursuant to any Instrument made or granted by the Directors while this Resolution 6.1 was in force, provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution 6.1 (including Shares to be issued pursuant to Instruments made or granted pursuant to this Resolution 6.1) shall not exceed 50 per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 6.1) shall not exceed 20 per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the **"SGX-ST"**)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution 6.1 is passed, after adjusting for:

(i) any new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 6.1 is passed; and

(ii) any subsequent bonus issue, consolidation or sub-division of Shares;

(3) in exercising the authority conferred by this Resolution 6.1, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST (the **"Listing Manual"**) for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 6.1 continues in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

6.2 That the Directors be and are hereby authorised to:

(a) grant awards in accordance with the provisions of the Banyan Tree Share Award Scheme 2016; and

(b) allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of awards under the Banyan Tree Share Award Scheme 2016,

provided that the total number of Shares which may be issued and/or transferred pursuant to awards granted under the Banyan Tree Share Award Scheme 2016, when added to the total number of Shares issued and issuable and/or existing Shares transferred and transferrable in respect of all awards granted under the Banyan Tree Share Award Scheme 2016 and all Shares, options and awards granted under any share scheme of the Company then in force, shall not exceed five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the award, and that such authority, unless revoked or varied by the Company in a general meeting, continues in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

6.3 That:

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual, for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual, to enter into any of the transactions falling within the types of interested person transactions described in Appendix 1 to the Letter to Shareholders dated 7 April 2022 (the **"Letter"**), with any person who falls within the classes of interested persons described in Appendix 1 to the Letter, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for interested person transactions as set out in Appendix 1 to the Letter (the **"IPT Mandate"**);

(b) the IPT Mandate, unless revoked or varied by the Company in general meeting, continues in force until the date that the next AGM of the Company is held or required by law to be held, whichever is the earlier;

(c) the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and

(d) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

6.4 That:

(a) for the purposes of the Companies Act, the authority conferred on the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchase(s) (each a **"Market Purchase"**) on the SGX-ST; and/or

(ii) off-market purchase(s) (each an **"Off-Market Purchase"**) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to the provisions of the Companies Act and the Listing Manual as may for the time being be applicable, be and is hereby approved generally and unconditionally (the **"Share Buyback Mandate"**);

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next AGM is held or required by law to be held; and

(ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"Maximum Limit" means that number of Shares representing not more than one per cent. (1%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); and

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding related expenses) which shall not exceed:

(i) in the case of a Market Purchase, 105 per cent. (105%) of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120 per cent. (120%) of the Highest Last Dealt Price,

where:

"Relevant Period" means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days (a **"Market Day"** being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days and the day on which the purchase or acquisition is made;

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

7 To transact any other business as may properly be transacted at an AGM.

By Order of the Board

Moy Keen Choy
Company Secretary
Singapore, 7 April 2022

Explanatory Notes

In relation to Ordinary Resolution 2(i), Mr Ho KwonPing will, upon re-election as Director, continue to serve as the Executive Chairman and a member of the Nominating Committee.

In relation to Ordinary Resolution 2(ii), Mr Chew Van Hoong Jason will, upon re-election as Director, continue to serve as a Non-Independent Non-Executive Director.

In relation to Ordinary Resolution 2(iii), Mrs Karen Tay Koh will, upon re-election as Director, continue to serve as the Chairman of the Remuneration Committee and a member of Audit & Risk Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

In relation to Ordinary Resolution 3(i), Ms Parnsiree Amatayakul will, upon re-election as Director, continue to serve as an Independent Director.

In relation to Ordinary Resolution 3(ii), Mr Lien Choong Luen will, upon re-election as Director, continue to serve as a member of the Audit & Risk Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

Ordinary Resolution 4, if passed, relates to the payment of Directors' fees for the financial year ended 31 December 2021. Directors' fees are for services rendered by the Non-Executive Directors on the Board as well as the various Board Committees. The amount also includes complimentary accommodation, spa and gallery benefits provided to the Non-Executive Directors.

Detailed information on the Directors who are proposed to be re-elected can be found under the "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2021.

Statement pursuant to Regulation 61 of the Company's Constitution

Ordinary Resolution 6.1, if passed, will empower the Directors, from the date of the passing of Ordinary Resolution 6.1 to the date of the next AGM, to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares pursuant to such Instruments, up to an amount not exceeding in total 50 per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20 per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) for issues other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 6.1 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time that Ordinary Resolution 6.1 is passed; and (b) any subsequent bonus issue, consolidation or sub-division of Shares.

Ordinary Resolution 6.2, if passed, will empower the Directors, from the date of this AGM until the next AGM, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to grant awards, and to allot and issue new Shares, pursuant to the Banyan Tree Share Award Scheme 2016, provided that the total number of Shares which may be issued and/or transferred pursuant to awards granted under the Banyan Tree Share Award Scheme 2016, when added to the total number of Shares issued and issuable and/or existing Shares transferred and transferrable in respect of all awards granted under the Banyan Tree Share Award Scheme 2016 and all Shares, options and awards granted under any share scheme of the Company then in force, shall not exceed five per cent. (5%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding the relevant date of the award.

Ordinary Resolution 6.3, if passed, will authorise the Interested Person Transactions as described in the Letter and recurring in the year, and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority, unless revoked or varied by the Company in general meeting, continues in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier.

Ordinary Resolution 6.4, if passed, will empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) Shares on the terms of the Share Buyback Mandate as set out in the Letter. This authority, unless revoked or varied by the Company in general meeting, continues in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier.

Apart from using its internal sources of funds, the Company may obtain or incur borrowings to finance its purchases or acquisitions of Shares. The Directors do not propose to exercise the Share Buyback Mandate to such extent that it would result in any material adverse effect to the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST. The amount of financing required for the Company to purchase its Shares pursuant to the Share Buyback Mandate and the impact on the Company's financial position, cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased and the purchase prices paid at the relevant times.

An illustration of the financial impact of the Share purchases by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2021 is set out in the Letter.

IMPORTANT INFORMATION:

Shareholders of the Company ("Shareholders") should take note of the following arrangements for the AGM:

(a) **Attendance in Person:** The AGM will be conducted only by electronic means and Shareholders will not be able to physically attend the AGM. The proceedings of the AGM will be broadcast through a "live" webcast ("Webcast") comprising both video (audio-visual) and audio-only feeds. Please pre-register for the Webcast if you wish to attend the AGM.

(b) **Live Audio and Video Webcast:** All Shareholders as well as investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) (**"Investors"**) (including Central Provident Fund (**"CPF"**) and Supplementary Retirement Scheme (**"SRS"**) (**"CPF/SRS investors"**)), who wish to follow the proceedings of the AGM through the Webcast must **pre-register online at** http://smartagm.sg/BANYANTREEAGM2022 for verification purposes. The Website will be open for pre-registration from 2.30 pm, 7 April 2022 and will close at **2.30 p.m., 26 April 2022**. Following verification, details on how to join the Webcast/live audio will be sent to you on or around 5 p.m., 28 April 2022 via the e-mail address provided on pre-registration. Please use the provided access and/or identification credentials/telephone number to access the Webcast/ live audio.

Please contact the Company at ir@banyantree.com if you have queries on the Webcast/live audio.

(c) Submission of Questions: Shareholders and Investors will not be able to ask questions "live" via the webcast. All Shareholders and Investors can submit questions relating to the business of the AGM either (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to ir@banyantree.com. Questions must be submitted by **2.30 p.m., 15 April 2022**. The Company will endeavour to respond to substantial and relevant questions received from Shareholders via SGXNET and the Company's website by **2.30 p.m., 23 April 2022** (being 72 hours prior to the closing date and time for the lodgment of the proxy forms.

(d) **Voting Solely via Appointing Chairman as Proxy (Submit a Proxy Form):** Shareholders will only be able to vote at the AGM by appointing the Chairman as proxy to vote on their behalf. Duly completed Proxy Forms must be deposited with the Company (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to ir@banyantree.com (e.g. a clear scanned signed form in PDF) and received by the Company by **2.30 p.m. on 26 April 2022** (being 72 hours before the time fixed for the AGM). The Proxy Form can be downloaded from SGXNET or the Company's website. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the AGM.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email in view of the current COVID-19 situation.

(e) **Investors who hold Shares through Relevant Intermediaries (including CPF/SRS Investors):** Investors (including CPF/SRS investors) should **not** make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank / SRS Operator at least **seven working days** before the AGM (i.e. **by 20 April 2022**), to ensure that their votes are submitted.

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO BUSINESS OF THE AGM

All documents and information relating to the business of the AGM (including the Annual Report, Letter to Shareholders and the Proxy Form) have been published on SGXNET (www.sgx.com) and the Company's website at http://investor.banyantree.com/. Printed copies will not be sent to Shareholders.

FURTHER UPDATES

Shareholders should note that the manner of conduct of the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conduct of the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company - (i) consents to the collection, use and disclosure of personal data by the Company, its agents and/or service providers for: (1) processing, administering and/or analysing information of proxy(ies) and/or representative(s) appointed by the member for the AGM (including any adjournment thereof) (2) preparing and/or compiling attendance lists, minutes and/or other documents relating to the AGM (including any adjournment thereof), (3) the Company (and/or its agents or its service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines, (4) recording and transmitting images and voice recordings when broadcasting the AGM proceedings through the Webcast, and (5) such purposes as set out in Company's Privacy Policy as set out at www.banyantree.com/en/privacy-policy (collectively, the **"Purposes"**); (ii) represents and warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company, its agents and/or service providers, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure, by the Company, its agents and/or service providers, of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) shall indemnify the Company in respect of any claims, actions, proceedings, penalties, liabilities, claims, demands, losses, damages, costs and expenses brought against Company or suffered or incurred by Company as a result of the member's breach of warranty set forth herein.

PROXY FORM

PROXY FORM

IMPORTANT:

1. Alternate arrangements relating to, among others, attendance, submission of questions in advance and/or voting at the AGM are set out in the Notice of AGM dated 7 April 2022.
2. This Proxy Form is not valid for use by investors who hold shares in the Company ("Shares") through relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore, including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions.

Personal Data Privacy

By submitting an instrument appointing a proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 7 April 2022.

Banyan Tree Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration No. 200003108H)

I/We, ____(Name)
of ____(Address)
being a member/members of Banyan Tree Holdings Limited (the "**Company**"), hereby appoint the chairman of the AGM (as defined below) as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting (the "**AGM**") of the Shareholders of the Company to be held by way of electronic means on Friday, 29 April 2022 at 2.30 p.m. and at any adjournment thereof. I/We direct my/our proxy to vote for or vote against (or to abstain from voting on) the Resolutions to be proposed at the AGM as indicated hereunder.

Members should specifically indicate in this Proxy Form how they wish to vote for or against (or abstain from voting on) the resolutions to be tabled at the AGM. If no specific direction as to voting or abstention is given, the proxy will vote or abstain from voting at his discretion, as he will on any matter arising at the AGM and at any adjournment thereof.

Resolution No.	Resolution relating to:		No. of Votes For*	No. of Votes Against*	No. of Votes Abstain*
As Ordinary Business					
1	Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Independent Auditor's Report thereon				
2	Re-election of Directors pursuant to Regulations 100 and 101 of the Constitution of the Company (the "**Constitution**")	(i) Mr Ho KwonPing			
		(ii) Mr Chew Van Hoong Jason			
		(iii) Mrs Karen Tay Koh			
3	Re-election of Directors pursuant to Regulation 106 of the Constitution	(i) Ms Parnsiree Amatayakul			
		(ii) Mr Lien Choong Luen			
4	Approval of Directors' Fees				
5	Re-appointment of Ernst & Young LLP as Auditor				
As Special Business					
6.1	Authority to issue new Shares				
6.2	Authority to grant awards and allot and issue Shares pursuant to vesting of awards under the Banyan Tree Share Award Scheme 2016				
6.3	The Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions				
6.4	The Proposed Renewal of the Share Buyback Mandate				

* If you wish to exercise all your Votes "For", "Against" or to "Abstain", please indicate with a "✓" within the box provided. Alternatively, please indicate the number of Votes as appropriate.

Dated this ______________day of____________________2022

Total number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

____

Signature(s) of Member(s) or Common Seal

Important: Please read notes on the reverse carefully before completing this form.

1st fold along line

Affix postage stamp

Banyan Tree Holdings Limited
c/o Boardroom Corporate & Advisory Services Pte Ltd
1 Harbourfront Avenue Keppel Bay Tower #14-07
Singapore 098632
Attention: Company Secretary

2nd fold along line

Notes:

1. Please insert the total number of shares of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy shall be deemed to relate to all the Shares held by you.

2. In accordance with the alternative arrangements under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, Shareholders will not be able to attend the AGM in person. Shareholders (whether individual or corporate) who wish to have their votes cast at the AGM must submit a proxy form appointing the chairman of the AGM ("**Chairman**") as their proxy to vote on his/her/its behalf.

3. The Chairman need not be a member of the Company.

4. The instrument appointing the Chairman as proxy must be deposited with the Company: (i) via post to the Share Registrar's office at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632, or (ii) via electronic mail to ir@banyantree.com (e.g. a clear scanned signed form in PDF) and received by the Company by 2.30 p.m. on 26 April 2022 (being 72 hours before the time fixed for the AGM).

5. The instrument appointing the Chairman as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

6. Where an instrument appointing the Chairman as proxy is signed by an attorney on behalf of the appointor, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

8. This Proxy Form is not valid for use by investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should contact their respective relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least seven working days before the AGM to specify voting instructions. Refer to the Notice of AGM dated 7 April 2022 for further instructions.

Note About Printing:

In line with Banyan Tree Group continuing efforts to promote environmental sustainability, this report is printed on Forest Stewardship Council® (FSC®) certified paper. If you would like additional copies or to share this report, we encourage you to join the majority of our shareholders and enjoy the soft copy in order to reduce consumption of resources from printing and distributing hard copies. The portable document format (PDF) soft copy is available for download via Banyan Tree Group website:

banyantree.com

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About the Forest Stewardship Council:

The Forest Stewardship Council® (FSC®) is an independent, non-governmental, not-for-profit organisation established to promote the responsible management of the world's forests. FSC® certification provides a credible link between responsible production and consumption of forest products, enabling consumers and businesses to make purchasing decisions that benefit people and the environment as well as providing ongoing business value.
For more information, please visit:

fsc.org

BANYAN TREE
GROUP

Banyan Tree Holdings Limited

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