Supplemental Listing Document

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Non-collateralised warrants
18,000,000 European Style Cash Settled Call Warrants relating to the ordinary shares of City Developments Limited
issued by

Macquarie Bank Limited
(ABN 46 008 583 542)
(Incorporated under the laws of Australia)

Issue Price: SGD 0.208 per Warrant

This document is published for the purpose of obtaining a listing of all the above warrants (the "**Warrants**") to be issued by Macquarie Bank Limited (the "**Issuer**", "**Macquarie Bank**", "**we**" or "**us**") and is supplemental to and should be read in conjunction with a base listing document published on 6 June 2024 as amended by the addendum dated 1 November 2024 (the "**Base Listing Document**") for the purpose of giving information with regard to the Issuer and the Warrants. Information relating to City Developments Limited (the "**Company**") is contained in this document.

This document does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase, Warrants or other securities of the Issuer, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration Warrants or other securities of the Issuer. Restrictions have been imposed on offers and sales of the Warrants and on distributions of documents relating thereto in Singapore, the U.S., the United Kingdom, Hong Kong and Australia (see Base Listing Document).

Investors are warned that the price of the Warrants may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Warrants and carefully study the risk factors set out in this document before they invest in the Warrants.

The Warrants constitute direct, general and unsecured contractual obligations of the Issuer and of no other person, including those in respect of deposits, but excluding any debts for the time being preferred by law and any subordinated obligations and if you purchase the Warrants you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against the Company.

The Issuer is regulated as an authorised deposit taking institution by the Australian Prudential Regulation Authority ("APRA"). The Issuer, acting through its Singapore branch is authorised and licensed by the Monetary Authority of Singapore to carry on wholesale banking business in Singapore pursuant to the Banking Act 1970 of Singapore and therefore is subject to the supervision of the Monetary Authority of Singapore.

14 April 2025

Application has been made to the SGX-ST for permission to deal in and for quotation of the Warrants and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Warrants. It is expected that dealings in the Warrants will commence on 15 April 2025.

Warrants are complex instruments and are not suitable for inexperienced investors. Investors should also have sufficient financial resources and liquidity to bear all of the risks of an investment in the Warrants. Prospective purchasers should not invest in Warrants which are complex financial instruments unless they have the expertise (either alone or with a financial adviser) to evaluate how the Warrants will perform under changing conditions, the resulting effects on the value of the Warrants and the impact this investment will have on the potential investor's overall investment portfolio.

Subject as set out below, the Issuer accepts full responsibility for the accuracy of the information contained in this document and the Base Listing Document in relation to itself and the Warrants. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document and the Base Listing Document for which it accepts responsibility (subject as set out below in respect of the information contained herein with regard to the Company) is in accordance with the facts and is not limited by anything likely to affect the import of such information. The information contained herein with regard to the Company consists of extracts from information released publicly by the Company on the web-site of the SGX-ST. The Issuer accepts responsibility for accurately reproducing such extracts but accept no further or other responsibility in respect of such information.

Neither the delivery of this document nor any sale made hereunder shall create any implication that there has been no change in the affairs of the Issuer, and its subsidiaries and affiliates since the date hereof. No person has been authorised to give any information or to make any representations other than those contained in this document in connection with the offering of the Warrants, and, if given or made, such information or representations must not be relied upon as having been authorised by the Issuer.

This document does not constitute an offer or invitation by or on behalf of the Issuer to purchase or subscribe for any of the Warrants. The distribution of this document and the offering of the Warrants may, in certain jurisdictions, be restricted by law. The Issuer requires persons into whose possession this document comes to inform themselves of and observe all such restrictions.

The Warrants have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). Warrants, or interests therein, may not at any time be offered, sold, resold or delivered within the U.S. or to, or for the account or benefit of, U.S. persons and any offer, sale, resale or delivery made within the U.S. or to, or for the account or benefit of, a U.S. person will not be recognised. A further description of certain restrictions on offering and sale of the Warrants and distribution of this document is given in the section headed "Sales Restrictions" in the Base Listing Document.

The SGX-ST has made no assessment of, nor taken any responsibility for, the financial soundness of the Issuer or the merits of investing in the Warrants, nor have they verified the accuracy or the truthfulness of statements made or opinions expressed in this document.

The Issuer or its affiliates may repurchase Warrants at any time and any Warrant which is repurchased may be offered from time to time in one or more transactions in the over-the-counter market or otherwise at prevailing market prices or in negotiated transactions, at the discretion of the Issuer. Investors should not therefore make any assumption as to the number of Warrants in issue at any time.

References in this document to the "**Conditions**" shall mean references to the Terms and Conditions of the European Style Cash Settled Call Warrants contained in the Base Listing Document. Terms not defined herein shall have the meanings ascribed thereto in the Conditions.

TERMS AND CONDITIONS OF THE WARRANTS

*The following are the terms and conditions of the Warrants and should be read in conjunction with, and are qualified by reference to, the other information set out in this document and the base listing document dated 6 June 2024 as amended by the addendum dated 1 November 2024 (the "**Base Listing Document**").*

The Conditions are set out in the section headed "Terms and Conditions of the European Style Cash Settled Call Warrants" in the Base Listing Document. For the purposes of the Conditions, the following terms shall have the following meanings:

Warrants:	18,000,000 European Style Cash Settled Call Warrants relating to the ordinary shares ("**Shares**") of the Company
Company:	City Developments Limited (Reuters Instrument Code: CTDM.SI)
Conversion Ratio (number of Shares per Warrant):	0.125000 (i.e. every 8 Warrants initially relate to 1 Share)
Underlying Price[1] and Source:	SGD 4.350 (out of the money) (Reuters/Bloomberg)
Exercise Price:	SGD 5.300
Gearing[1]:	2.6x
Premium[1]:	60.1%
Volatility[1]:	Implied: 140% Historical: 32%
Launch Date:	09 April 2025
Closing Date:	14 April 2025
Dealing Commencement Date:	15 April 2025
Last Trading Date:	The 5th Business Day immediately preceding the Expiry Date, currently being 19 December 2025
Expiry Date:	29 December 2025
Board Lot:	100 Warrants

[1] These figures are calculated as at, and based on information available to the Issuer on or about, the date of the termsheet in respect of the Warrants. The Issuer is not obliged, and undertakes no responsibility to any person, to update or inform any person of any changes to the figures after the date of the termsheet in respect of the Warrants.

Valuation Date:	Each of the five Business Days immediately preceding the Expiry Date (subject to Market Disruption Events as set out in the Conditions of the Warrants)
Exercise:	Warrantholders shall not be required to deliver an exercise notice. Exercise of Warrants shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Warrants shall be deemed to have been automatically exercised at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day). The Cash Settlement Amount less the Exercise Expenses in respect of the Warrants shall be paid in the manner set out in Condition 4(c) of the Warrants. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero or negative, all Warrants shall be deemed to have expired at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) and Warrantholders shall not be entitled to receive any payment from the Issuer in respect of the Warrants.
Cash Settlement Amount:	In respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to: (A) (i) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the Relevant Stock Exchange, subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date LESS (ii) the Exercise Price MULTIPLIED by (B) the Conversion Ratio In certain circumstances, the Conversion Ratio and the Exercise Price will be adjusted as set out in Condition 6 of the Warrants.
Reference Currency:	Singapore dollars
Settlement Currency:	Singapore dollars
Exercise Expenses:	Warrantholders will be required to pay all charges (including any taxes if applicable) which are incurred in respect of the exercise of the Warrants.
Relevant Stock Exchange:	Singapore Exchange Securities Trading Limited ("**SGX-ST**")
Clearing System:	The Central Depository (Pte) Limited ("**CDP**")
Fees and Charges:	Normal transaction and brokerage fees shall apply to the trading of the Warrants on the SGX-ST.

The Conditions set out in the section headed "Terms and Conditions of the European Style Cash Settled Call Warrants" in the Base Listing Document are set out below. This section is qualified in its entirety by reference to the detailed information appearing elsewhere in this document which shall, to the extent so specified or to the extent inconsistent with the relevant Conditions set out below, replace or modify the relevant Conditions for the purpose of the Warrants.

TERMS AND CONDITIONS OF THE EUROPEAN STYLE CASH SETTLED CALL WARRANTS

1. Form, Status, Transfer and Title

(a) *Form*. The Warrants (which expression shall, unless the context otherwise requires, include any further warrants issued pursuant to Condition 11) are issued subject to and with the benefit of:

(i) a master instrument by way of deed poll (the "**Master Instrument**") dated 15 July 2022, made by Macquarie Bank Limited (the "**Issuer**"); and

(ii) a master warrant agent agreement (the "**Warrant Agent Agreement**") dated 26 November 2004 and such other Warrant Agent Agreement as may be in force from time to time, made between the Issuer and the Warrant Agent for the Warrants.

Copies of the Master Instrument and the Warrant Agent Agreement are available for inspection at the specified office of the Warrant Agent.

The Warrantholders (as defined below) are entitled to the benefit of, are bound by and are deemed to have notice of all the provisions of the Master Instrument and the Warrant Agent Agreement.

(b) *Status*. The Warrants constitute direct, general and unsecured contractual obligations of the Issuer and rank, and will rank, equally among themselves and *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer (save for statutorily preferred exceptions). The Warrants provide for cash settlement on exercise.

(c) *Transfer*. The Warrants are represented by a global warrant certificate ("**Global Warrant**") which will be deposited with The Central Depository (Pte) Limited ("**CDP**"). Warrants in definitive form will not be issued. Transfers of Warrants may be effected only in Board Lots or integral multiples thereof. All transactions in (including transfers of) Warrants, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records maintained by CDP.

(d) *Title*. Each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Warrants shall be treated by the Issuer and the Warrant Agent as the holder and absolute owner of such number of Warrants, notwithstanding any notice to the contrary. The expression "**Warrantholder**" shall be construed accordingly.

2. Warrant Rights and Exercise Expenses

(a) *Warrant Rights*. Every Warrant entitles each Warrantholder, upon due exercise and on compliance with Condition 4, to payment by the Issuer of the Cash Settlement Amount (as defined below) (if any) in the manner set out in Condition 4.

The "**Cash Settlement Amount**", in respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to:

(A) (i) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the relevant stock exchange on which the Shares related to the Warrants are traded ("**Relevant Stock Exchange**") (as specified in the relevant Supplemental Listing Document), subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date (as defined below) LESS (ii) the Exercise Price for the time being MULTIPLIED by (B) the Conversion Ratio,

and multiplied by the applicable exchange rate if the Reference Currency is different from the Settlement Currency.

If the Issuer determines, in its sole discretion, that on any Valuation Date a Market Disruption Event (as defined below) has occurred, then that Valuation Date shall be postponed until the first succeeding Business Day (as defined below) on which there is no Market Disruption Event, unless there is a Market Disruption Event on each of the two Business Days immediately following the original date that, but for the Market Disruption Event, would have been a Valuation Date. In that case:

(A) that second Business Day shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event; and

(B) the Issuer shall determine the closing price on the basis of its good faith estimate of the bid price that would have prevailed on that second Business Day but for the Market Disruption Event.

If the postponement of a Valuation Date as aforesaid would result in a Valuation Date falling on or after the Expiry Date, then (1) the Business Day immediately preceding the Expiry Date (the "**Last Valuation Date**") shall be deemed to be the Valuation Date notwithstanding the Market Disruption Event and (2) the Issuer shall determine the closing price on the basis of its good faith estimate of the bid price that would have prevailed on the Last Valuation Date but for the Market Disruption Event.

"**Conversion Ratio**" means the ratio (expressed as the number of Shares to which one Warrant relates) specified by the Issuer, subject to adjustments in accordance with these Conditions.

"**Market Disruption Event**" means the occurrence or existence on any Valuation Date of (i) any suspension of trading on the Relevant Stock Exchange of the Shares requested by the Company if that suspension, is in the determination of the Issuer, material, (ii) any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the Relevant Stock Exchange or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) on the Relevant Stock Exchange in the Shares if that suspension or limitation is, in the determination of the Issuer, material, or (iii) the closing of the Relevant Stock Exchange or a disruption to trading on the Relevant Stock Exchange if that disruption, is in the determination of the Issuer, material as a result of the occurrence of any act of God, war, riot, public disorder, explosion, terrorism or otherwise.

"**Valuation Date**" means, with respect to the exercise of Warrants, and subject as provided above in relation to a Market Disruption Event, each of the five Business Days immediately preceding the Expiry Date relating to such exercise.

(b) *Exercise Expenses*. Warrantholders will be required to pay all charges (including any taxes if applicable) which are incurred in respect of the exercise of the Warrants (the " **Exercise Expenses**"). An amount equivalent to the Exercise Expenses will be deducted by the Issuer from the Cash Settlement Amount in accordance with Condition 4. Notwithstanding the foregoing, the Warrantholders shall account to the Issuer on demand for any Exercise Expenses to the extent that they were not or could not be deducted from the Cash Settlement Amount prior to the date of payment of the Cash Settlement Amount to the Warrantholders in accordance with Condition 4.

3. Expiry Date

Unless automatically exercised in accordance with Condition 4(b), the Warrants shall be deemed to expire at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day).

4. Exercise of Warrants

(a) *Exercise*. Warrants may only be exercised on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) in accordance with Condition 4(b).

(b) *Automatic Exercise*. Warrantholders shall not be required to deliver an exercise notice. Exercise of Warrants shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Warrants shall be deemed to have been automatically exercised at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day). The Cash Settlement Amount less the Exercise Expenses in respect of the Warrants shall be paid in the manner set out in Condition 4(c) below. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero or negative, all Warrants shall be deemed to have expired at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day) and Warrantholders shall not be entitled to receive any payment from the Issuer in respect of the Warrants.

(c) *Settlement*. In respect of Warrants which are automatically exercised in accordance with Condition 4(b), the Issuer will pay to the relevant Warrantholder the Cash Settlement Amount (if any) in the Settlement Currency. The aggregate Cash Settlement Amount (less any Exercise Expenses) shall be despatched as soon as practicable and no later than five Business Days following the Last Valuation Date by way of crossed cheque or other payment in immediately available funds drawn in favour of the Warrantholder only (or, in the case of joint Warrantholders, the first-named Warrantholder) appearing in the records maintained by CDP. Any payment made pursuant to this Condition 4(c) shall be delivered at the risk and expense of the Warrantholder and posted to the Warrantholder's address appearing in the records maintained by CDP (or, in the case of joint Warrantholders, to the address of the first-named Warrantholder appearing in the records maintained by CDP). If the Cash Settlement Amount is equal to or less than the determined Exercise Expenses, no amount is payable.

(d) *CDP not liable.* CDP shall not be liable to any Warrantholder with respect to any action taken or omitted to be taken by the Issuer or the Warrant Agent in connection with the exercise of the Warrants or otherwise pursuant to or in connection with these Conditions.

(e) *Business Day*. In these Conditions, a "**Business Day**" shall be a day on which the SGX-ST is open for dealings in Singapore during its normal trading hours and banks are open for business in Singapore.

5. Warrant Agent

(a) *Warrant Agent*. The Issuer reserves the right, subject to the appointment of a successor, at any time to vary or terminate the appointment of the Warrant Agent and to appoint another Warrant Agent provided that it will at all times maintain a Warrant Agent which, so long as the Warrants are listed on the SGX-ST, shall be in Singapore. Notice of any such termination or appointment and of any change in the specified office of the Warrant Agent will be given to the Warrantholders in accordance with Condition 9.

(b) *Agent of Issuer*. The Warrant Agent will be acting as agent of the Issuer and will not assume any obligation or duty to or any relationship of agency or trust for the Warrantholders. All determinations and calculations by the Warrant Agent under these Conditions shall (save in the case of manifest error) be final and binding on the Issuer and the Warrantholders.

6. Adjustments

(a) *Potential Adjustment Event*. Following the declaration by a Company of the terms of any Potential Adjustment Event (as defined below), the Issuer will determine whether such Potential Adjustment Event has a dilutive or concentrative or other effect on the theoretical value of the Shares and, if so, will (i) make the corresponding adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate to account for that dilutive or concentrative or other effect, and (ii) determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of such Potential Adjustment Event made by an exchange on which options or futures contracts on the Shares are traded.

(b) *Definitions*. "**Potential Adjustment Event**" means any of the following:

(i) a subdivision, consolidation or reclassification of the Shares (excluding a Merger Event) or a free distribution or dividend of any such Shares to existing holders by way of bonus, capitalisation or similar issue;

(ii) a distribution or dividend to existing holders of the Shares of (1) such Shares, or (2) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the Company equally or proportionately with such payments to holders of such Shares, or (3) share capital or other securities of another issuer acquired by the Company as a result of a "spin-off" or other similar transaction, or (4) any other type of securities, rights or warrants or other assets, in any case for payment (in cash or otherwise) at less than the prevailing market price as determined by the Issuer;

(iii) an extraordinary dividend;

(iv) a call by the Company in respect of the Shares that are not fully paid;

(v) a repurchase by the Company of the Shares whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;

(vi) with respect to a Company an event that results in any shareholder rights pursuant to a shareholder rights agreement or other plan or arrangement of the type commonly referred to as a "poison pill" being distributed, or becoming separated from shares of common stock or other shares of the capital stock of such Company (provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights); or

(vii) any other event that may have, in the opinion of the Issuer, a dilutive or concentrative or other effect on the theoretical value of the Shares.

(c) *Merger Event, Tender Offer, Nationalisation and Insolvency*. If a Merger Event, Tender Offer, Nationalisation or Insolvency occurs in relation to the Shares, the Issuer may take any action described below:

(i) determine the appropriate adjustment, if any, to be made to any one or more of the Conditions to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, and determine the effective date of that adjustment. The Issuer may, but need not, determine the appropriate adjustment by reference to the adjustment in respect of the Merger Event, Tender Offer, Nationalisation or Insolvency made by an options exchange to options on the Shares traded on that options exchange;

(ii) cancel the Warrants by giving notice to the Warrantholders in accordance with Condition 9. If the Warrants are so cancelled, the Issuer will pay an amount to each Warrantholder in respect of each Warrant held by such Warrantholder which amount shall be the fair market value of a Warrant taking into account the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, less the cost to the Issuer and/or any of its affiliates of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its reasonable discretion. Payment will be made in such manner as shall be notified to the Warrantholders in accordance with Condition 9; or

(iii) following any adjustment to the settlement terms of options on the Shares on such exchange(s) or trading system(s) or quotation system(s) as the Issuer in its reasonable discretion shall select (the "**Option Reference Source**") make a corresponding adjustment to any one or more of the Conditions, which adjustment will be effective as of the date determined by the Issuer to be the effective date of the corresponding adjustment made by the Option Reference Source. If options on the Shares are not traded on the Option Reference Source, the Issuer will make such adjustment, if any, to any one or more of the Conditions as the Issuer determines appropriate, with reference to the rules and precedents (if any) set by the Option Reference Source, to account for the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, that in the determination of the Issuer would have given rise to an adjustment by the Option Reference Source if such options were so traded.

Once the Issuer determines that its proposed course of action in connection with a Merger Event, Tender Offer, Nationalisation or Insolvency, it shall give notice to the Warrantholders in accordance with Condition 9 stating the occurrence of the Merger Event, Tender Offer, Nationalisation or Insolvency, as the case may be, giving details thereof and the action proposed to be taken in relation thereto. Warrantholders should be aware that due to the nature of such events, the Issuer will not make an immediate determination of its proposed course of action or adjustment upon the announcement or occurrence of a Merger Event, Tender Offer, Nationalisation or Insolvency.

(d) *Definitions*. "**Insolvency**" means that by reason of the voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting a Company (i) all the Shares of that Company are required to be transferred to a trustee, liquidator or other similar official or (ii) holders of the Shares of that Company become legally prohibited from transferring them. "**Merger Date**" means the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Issuer. "**Merger Event**" means, in respect of the Shares, any (i) reclassification or change of such Shares that results in a transfer of or an irrevocable commitment to transfer all of such Shares outstanding to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of a Company with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such Company is the continuing entity and which does not result in reclassification or change of all of such Shares outstanding), (iii) takeover offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares of the Company that results in a transfer of or an irrevocable commitment to transfer all such Shares (other than such Shares owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of the Company or its subsidiaries with or into another entity in which the Company is the continuing entity and which does not result in a reclassification or change of all such Shares outstanding but results in the outstanding Shares (other than Shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Shares immediately following such event, in each case if the Merger Date is on or before the Valuation Date or, if there is more than one Valuation Date, the Last Valuation Date. "**Nationalisation**" means that all the Shares or all or substantially all of the assets of a Company are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof. "**Tender Offer**" means a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the Company, as determined by the Issuer, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Issuer deems relevant.

(e) *Other Adjustments*. Except as provided in this Condition 6 and Condition 12, adjustments will not be made in any other circumstances, subject to the right reserved by the Issuer (such right to be exercised in the Issuer's sole and unfettered discretion and without any obligation whatsoever) to make such adjustments as it believes appropriate in circumstances where an event or events occur which it believes in its sole discretion (and notwithstanding any prior adjustment made pursuant to the above) should, in the context of the issue of the Warrants and the obligations of the Issuer, give rise to such adjustment provided that such adjustment is considered by the Issuer not to be materially prejudicial to the Warrantholders generally (without considering the circumstances of any individual Warrantholder or the tax or other consequences of such adjustment in any particular jurisdiction).

(f) *Notice of Adjustments*. All determinations made by the Issuer pursuant hereto will be conclusive and binding on the Warrantholders. The Issuer will give, or procure that there is given, notice as soon as practicable of any adjustment and of the date from which such adjustment is effective by publication in accordance with Condition 9. For the avoidance of doubt, no notice will be given if the Issuer determines that adjustments will not be made.

7. Purchases

The Issuer or its related corporations may at any time purchase Warrants at any price in the open market or by tender or by private treaty. Any Warrants so purchased may be held or resold or surrendered for cancellation.

8. Meetings of Warrantholders; Modification

(a) *Meetings of Warrantholders*. The Warrant Agent Agreement contains provisions for convening meetings of the Warrantholders to consider any matter affecting their interests, including the sanctioning by Extraordinary Resolution (as defined in the Warrant Agent Agreement) of a modification of the provisions of the Warrants or of the Warrant Agent Agreement.

At least 21 days' notice (exclusive of the day on which the notice is given and of the day on which the meeting is held) specifying the date, time and place of the meeting shall be given to the Warrantholders. Such a meeting may be convened by the Issuer or by Warrantholders holding not less than ten per cent. of the Warrants for the time being remaining unexercised. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing not less than 25 per cent. of the Warrants for the time being remaining unexercised, or at any adjourned meeting two or more persons being or representing Warrantholders whatever the number of Warrants so held or represented.

A resolution will be an Extraordinary Resolution when it has been passed at a duly convened meeting by not less than three-quarters of the votes cast by such Warrantholders who, being entitled to do so, vote in person or by proxy.

An Extraordinary Resolution passed at any meeting of the Warrantholders shall be binding on all the Warrantholders, whether or not they are present at the meeting. Resolutions can be passed in writing if passed unanimously.

(b) *Modification*. The Issuer may, without the consent of the Warrantholders, effect (i) any modification of the provisions of the Warrants or the Master Instrument which is not materially prejudicial to the interests of the Warrantholders or (ii) any modification of the provisions of the Warrants or the Master Instrument which is of a formal, minor or technical nature, which is made to correct an obvious error or which is necessary in order to comply with mandatory provisions of Singapore law. Any such modification shall be binding on the Warrantholders and shall be notified to them by the Warrant Agent before the date such modification becomes effective or as soon as practicable thereafter in accordance with Condition 9.

9. Notices

(a) *Documents*. All cheques and other documents required or permitted by these Conditions to be sent to a Warrantholder or to which a Warrantholder is entitled or which the Issuer shall have agreed to deliver to a Warrantholder may be delivered by hand or sent by post addressed to the Warrantholder at his address appearing in the records maintained by CDP or, in the case of joint Warrantholders, addressed to the joint holder first named at his address appearing in the records maintained by CDP, and airmail post shall be used if that address is not in Singapore. All documents delivered or sent in accordance with this paragraph shall be delivered or sent at the risk of the relevant Warrantholder.

(b) *Notices*. All notices to Warrantholders will be validly given if published in English on the web-site of the SGX-ST. Such notices shall be deemed to have been given on the date of the first such publication. If publication on the web-site of the SGX-ST is not practicable, notice will be given in such other manner as the Issuer may determine. The Issuer shall, at least one month prior to the expiry of any Warrant, give notice of the date of expiry of such Warrant in the manner prescribed above, provided that if the tenure of the Warrant is less than one month, the Issuer shall publish the expiry notice as soon as practicable after the listing of the Warrant.

10. Liquidation

In the event of a liquidation or dissolution of the Company or the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, all unexercised Warrants will lapse and shall cease to be valid for any purpose, in the case of voluntary liquidation, on the effective date of the relevant resolution and, in the case of an involuntary liquidation or dissolution, on the date of the relevant court order or, in the case of the appointment of a liquidator (including a provisional liquidator) or receiver or judicial manager or trustee or administrator or analogous person under Singapore or other applicable law in respect of the whole or substantially the whole of its undertaking, property or assets, on the date when such appointment is effective but subject (in any such case) to any contrary mandatory requirement of law. In the event of the voluntary liquidation of the Company, the Issuer shall make such adjustments or amendments as it reasonably believes are appropriate in the circumstances.

11. Further Issues

The Issuer shall be at liberty from time to time, without the consent of the Warrantholders, to create and issue further warrants so as to form a single series with the Warrants.

12. De-Listing

(a) *De-Listing*. If at any time, any Shares cease to be listed, traded or publicly quoted on the Relevant Stock Exchange for any reason and are not immediately re-listed, re-traded or re-quoted on an exchange, trading system or quotation system acceptable to the Issuer ("**De-Listing**"), the Issuer shall give effect to these Conditions in such manner and make such adjustments and amendments to the rights attaching to the Warrants (including terminating the Warrants early) as it shall, in its absolute discretion, consider appropriate to ensure, so far as it is reasonably able to do so, that the interests of the Warrantholders generally are not materially prejudiced as a consequence of such De-Listing (without considering the individual circumstances of any Warrantholder or the tax or other consequences that may result in any particular jurisdiction).

(b) *Adjustments*. Without prejudice to the generality of Condition 12(a), where the Shares are, or, upon the De-Listing, become, listed on any other stock exchange, these Conditions may, in the absolute discretion of the Issuer, be amended to the extent necessary to allow for the substitution of that other stock exchange in place of the Relevant Stock Exchange and the Issuer may, without the consent of the Warrantholders, make such adjustments to the entitlements of Warrantholders on exercise (including, if appropriate, by converting foreign currency amounts at prevailing market rates into the Settlement Currency) as may be appropriate in the circumstances.

(c) *Issuer's Determination*. The Issuer shall determine, in its absolute discretion, any adjustment or amendment and its determination shall be conclusive and binding on the Warrantholders save in the case of manifest error. Notice of any adjustments or amendments shall be given to the Warrantholders in accordance with Condition 9 as soon as practicable after they are determined.

13. Early Termination for Illegality and Force Majeure, etc.

(a) *Illegality and Force Majeure, etc*. If the Issuer determines that, for reasons beyond its control, the performance of its obligations under the Warrants has become illegal or impractical in whole or in part for any reason, or the Issuer determines that, for reasons beyond its control, it is no longer legal or practical for it to maintain its hedging arrangements with respect to the Warrants for any reason, the Issuer may at its discretion and without obligation terminate the Warrants early by giving notice to the Warrantholders in accordance with Condition 9.

Should any one or more of the provisions contained in the Conditions be or become invalid, the validity of the remaining provisions shall not in any way be affected thereby.

(b) *Termination*. If the Issuer terminates the Warrants early, then the Issuer will, if and to the extent permitted by applicable law, pay an amount to each Warrantholder in respect of each Warrant held by such holder equal to the fair market value of a Warrant notwithstanding such illegality or impracticality less the cost to the Issuer of unwinding any underlying related hedging arrangements, all as determined by the Issuer in its sole and absolute discretion. Payment will be made in such manner as shall be notified to the Warrantholders in accordance with Condition 9.

14. Governing Law

The Warrants, the Master Instrument and the Warrant Agent Agreement will be governed by and construed in accordance with Singapore law. The Issuer and each Warrantholder (by its purchase of the Warrants) shall be deemed to have submitted for all purposes in connection with the Warrants, the Master Instrument and the Warrant Agent Agreement to the non-exclusive jurisdiction of the courts of Singapore.

15. Prescription

Claims against the Issuer for payment of any amount in respect of the Warrants will become void unless made within six years of the Expiry Date and, thereafter, any sums payable in respect of such Warrants shall be forfeited and shall revert to the Issuer.

16. Contracts (Rights of Third Parties) Act 2001 of Singapore

Unless otherwise provided in the Global Warrant, the Master Instrument and the Warrant Agent Agreement, a person who is not a party to any contracts made pursuant to the Global Warrant, the Master Instrument and the Warrant Agent Agreement has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any terms of such contracts. Except as expressly provided herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts.

SUMMARY OF THE ISSUE

The following is a summary of the issue and should be read in conjunction with, and is qualified by reference to, the other information set out in this document and the Base Listing Document. Terms used in this Summary are defined in the Conditions.

Issuer:	Macquarie Bank Limited
Company:	City Developments Limited
The Warrants:	European Style Cash Settled Call Warrants relating to the Shares
Number:	18,000,000 Warrants
Form:	The Warrants will be issued subject to, and with the benefit of, an instrument by way of deed poll dated 15 July 2022 (the "**Master Instrument**") and executed by the Issuer and a master warrant agent agreement dated 26 November 2004 (the "**Warrant Agent Agreement**") and made between the Issuer and the Warrant Agent.
Conversion Ratio (number of Shares per Warrant):	0.125000 (i.e. every 8 Warrants initially relate to 1 Share)
Cash Settlement Amount:	In respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to: (A) (i) the arithmetic mean of the closing prices of one Share (as derived from the daily publications of the Relevant Stock Exchange, subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date LESS (ii) the Exercise Price MULTIPLIED by (B) the Conversion Ratio In certain circumstances, the Conversion Ratio and the Exercise Price will be adjusted as set out in Condition 6 of the Warrants.
Denominations:	Warrants are represented by a global warrant in respect of all the Warrants.
Exercise:	Warrantholders shall not be required to deliver an exercise notice. Exercise of Warrants shall be determined by whether the Cash Settlement Amount (less any Exercise Expenses) is positive. If the Cash Settlement Amount (less any Exercise Expenses) is positive, all Warrants shall be deemed to have been automatically exercised at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business Day). The Cash Settlement Amount less the Exercise Expenses in respect of the Warrants shall be paid in the manner set out in Condition 4(c) of the Warrants. In the event the Cash Settlement Amount (less any Exercise Expenses) is zero or negative, all Warrants shall be deemed to have expired at 12:00 noon (Singapore time) on the Expiry Date (or if the Expiry Date is not a Business Day, the immediately preceding Business

	Day) and Warrantholders shall not be entitled to receive any payment from the Issuer in respect of the Warrants.
Trading Currency:	Singapore dollars
Transfers of Warrants:	Warrants may only be transferred in Board Lots (or integral multiples thereof). All transfers in Warrants, in the open market or otherwise, must be effected through a securities account with CDP. Title will pass upon registration of the transfer in the records of CDP.
Listing:	Application has been made to the SGX-ST for permission to deal in and for quotation of the Warrants and the SGX-ST has agreed in principle to grant permission to deal in and for quotation of the Warrants. Issue of the Warrants is conditional on such listing being granted. It is expected that dealings in the Warrants on the SGX-ST will commence on or about 15 April 2025.
Governing Law:	The laws of Singapore
Warrant Agent:	Macquarie Capital Securities (Singapore) Pte. Limited
Further Issues:	Further issues which will form a single series with the Warrants will be permitted.

The above summary is qualified in its entirety by reference to the detailed information appearing elsewhere in this document and the Base Listing Document.

RISK FACTORS

The following risk factors are relevant to the Warrants:

(a) investment in Warrants involves substantial risks including market risk, liquidity risk, and the risk that the Issuer will be unable to satisfy its obligations under the Warrants. Investors should ensure that they understand the nature of all these risks before making a decision to invest in the Warrants. You should consider carefully whether Warrants are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. Warrants are not suitable for inexperienced investors;

(b) the Warrants constitute direct, general and unsecured contractual obligations of the Issuer and no other person and will rank pari passu with the Issuer's other unsecured contractual obligations and with the Issuer's unsecured and unsubordinated debt other than indebtedness preferred by mandatory provisions of law. The Warrants are not secured by any collateral. Section 13A(3) of the Banking Act of 1959 of Australia provides that, in the event of the Issuer becoming unable to meet its obligations or suspends payments, the assets of the Issuer in Australia are to be available to satisfy specified liabilities in priority to all other liabilities of the Issuer (including the obligations of the Issuer under the Warrants). The specified liabilities include first, certain obligations of the Issuer to APRA in respect of amounts payable by APRA to holders of protected accounts and any administration costs incurred by APRA. Then, as the next priority, other liabilities of the Issuer in Australia in relation to protected accounts that account-holders keep with the Issuer. Following this any debts that the Issuer owes to the Reserve Bank of Australia and any liabilities under an industry support contract (certified under section 11CB of the Banking Act) and then, any other liabilities, in order of their priority. If you purchase the Warrants you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against any other person. In particular, it should be noted that the Issuer issues a large number of financial instruments, including Warrants, on a global basis and, at any given time, the financial instruments outstanding may be substantial. If you purchase the Warrants you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against the company which has issued the underlying shares. The Issuer is not a fiduciary of Warrantholders (as defined in the Conditions) and has substantially no obligation to a Warrantholder other than to pay amounts in accordance with the terms thereof as set forth herein and in the Base Listing Document. The Issuer does not in any respect underwrite or guarantee the performance of any Warrant. Any profit or loss realised by a Warrantholder in respect of a Warrant upon exercise or otherwise due to changes in the value of such Warrant, or the underlying shares, is solely for the account of such Warrantholder. In addition, the Issuer shall have the absolute discretion to put in place any hedging transaction or arrangement which it deems appropriate in connection with any Warrant or the underlying shares. A reduction in the rating, if any, accorded to outstanding debt securities of the Issuer by any one of its rating agencies could result in a reduction in the trading value of the Warrants;

(c) the price of the Warrants may fall in value as rapidly as it may rise and Warrantholders may sustain a total loss of their investment. The risk of losing all or any part of the purchase price of a Warrant upon the expiry of the Warrants means that, in order to recover and realise a return on investment, investors in Warrants must generally anticipate correctly the direction, timing and magnitude of any change in the value of the shares of the underlying company. Changes in the price of the shares of the underlying company can be unpredictable, sudden and large and such changes may result in the price of such shares moving in a direction which will negatively impact upon the return on an investment. In the case of Warrants relating to shares, certain events relating to such shares or the underlying company may cause adverse movements in the value and price of the underlying shares, as a result of which, the Warrantholders may, in certain circumstances, sustain a total loss of their investment if, for the Warrants, the average closing price of the underlying shares on the valuation dates falls below or is equal to the exercise price;

(d) due to their nature, the Warrants can be volatile instruments and may be subject to considerable fluctuations in value. The price of the Warrants may fall in value as rapidly as it may rise due to, including but not limited to, variations in the frequency and magnitude of the changes in the price of the underlying shares, dividends, interest rate, volatility, foreign exchange rates, the time remaining to expiry and the creditworthiness of the Issuer;

(e) before exercising or selling the Warrants, the holders of Warrants should carefully consider, among other things, (i) the trading price of the Warrants; (ii) the value and volatility of the reference security; (iii) the time remaining to expiration; (iv) the probable range of Cash Settlement Amounts; (v) any change(s) in interim interest rates and dividend yields; (vi) any change(s) in currency exchange rates; (vii) the depth of the market or liquidity of the reference security; (viii) any related transaction costs; and (ix) the creditworthiness of the Issuer;

(f) fluctuations in the price of the underlying shares will affect the price of the Warrants but not necessarily in the same magnitude and direction, therefore, prospective investors intending to purchase Warrants to hedge their market risk associated with investing in the underlying shares, should recognise the complexities of utilising the Warrants in this manner;

(g) the settlement amount of Warrants at any time prior to the expiry of the Warrants may be less than the trading price of such Warrants at that time. The difference between the trading price and the settlement amount as the case may be, will reflect, among other things, a “time value” for the Warrants. The “time value” of the Warrants will depend partly upon the length of the period remaining to the expiry date of the Warrants and expectations concerning the value of the shares of the underlying company;

(h) investors should note that an investment in the Warrants involves valuation risks in relation to the underlying asset. The value of the underlying asset may vary over time and may increase or decrease by reference to various factors, which may include corporate actions, macro economic factors and market trends. Certain events relating to the underlying shares require or permit the Issuer to make certain adjustments or amendments to the Conditions (for example, adjusting the Exercise Price and the Conversion Ratio). However, the Issuer is not required to make an adjustment for every event that affects the underlying asset. If an event occurs that does not require the Issuer to adjust the Conversion Ratio or any other part of the Conditions, the market price of the Warrants and the return upon the exercise of the Warrants may be affected;

(i) as indicated in the Conditions, a Warrantholder must tender a specified number of Warrants at any one time in order to exercise. Thus, Warrantholders with fewer than the specified minimum number of Warrants in a particular series will either have to sell their Warrants or purchase additional Warrants, incurring transactions costs in each case, in order to realise their investment;

(j) unless otherwise specified in the Conditions, in the case of any exercise of the Warrants, there may be a time lag between the date on which the Warrants are exercised and the time the applicable settlement amount relating to such an event is determined. Any such delay between the time of exercise and the determination of the settlement amount will be specified in the Conditions. However such delay could be significantly longer, particularly in the case of a delay in the exercise of the Warrants arising from, a determination by the Issuer that a Market Disruption Event has occurred at any relevant time or that adjustments are required in accordance with the Conditions. That applicable settlement amount, may change significantly during any such period, and such movement or movements could decrease or modify the settlement amount of the Warrants;

(k) if, whilst the Warrants remain unexercised, trading in the underlying shares on the relevant stock exchange is suspended, trading in the Warrants may be suspended for a similar period;

(l) in the case of the Warrants, certain events relating to the shares of the underlying company require or, as the case may be, permit the Issuer to make certain adjustments or amendments to the Conditions, and investors have limited anti-dilution protection under the Conditions. The Issuer may at its sole discretion adjust the entitlement upon exercise or valuation of the Warrants for events such as, amongst others, subdivision of the shares of the underlying company and dividend in specie, however the Issuer is not required to make an adjustment for every event that may affect the shares of the underlying company;

(m) the Warrants are only exercisable on their expiry date and may not be exercised by Warrantholders prior to such expiry date. Accordingly, if on such expiry date the Cash Settlement Amount (where applicable) is zero or negative, a Warrantholder will lose the value of his investment;

(n) investors should note that it is not possible to predict the price at which the Warrants will trade in the secondary market or whether such market will be liquid or illiquid. A decrease in the liquidity of the Warrants or the underlying shares, futures, derivatives or other security related to the Warrants may cause, in turn, an increase in the volatility associated with the price of such issue of Warrants. The Issuer may, but is not obligated to, at any time, purchase Warrants at any price in the open market or by tender or private agreement. Any Warrants so purchased may be held or resold or surrendered for cancellation. As the Warrants are only exercisable on the expiry date, an investor will not be able to exercise his warrants to realize value in the event that the relevant issue becomes illiquid;

(o) in the event of any delisting of the Warrants from the SGX-ST (other than at expiry), the Issuer will use all reasonable efforts to list the Warrants on another exchange. If the Warrants are not listed or traded on any exchange, pricing information for the Warrants may be difficult to obtain and the liquidity of the Warrants may be adversely affected;

(p) two or more risk factors may simultaneously have an effect on the value of a Warrant such that the effect of any individual risk factor may not be predicted. No assurance can be given as to the effect any combination of risk factors may have on the value of a Warrant;

(q) in the ordinary course of their business, including without limitation in connection with the Issuer or its appointed designated market maker's market making activities, the Issuer and any of its respective subsidiaries and affiliates may effect transactions for their own account or for the account of their customers and hold long or short positions in the underlying shares or related derivatives. In addition, in connection with the offering of any Warrants, the Issuer and any of its respective subsidiaries and affiliates may enter into one or more hedging transactions with respect to the underlying shares or related derivatives. In connection with such hedging or market-making activities or with respect to proprietary or other trading activities by the Issuer and any of its respective subsidiaries and its affiliates, the Issuer and any of its respective subsidiaries and affiliates may enter into transactions in the underlying shares or related derivatives which may affect the market price, liquidity or value of the Warrants and which may affect the interests of Warrantholders;

(r) if the Issuer determines in good faith that the performance of its obligations under the Conditions has become unlawful or impractical in whole or in part, the Issuer may at its sole and absolute discretion and without obligation, terminate the Warrants prior to the expiry date, in which event the Issuer to the extent permitted by any relevant applicable law, will pay to each Warrantholder an amount as determined by the Issuer, in its sole and absolute discretion, in accordance with the Conditions. If the Issuer terminates the Warrants prior to the expiry date, the Issuer will, if and to the extent permitted by any relevant applicable law, pay each Warrantholder an amount to be determined by the Issuer, in its sole and absolute discretion, to be the fair market value of the Warrants immediately prior to such termination or otherwise determined as specified in the Conditions, notwithstanding the illegality or impracticality;

(s) the Issuer may enter into discount, commission or fee arrangements with brokers and/or any of its affiliates with respect to the primary or secondary market in the Warrants and such arrangement may present certain conflicts of interest for the brokers. The arrangements may or may not result in the benefit to investors in Warrants buying and selling Warrants through nominated brokers. Investors in the Warrants should note that any brokers with whom the Issuer has a commission arrangement does not, and cannot be expected to deal, exclusively in the Warrants, therefore any broker and/or its subsidiaries or affiliates may from time to time engage in transactions involving the shares in the underlying company and/or structured products of other issuers over the same shares in the same underlying company as the Warrants for their proprietary accounts and/or accounts of their clients. The fact that the same broker may deal simultaneously for different clients in competing products in the market place may affect the value of the Warrants and present certain conflicts of interests;

(t) third party individuals may comment on the Warrants on social media or other platforms from time to time. None of these third party individuals, whether sponsored by the Issuer or not, is an agent of the Issuer and such commentary is not the Issuer's advice or recommendation to invest in the Warrants. The Issuer is not responsible for any statements or comments made by such third party individuals. To the extent a fee is paid by the Issuer, such fee arrangement may present potential conflicts of interest for the individual;

(u) changes in Singapore tax law and/or policy may adversely affect Warrantholders. Warrantholders who are in any doubt as to the effects of any such changes should consult their stockbrokers, bank managers, accountants, solicitors or other professional advisers;

(v) as the Warrants are represented by a global warrant certificate which will be deposited with the CDP:

   (i) investors should note that no definitive certificate will be issued in relation to the Warrants;

   (ii) there will be no register of Warrantholders and each person who is for the time being shown in the records maintained by CDP as entitled to a particular number of Warrants by way of interest (to the extent of such number) in the global warrant certificate in respect of those Warrants represented thereby shall be treated as the holder of such number of Warrants;

   (iii) investors will need to rely on any statements received from their brokers/custodians as evidence of their interest in the Warrants; and

   (iv) notices to such Warrantholders will be published on the web-site of the SGX-ST. Investors will need to check the web-site of the SGX-ST regularly and/or rely on their brokers/custodians to obtain such notices; and

(w) the value of the Warrants depends upon, amongst other things, the ability of Issuer to fulfil its obligations under the terms which, in turn is primarily dependent on the financial prospects of the Issuer; and

(x) Foreign Account Tax Compliance withholding may affect payments on the Warrants

Sections 1471 through 1474 of the U.S. Internal Revenue Code of 1986 ("FATCA") impose a new reporting regime and, potentially, a 30% withholding tax with respect to (i) certain payments from sources within the U.S., (ii) "foreign passthru payments" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iii) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution.

"Passthru payments" means any withholdable payment and any "foreign passthru payment," which is currently not defined. The current proposed FATCA regulations (“**Proposed Regulations**”) state that the Internal Revenue Service and the U.S. Treasury have determined, that withholding on “foreign passthru payments” is not required, pending further guidance and analysis. The Proposed Regulations provide that such withholding will not be effective before the date that is two years after the publication of final regulations defining the term “foreign pass-thru payment”.

While the Warrants are in dematerialised form and held within the clearing systems, in all but the most remote circumstances, it is not expected that FATCA will affect the amount of any payment received by the clearing systems. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. An Issuer’s obligations under the Warrants are discharged once it has paid the clearing systems and an Issuer has therefore no responsibility for any amount thereafter transmitted through the clearing systems and custodians or intermediaries.

Macro-economic risks

(y) Macquarie Bank’s and the MBL Group’s business and results of operation have been and may, in the future, be adversely affected by financial markets, global credit and other economic and geopolitical challenges generally.

Macquarie Bank and/or its controlled entities’ (the “**MBL Group**”) businesses operate in or depend on the operation of global markets, including through exposures in securities, loans, derivatives and other activities and it is impacted by various factors it cannot control. In particular, uncertainty and volatility in global credit markets, liquidity constraints, increased funding costs, the level and volatility of interest rates, constrained access to funding, uncertainty concerning government shutdowns and debt ceilings, fluctuations or other significant changes in both equity and capital market activity, supply chain disruptions and labour shortages have adversely affected and may continue to adversely affect transaction flow in a range of industry sectors. These factors could also adversely affect the MBL Group’s access to, and costs of funding and in turn may negatively impact its liquidity and competitive

position. Recent stress in the global banking sector, including bank failures, has heightened the risk of volatility in global financial markets.
Additionally, global markets may be adversely affected by the current or anticipated impact of climate change, extreme weather events or natural disasters, the emergence or continuation of widespread health emergencies or pandemics, cyberattacks or campaigns, military conflicts, including the Russia-Ukraine conflict, the Israeli-Palestinian conflict and escalating hostilities throughout the Middle East, terrorism or other geopolitical events such as rising tensions between the U.S. and China and concerns about a potential conflict involving Taiwan. The dynamic and constantly evolving sanctions environment, including the volume and nature of sanctions imposed during the Russia-Ukraine conflict, continues to drive heightened sanctions compliance risk and complexity in applying control frameworks across the market. The Russia-Ukraine conflict and the conflict in the Middle East have caused, and may continue to cause, supply shocks in energy, food and other commodities markets, disruption to global shipping lanes and supply chains, increased inflation, cybersecurity risks, increased volatility in commodity, currency and other financial markets, risk of recession in Europe and heightened geopolitical tensions. Moreover, hostile actions by the various parties in conflict, and any further measures taken by the U.S. or its allies, could continue to have negative impacts on regional and global energy, commodities and financial markets and macroeconomic conditions generally, adversely impacting the MBL Group and its customers, clients and employees.

Actions taken by central banks, including changes to official interest rate targets, balance sheet management and government-sponsored lending facilities are beyond the MBL Group's control and difficult to predict. Sudden changes in monetary policy, for example in response to high inflation, could lead to financial market volatility and are likely to affect market interest rates and the value of financial instruments and other assets and liabilities, and can impact the MBL Group's customers.

The MBL Group's trading income may be adversely affected during times of subdued market conditions and client activity. Increased market volatility can lead to trading losses or cause the MBL Group to reduce the size of its trading activities in order to limit its risk exposure. Market conditions, as well as declines in asset values, may cause the MBL Group's clients to transfer their assets out of the MBL Group's funds or other products or their brokerage accounts and result in reduced net revenues.

The MBL Group's returns from asset sales may also decrease if economic conditions deteriorate. In addition, if financial markets decline, revenues from the MBL Group's products are likely to decrease. In addition, increases in volatility increase the level of the MBL Group's risk weighted assets and increase the MBL Group's capital requirements. Increased capital requirements may require the MBL Group to raise additional capital at a time, and on terms, which may be less favourable than the MBL Group would otherwise achieve during stable market conditions.

Sudden declines and significant volatility in the prices of assets may substantially curtail or eliminate the trading markets for certain assets, which may make it very difficult to sell, hedge or value such assets. The inability to sell or effectively hedge assets reduces the MBL Group's ability to limit losses in such positions and difficulty in valuing assets may negatively affect the MBL Group's capital, liquidity or leverage ratios, increase funding costs and generally require the MBL Group to maintain additional capital.

Concerns about, or a default by, one or more institutions or by a sovereign could lead to market-wide liquidity problems, losses or defaults by other institutions, financial instruments losing their value and liquidity, and interruptions to capital markets that may further affect the MBL Group. Negative perceptions about the soundness of a financial institution can result in counterparties seeking to limit their exposure and depositors withdrawing their deposits, which can happen more quickly than in the past due to the rapid dissemination of negative information through social media channels and other advances in technology, further weakening the institution. Recent bank failures in the U.S. and Europe have heightened these concerns. The commercial soundness of many financial institutions may be closely interrelated as a result of credit, trading, clearing or other relationships among financial institutions. This risk is sometimes referred to as “systemic risk” and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms, hedge funds and exchanges that Macquarie Bank interacts with on a daily basis. If any of the MBL Group’s counterpart financial institutions fail, the MBL Group’s financial exposures to that institution may lose some or all of their value. Any of these events would have a serious adverse effect on the MBL Group’s liquidity, profitability and value.

(z) Macquarie Bank’s and the MBL Group’s ability to operate their businesses could be impaired if their liquidity is constrained.

Liquidity is essential to Macquarie Bank’s and the MBL Group’s business. Financial institutions have failed in the past due to lack of liquidity. Inadequate liquidity, or even the perception that Macquarie Bank’s and the MBL Group’s liquidity is inadequate, would pose a serious risk to their ability to operate. Macquarie Bank’s and the MBL Group’s liquidity may be impacted at any given time as a result of various factors, including deposit losses, market disruptions, macroeconomic shocks, increases to liquidity and regulatory capital requirements due to legal and regulatory changes, restrictive central bank actions such as quantitative tightening that may reduce monetary supply and increase interest rates, the insolvency of a major market participant or systemically important financial institution, any idiosyncratic event impacting Macquarie Bank’s or the MBL Group’s reputation and/or business, any other unexpected cash outflows or higher-than-anticipated funding needs. The uncertainties surrounding these factors could undermine confidence in Macquarie Bank and the MBL Group, or the financial system as a whole.

Factors beyond Macquarie Bank’s and the MBL Group’s control, such as periods of market stress, a fall in investor confidence or financial market illiquidity may increase their funding costs and reduce their access to conventional funding sources. Additionally, from time to time, regulations that impose increased liquidity requirements on financial institutions may be adopted. These regulations may require the Bank and the MBL Group to hold larger amounts of highly liquid assets and/or constrain the Bank’s and the MBL Group’s ability to raise funding or deploy capital. Further, Macquarie Bank’s and the MBL Group’s ability to liquidate assets may be impaired if there is not generally a liquid market for such assets, as well as in circumstances where other market participants are seeking to sell similar otherwise generally liquid assets at the same time, as is likely to occur in a liquidity or other market crisis or in response to changes in law or regulation.

Macquarie Bank and the MBL Group may need to raise funding from alternative sources if their access to stable and lower cost sources of funding, such as customer deposits and the equity and debt capital markets, is reduced. Those alternative sources of funding could be more expensive or also limited in availability. Macquarie Bank’s and the MBL Group’s funding costs could also be negatively affected by actions that they may take in order to satisfy their mandated liquidity coverage and net stable funding ratios or other regulatory requirements.

If Macquarie Bank and the MBL Group fail to effectively manage their liquidity, this could constrain their ability to fund or invest in their businesses, and thereby adversely affect their business, results of operations, prospects, financial performance or financial condition.

(aa) Failure of Macquarie Bank or the MBL Group to maintain their credit ratings and those of their subsidiaries could adversely affect their cost of funds, liquidity, competitive position and access to capital markets.

The credit ratings assigned to Macquarie Bank or the MBL Group and certain of their subsidiaries by rating agencies are based on their evaluation of a number of factors, including the MBL Group’s ability to maintain a stable and diverse earnings stream, strong capital ratios, strong credit quality and risk management controls, funding stability and security, disciplined liquidity management and its key operating environments, including the availability of systemic support in Australia. In addition, a credit rating downgrade could be driven by the occurrence of one or more of the other risks identified in this section or by other events that are not related to the MBL Group where there has been no deterioration in its business, such as changes to the ratings methodology or criteria.

If these MBL Group entities fail to maintain their current credit ratings, this could (i) adversely affect Macquarie Bank's or the MBL Group's cost of funds, liquidity, competitive position, the willingness of counterparties to transact with the MBL Group and its ability to access capital markets or (ii) trigger Macquarie Bank's or the MBL Group's obligations under certain bilateral provisions in some of their trading and collateralised financing contracts. Under these provisions, counterparties could be permitted to terminate contracts with the MBL Group or require it to post collateral. Termination of Macquarie Bank's or a MBL Group entity's trading and collateralised financing contracts could cause them to sustain losses and impair their liquidity by requiring them to find other sources of financing or to make significant cash payments or securities movements.

(ab) Changes and increased volatility in currency exchange rates may adversely impact the MBL Group's financial results and its financial and regulatory capital positions.

While the MBL Group's consolidated financial statements are presented in Australian Dollars, a significant portion of the MBL Group's operating income is derived, and operating expenses are incurred, from its offshore business activities, which are conducted in a broad range of currencies. Changes in the rate at which the Australian Dollar is translated from other currencies can impact the MBL Group's financial statements and the economics of its business.

Although the MBL Group seeks to carefully manage its exposure to foreign currencies, in part through matching of assets and liabilities in local currencies and through the use of foreign exchange forward contracts to hedge its exposure, the MBL Group is still exposed to exchange risk. The risk becomes more acute during periods of significant currency volatility. Insofar as the MBL Group is unable to hedge or has not completely hedged its exposure to currencies other than the Australian Dollar, the MBL Group's reported profit and foreign currency translation reserve would be affected.

In addition, because the MBL Group's regulatory capital position is assessed in Australian Dollars, its capital ratios may be adversely impacted by a depreciating Australian Dollar, which increases the capital requirement for assets denominated in currencies other than Australian Dollars.

(ac) Macquarie Bank's and the MBL Group's businesses are subject to the risk of loss associated with price volatility in the equity markets and other markets in which they operate.

Macquarie Bank and the MBL Group are exposed to changes in the value of financial instruments and other financial assets that are carried at fair market value, as well as changes to the level of their advisory and other fees, due to changes in interest rates, exchange rates, equity and commodity prices and credit spreads and other market risks. These changes may result from changes in economic conditions, monetary and fiscal policies, market liquidity, availability and cost of capital, international and regional political events, acts of war or terrorism, corporate, political or other scandals that reduce investor confidence in capital markets, natural disasters or pandemics or a combination of these or other factors.

Macquarie Bank and the MBL Group trade in foreign exchange, interest rate, commodity, bullion, energy, securities and other markets and are an active price maker in the derivatives market. Certain financial instruments that Macquarie Bank and/or the MBL Group hold and contracts to which they are a party are complex and these complex structured products often do not have readily available markets to access in times of liquidity stress. Additionally, a number of the markets Macquarie Bank and the MBL Group trade in, and in particular the energy markets, have or may experience increased levels of volatility as a result of uncertainty and supply chain disruptions related to ongoing developments, such as the Russia-Ukraine conflict, the conflict in the Middle East and rising interest rates.

In addition, reductions in equity market prices or increases in interest rates may reduce the value of Macquarie Bank's and the MBL Group's clients' portfolios, which in turn may reduce the fees they earn for managing assets in certain parts of their business. Increases in interest rates or attractive prices for other investments could cause Macquarie Bank's and the MBL Group's clients to transfer their assets out of their funds or other products.

Interest rate benchmarks around the world (for example, the London Inter-Bank Offered Rate ("**LIBOR**")) have been subject to regulatory scrutiny and are subject to change. See also "Risk Factors – Legal and Regulatory Risks – The MBL Group may not manage risks associated with the replacement of interest rate benchmarks effectively".

Interest rate risk arises from a variety of sources including mismatches between the repricing periods of assets and liabilities. As a result of these mismatches, movements in interest rates can affect earnings or the value of the MBL Group. See also "Risk Factors – Inflation has had, and could continue to have, a negative effect on Macquarie Bank's or the MBL Group's business, results of operations and financial condition".

(ad) Macquarie Bank's and the MBL Group's businesses are subject to risks including trading losses, risks associated with market volatility and the risks associated with their physical commodities activities.

Macquarie Bank's and the MBL Group's commodities business primarily involves transacting with their clients to help them manage risks associated with their commodity exposures and Macquarie Bank and the MBL Group may also enter into commodity transactions on their own behalf. These transactions often involve Macquarie Bank and the MBL Group taking on exposure to price movements in the underlying commodities. Macquarie Bank and the MBL Group employ a variety of techniques and processes to manage these risks, including hedging, but, they may not fully hedge their risk and their risk management techniques may not be as effective as they intend for a variety of reasons, including unforeseen events occurring outside their risk modelling. For example, some products may have limited market liquidity and access to derivative markets may become constrained during periods of volatile commodity market conditions, increasing the cost of hedging instruments. Macquarie Bank's and the MBL Group's counterparty risk may also be elevated at times of high volatility because their counterparties may be more likely to be under financial stress, increasing their exposure to potential losses as a result of those counterparties defaulting or failing to perform their obligations. See also "Risk Factors – Counterparty credit risk – Failure of third parties to honour their commitments in connection with Macquarie Bank's and the MBL Group's trading, lending and other activities may adversely impact their business".

While most of Macquarie Bank's and the MBL Group's commodities markets activities involve financial exposures, from time to time they will also have physical positions, which expose them to the risks of owning and/or transporting commodities, some of which may be hazardous. Commodities involved in Macquarie Bank's and the MBL Group's intermediation activities and investments are also subject to the risk of unforeseen or catastrophic events, which are likely to be outside of their control. These risks may include accidents and failures with transportation and storage infrastructure, determinations made by exchanges, extreme weather events or other natural disasters, leaks, spills or release of hazardous substances, disruptions to global supply chains and shipping operations, changes to local legislation and regulation, government action (for example, energy price caps or emergency measures) or hostile geopolitical events (including the ongoing Russia-Ukraine conflict and conflict in the Middle East and any potential conflict as a result of rising tensions between China and Taiwan and the U.S.). The occurrence of any of such events may prevent Macquarie Bank and the MBL Group from performing under their agreements with clients, may impair their operations or financial results and may result in litigation, regulatory action, negative publicity or other reputational harm. Also, while Macquarie Bank and the MBL Group seek to insure against potential risks, insurance may be uneconomic to obtain, the insurance that they have may not be adequate to cover all their losses or they may not be able to obtain insurance to cover some of these risks. There may also be substantial costs in complying with extensive and evolving laws and regulations relating to Macquarie Bank's and the MBL Group's commodities and risk management related activities and investments including energy and climate change laws and regulations worldwide. Increasingly complex sanctions regimes implemented by countries globally have increased risk and uncertainty in some areas of the commodities sector, by prohibiting the continuation of, or requiring significant restructuring of, large and complex transactions and potentially affecting planned exit strategies. See also "Risk Factors – The MBL Group is subject to the risk of loss as a result of not complying with laws governing financial crime, including sanctions".

(ae) Funding constraints of investors may impact Macquarie Bank's and/or the MBL Group's income.

Macquarie Bank and the MBL Group generate a portion of their income from the sale of assets to third parties. If buyers are unable to obtain financing to purchase assets that Macquarie Bank and/or the MBL Group currently hold or purchase with the intention to sell in the future, Macquarie Bank and/or the MBL Group may be required to hold investment assets for longer than they intended or sell these assets at lower prices than they historically would have expected to achieve, which may lower their rate of return on these investments and require funding for periods longer than they have anticipated.

(af) Inflation has had, and could continue to have, a negative effect on Macquarie Bank's or the MBL Group's business, results of operations and financial condition.

Inflationary pressures have affected economies, financial markets and market participants worldwide. Central bank responses to inflationary pressures have resulted in higher market interest rates and aggressive balance sheet policy, which has contributed and may continue to contribute to elevated financial and capital market volatility and significant changes to asset values. Macquarie Bank and the MBL Group expect elevated levels of inflation may result in higher labour costs and other operating costs, thus putting pressure on Macquarie Bank's and the MBL Group's expenses. Central bank actions in response to elevated inflation may lead to slow economic growth and increase the risk of recession, which could adversely affect Macquarie Bank's and the MBL Group's clients, businesses and results of operations.

(ag) The MBL Group's businesses could suffer losses due to climate change.

The MBL Group's businesses could also suffer losses due to climate change. Climate change is systemic in nature and is a significant long-term driver of both financial and non-financial risks. Climate change related impacts include physical risks from changing climatic conditions which could result from increased frequency and/or severity of adverse weather events. Such disasters could disrupt the MBL Group's operations or the operations of customers or third parties on which the MBL Group rely. Over the longer term, these events could impact the ability of the MBL Group's clients or customers to repay their obligations, reduce the value of collateral, negatively impact asset values and result in other effects. Additionally, climate change could result in transition risks such as changes to laws and regulations, technology development and disruptions and changes in consumer and market preferences towards low carbon goods and services. These factors could restrict the scope of the MBL Group's existing businesses, limit the MBL Group's ability to pursue certain business activities and offer certain products and services, amplify credit and market risks, negatively impact asset values, result in litigation, regulatory scrutiny and/or action, negative publicity or other reputational harm and/or otherwise adversely impact the MBL Group, its business or its customers.

Climate risks can also arise from the inconsistencies and conflicts in the manner in which climate policy and financial regulation is implemented in the regions where the MBL Group operates, including initiatives to apply and enforce policy and regulation with extraterritorial effect. Legislative or regulatory uncertainties and changes are also likely to result in higher regulatory, compliance, credit, reputation and other risks and costs.

The MBL Group's ability to meet its climate-related goals, targets and commitments, including its goal to achieve net zero emissions in its own business operations across Scope 1 and 2 by FY2025 and its goal to align its financing activity with the global goal of net zero emissions by 2050, is subject to risks and uncertainties, many of which are outside of the MBL Group's control, such as technology advances, public policies and challenges related to capturing, verifying, analysing and disclosing emissions and climate-related data. Failure to effectively manage these risks could adversely affect the MBL Group's business, prospects, reputation, financial performance or financial condition.

Legal and regulatory risks

(ah) Many of Macquarie Bank's and the MBL Group's businesses are highly regulated and they could be adversely affected by temporary and permanent changes in law, regulations and regulatory policy.

The MBL Group operates various kinds of businesses across multiple jurisdictions or sectors which are regulated by more than one regulator. Additionally, some members of the Macquarie Group own or manage assets and businesses that are regulated. The MBL Group's businesses include an "authorised deposit-taking institution" ("**ADI**") in Australia (regulated by APRA), a credit institution in Ireland (regulated by the Central Bank of Ireland), bank branches in the United Kingdom, the Dubai International Finance Centre and Singapore and representative offices in the U.S., South Africa, Brazil and Switzerland. The regulations vary from country to country but generally are designed to protect depositors and the banking system as a whole, not holders of Macquarie Bank's securities or creditors. In addition, as a diversified financial institution, many of the MBL Group's businesses are subject to financial services regulation other than prudential banking regulation, as well as laws, regulations and oversight specific to the industries applicable to the MBL Group's businesses and assets. Failure to comply with any laws or regulations which the MBL Group is subject to could adversely affect its business, prospects, reputation or financial condition.

Regulatory agencies and governments frequently review and revise banking and financial services laws, security and competition laws, fiscal laws and other laws, regulations and policies, including fiscal policies. Changes to laws, regulations or policies, including changes in interpretation or implementation of laws, regulations or policies, could substantially affect Macquarie Bank and the MBL Group or their businesses, the products and services Macquarie Bank and the MBL Group offer or the value of their assets, or have unintended consequences or impacts across Macquarie Bank's and the MBL Group's business. These may include imposing more stringent liquidity requirements and capital adequacy, increasing tax burdens generally or on financial institutions or transactions, limiting the types of financial services and products that can be offered and/or increasing the ability of other providers to offer competing financial services and products, as well as changes to prudential regulatory requirements. Global economic conditions and increased scrutiny of the governance, culture, remuneration and accountability in the banking sector have led to increased supervision and regulation, as well as changes in regulation in the markets in which Macquarie Bank and the MBL Group operate and may lead to further significant changes of this kind. Health, safety, environmental and social laws and regulations can also change rapidly and significantly. The occurrence of any adverse health, safety, environmental or social event, or any changes, additions to, or more rigorous enforcement of, health, safety, environmental and social standards could have a significant impact on operations and/or result in material expenditures.

In some countries in which the MBL Group does business or may in the future do business, in particular in emerging markets, the laws and regulations are uncertain and evolving, and it may be difficult for the MBL Group to determine the requirements of local laws in every market. The MBL Group's inability to remain in compliance with local laws in a particular market could have a significant and negative effect not only on its businesses in that market but also on its reputation generally.

In addition, regulation is becoming increasingly extensive and complex and in many instances requires the MBL Group to make complex judgments, which increases the risk of non-compliance. Some areas of regulatory change involve multiple jurisdictions seeking to adopt a coordinated approach or certain jurisdictions seeking to expand the territorial reach of their regulation. The nature and impact of future changes are unpredictable, beyond Macquarie Bank's and the MBL Group's control and may result in potentially conflicting requirements, resulting in additional legal and compliance expenses and changes to their business practices that adversely affect their profitability.

APRA may introduce new prudential regulations or modify existing regulations, including those that apply to Macquarie Bank as an ADI. Any such event could result in changes to the organisational structure of the MBL Group and/or the Macquarie Group and adversely affect the MBL Group. Macquarie Bank and its subsidiaries are subject to laws that authorize regulatory bodies to block or reduce the flow of funds from those subsidiaries to Macquarie Bank. Restrictions or regulatory action of that kind could impede access to funds that Macquarie Bank needs to make payments on its obligations, including debt obligations, or dividend payments.

(ai) The MBL Group is subject to the risk of loss as a result of not complying with laws governing financial crime, including sanctions.

The MBL Group is subject in its operations worldwide to laws and regulations relating to corrupt and illegal payments, counter-terrorism financing, anti-bribery and corruption and adherence to anti-money laundering obligations, as well as laws, sanctions and economic trade restrictions relating to doing business with certain individuals, groups and countries. The geographical diversity of its operations, employees, clients and customers, as well as the vendors and other third parties that it deals with, increases the risk that it may be found in violation of financial crime related laws. Emerging financial crime risk typologies could also limit the MBL Group's ability to track the movement of funds thereby heightening the risk of the MBL Group breaching financial crime related laws, sanctions or bribery and corruption laws. The MBL Group's ability to comply with relevant laws is dependent on its detection and reporting capabilities, control processes and oversight accountability. Additionally, the current sanctions environment remains dynamic and constantly evolving. Increasingly complex sanctions and disclosure regimes, which often differ or are not aligned across countries, could adversely affect the MBL Group's business activities and investments, as well as expose it to compliance risk and reputational harm.

A failure to comply with these requirements and expectations, even if inadvertent, or resolve any identified deficiencies could subject the MBL Group to significant penalties, revocation, suspension, restriction or variation of conditions of operating licenses, adverse reputational consequences, a breach of the MBL Group's contractual arrangements, litigation by third parties (including potentially class actions) or limitations on its ability to do business.

(aj) Macquarie Bank and the MBL Group may be adversely affected by increased governmental and regulatory scrutiny or negative publicity.

Governmental scrutiny from regulators, legislative bodies and law enforcement agencies with respect to matters relating to the financial services sector generally, and Macquarie Bank's business operations, capital, liquidity, financial and non-financial risk management and other matters, has increased dramatically in recent years. The political and public sentiment regarding financial institutions has resulted in a significant amount of adverse press coverage, as well as adverse statements or charges by regulators or other government officials, and in some cases, to increased regulatory scrutiny, enforcement actions and litigation. Responding to and addressing such matters, regardless of the ultimate outcome, is time-consuming, expensive, can adversely affect investor confidence and can divert the time and effort of the MBL Group's staff (including senior management) from their business.

Investigations, inquiries, penalties and fines sought by regulatory authorities have increased substantially over the last several years, with regulators exercising their enhanced enforcement powers in commencing enforcement actions or with advancing or supporting legislation targeted at the financial services industry. If the MBL Group is subject to adverse regulatory findings, the financial penalties could have a material adverse effect on its results of operations. Adverse publicity, governmental scrutiny and legal and enforcement proceedings can also have a negative impact on the MBL Group's reputation with clients and on the morale and performance of its employees.

(ak) Litigation and regulatory actions may adversely impact Macquarie Bank and the MBL Group's results of operations.

Macquarie Bank and the MBL Group may, from time to time, be subject to material litigation and regulatory actions, for example, as a result of inappropriate documentation of contractual relationships, class actions or regulatory breaches, which, if they crystallise, may adversely impact upon their results of operations and financial condition in future periods or their reputation. Macquarie Bank and the MBL Group entities regularly obtain legal advice and make provisions, as deemed necessary. There is a risk that any losses may be larger than anticipated or provided for or that additional litigation, regulatory actions or other contingent liabilities may arise. Furthermore, even where monetary damages may be relatively small, an adverse finding in a regulatory or litigation matter could harm Macquarie Bank's and the MBL Group's reputation or brand, thereby adversely affecting their business.

(al) The MBL Group may not manage risks associated with the replacement of interest rate benchmarks effectively.

LIBOR and other interest rate benchmarks (collectively, the "**IBORs**") have been the subject of ongoing national and international regulatory scrutiny and reform. The LIBOR administrator ceased publication of non-USD LIBOR and one-week and two-months USD LIBOR on a permanent or representative basis on 31 December 2021, and ceased publication of all other USD LIBOR tenors on 1 July 2023. The transition away from and discontinuance of established benchmark rates and the adoption of alternative reference rates ("**ARR**") by the market may pose a number of risks for the MBL Group, its clients, and the financial services industry more widely. These include, but are not limited to:

- Conduct risks – where, by undertaking actions to transition away from using the IBORs, the MBL Group faces conduct risks which may lead to client complaints, regulatory sanctions or reputational impact.

- Legal and execution risks – relating to documentation changes required for new ARR products and for the transition of legacy contracts to ARRs.

- Financial risks and pricing risks – any changes in the pricing mechanisms of financial instruments linked to IBOR or ARRs which could impact the valuations of these instruments.

- Operational risks – due to the potential need for the MBL Group, its clients and the market to adapt information technology systems, operational processes and controls to accommodate one or more ARRs for a large volume of trades.

Any of these factors may have a material adverse effect on the MBL Group's business, results of operations, financial condition and prospects.

Counterparty credit risk

(am) Failure of third parties to honour their commitments in connection with Macquarie Bank's and the MBL Group's trading, lending and other activities may adversely impact their business.

Macquarie Bank and the MBL Group are exposed to potential losses as a result of an individual, counterparty or issuer being unable or unwilling to honour its contractual obligations. Macquarie Bank and the MBL Group are also exposed to potential concentration risk arising from individual exposures or other concentrations including to industries or countries. Macquarie Bank and the MBL Group assume counterparty risk in connection with their lending, trading, derivatives and other businesses where they rely on the ability of third parties to satisfy their financial obligations to them in full and on a timely basis. Macquarie Bank's and the MBL Group's recovery of the value of the resulting credit exposure may be adversely affected by a number of factors, including declines in the financial condition of the counterparty, the value of collateral they hold and the market value of counterparty obligations they hold. Changes in sanctions laws may affect the credit condition of their counterparties, with those whose businesses were developed around the ability to trade in or utilise now-sanctioned commodities more likely to have been negatively affected. A period of low or negative economic growth, changes in market conditions or stressed or volatile markets and/or a rise in unemployment could also adversely impact the ability of Macquarie Bank's and the MBL Group's consumer and/or commercial borrowers or counterparties to meet their financial obligations and negatively impact Macquarie Bank's and the MBL Group's credit portfolio. Consumers have been and may continue to be negatively impacted by inflation, resulting in drawdowns of savings or increases in household debt. Higher interest rates, which have increased debt servicing costs for some businesses and households, may adversely impact credit quality, particularly in a period of low or negative economic growth. If the macroeconomic environment worsens, Macquarie Bank's and the MBL Group's credit portfolio and allowance for credit losses could be adversely impacted. Please refer to Note 33 of the Macquarie Bank 2024 Financial Report for details on the concentration of credit risk by significant geographical locations and counterparty types.

Macquarie Bank and the MBL Group are also subject to the risk that their rights against third parties may not be enforceable in all circumstances. Macquarie Bank's and the MBL Group's inability to enforce their rights may result in losses.

(an) Macquarie Bank and the MBL Group may experience impairments in their loans, investments and other assets.

Macquarie Bank and its subsidiaries recorded A$49 million of credit and other impairment charges for the financial year ended 31 March 2024, including A$34 million for net credit impairment reversals, and A$15 million for net other impairment reversals on interests in associates and joint ventures, intangible assets and other non-financial assets. Credit and other impairments may be required in future periods depending upon the credit quality of Macquarie Bank's counterparties or if the market value of assets similar to those held were to decline. Credit and other impairment charges may also vary following a change to the inputs or forward-looking information used in the determination of expected credit losses. Please refer to Note 12 of the Macquarie Bank 2024 Financial Report for further information on the determination of expected credit losses.

Sudden declines and significant volatility in the prices of assets may substantially curtail or eliminate the trading markets for certain assets, which may make it very difficult to sell, hedge or value such assets. The inability to sell or effectively hedge assets reduces Macquarie Bank's and the MBL Group's ability to limit losses in such positions and the difficulty in valuing assets may negatively affect their capital, liquidity or leverage ratios, increase their funding costs and generally require them to maintain additional capital.

Operational risks

(ao) Macquarie Bank's and the MBL Group's ability to retain and attract qualified employees is critical to the success of their business and the failure to do so may materially adversely affect their performance.

Macquarie Bank and the MBL Group's employees are their most important resource, and their performance largely depends on the talents and efforts of highly skilled individuals. Macquarie Bank's and the MBL Group's continued ability to compete effectively in their businesses and to expand into new business areas and geographic regions depends on their ability to retain and motivate their existing employees and attract new employees. Competition from within the financial services industry and from businesses outside the financial services industry, such as professional service firms, hedge funds, private equity funds and venture capital funds, for qualified employees has historically been intense. Remuneration costs required to attract and retain employees may increase and the competitive market for talent may further intensify. Recent employment conditions have made the competition to hire and retain qualified employees more challenging and costly. Attrition rates may also be impacted by factors such as changes in worker expectations, concerns and preferences, including an increased demand for remote work options and other flexibility in the post-COVID-19 environment.

In order to attract and retain qualified employees, Macquarie Bank and the MBL Group must compensate such employees at or above market levels. Typically, those levels have caused employee remuneration to be the MBL Group's greatest expense as its performance-based remuneration has historically been cash and equity based and highly variable. Recent market events have resulted in increased regulatory and public scrutiny of corporate remuneration policies and the establishment of criteria against which industry remuneration policies may be assessed. As a regulated entity, Macquarie Bank may be subject to limitations on remuneration practices (which may or may not affect its competitors). These limitations may require Macquarie Bank and the MBL Group to further alter their remuneration practices in ways that could adversely affect their ability to attract and retain qualified and talented employees.

Current and future laws (including laws relating to immigration and outsourcing) may restrict Macquarie Bank's and the MBL Group's ability to move responsibilities or personnel from one jurisdiction to another. This may impact Macquarie Bank's and the MBL Group's ability to take advantage of business and growth opportunities or potential efficiencies.

(ap) Macquarie Bank and the MBL Group may incur financial loss, adverse regulatory consequences or reputational damage due to inadequate or failure in internal or external operational systems and infrastructures, people and processes.

Macquarie Bank and the MBL Group's businesses depend on their ability to process and monitor, on a daily basis, a very large number of transactions, many of which are highly complex, across numerous and diverse markets in many currencies. While Macquarie Bank and the MBL Group employ a range of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the specifics and timing of such outcomes. As such, Macquarie Bank and the MBL Group may, in the course of their activities, incur losses. There can be no assurance that the risk management processes and strategies that Macquarie Bank and the MBL Group have developed will adequately anticipate or be effective in addressing market stress or unforeseen circumstances. For a further discussion of Macquarie Bank's and the MBL Group's risk management policies and procedures, please refer to Note 33 of the Macquarie Bank 2024 Financial Report.

Macquarie Bank and the MBL Group also face the risk of operational failure, termination or capacity constraints of any of the counterparties, clearing agents, exchanges, clearing houses or other financial intermediaries Macquarie Bank and the MBL Group use to facilitate their securities or derivatives transactions, and as Macquarie Bank's and the MBL Group's interconnectivity with their clients and counterparties grows, the risk to Macquarie Bank and the MBL Group of failures in their clients' and counterparties' systems also grows. Any such failure, termination or constraint could adversely affect Macquarie Bank's and the MBL Group's ability to effect or settle transactions, service their clients, manage their exposure to risk, meet their obligations to counterparties or expand their businesses or result in financial loss or liability to their clients and counterparties, impairment of their liquidity, disruption of their businesses, regulatory intervention or reputational damage.

As Macquarie Bank's and the MBL Group's client base, business activities and geographical reach expands, developing and maintaining their operational systems and infrastructure becomes increasingly challenging. Macquarie Bank and the MBL Group must continuously update these systems to support their operations and growth, which may entail significant costs and risks of successful integration. Macquarie Bank's and the MBL Group's financial, accounting, data processing or technology assets may fail to operate properly or be disrupted as a result of events that are wholly or partially beyond their control, such as a malicious cyber-attack or a disruption event at a third-party supplier.

The MBL Group's businesses manage a large volume of sensitive data and rely on the secure processing, transmission, storage and retrieval of confidential, proprietary and other information in their data management systems and technology, and in those managed, processed and stored by third parties on behalf of the MBL Group. Inadequate data governance, management and control across the data lifecycle, which include the capture, processing, retention, publication, use, archiving and disposal of data, could lead to poor decision making in the provision of credit as well as affecting the MBL Group's data management regulatory obligations, all of which may cause the MBL Group to incur losses or lead to regulatory actions. Macquarie Bank and the MBL Group are subject to laws, rules and regulations in a number of jurisdictions regarding compliance with their privacy policies and the disclosure, collection, use, sharing and safeguarding of personally identifiable information of certain parties, such as their employees, customers, suppliers, counterparties and other third parties, the violation of which could result in litigation, regulatory fines and enforcement actions. Furthermore, a breach, failure or other disruption of Macquarie Bank's and the MBL Group's data management systems and technology, or those of their third-party service providers, could lead to the unauthorised or unintended release, misuse, loss or destruction of personal or confidential data about their customers, employees or other third parties in their possession. A purported or actual unauthorised access or unauthorised disclosure of personal or confidential data could materially damage Macquarie Bank's and the MBL Group's reputation and expose Macquarie Bank and the MBL Group to liability for violations of privacy and data protection laws.

Macquarie Bank and the MBL Group are exposed to the risk of loss resulting from the failure of their internal or external processes and systems, such as from the disruption or failure of their IT systems, or from external suppliers and service providers including public and private cloud-based technology platforms. Such operational risks may include theft and fraud, failure to effectively implement employment practices and inadequate workplace safety, improper business practices, mishandling of client moneys or assets, client suitability and servicing risks, product complexity and pricing and valuation risk or improper recording, evaluating or accounting for transactions or breaches of their internal policies and regulations. There is increasing regulatory and public scrutiny concerning the appropriate management of data and the resilience of outsourced and offshore activities and their associated risks. If Macquarie Bank and the MBL Group fail to manage these risks appropriately, they may incur financial losses and/or regulatory intervention and penalties and damage to their reputation which may impact their ability to attract and retain clients who may or may not be directly affected.

Macquarie Bank and the MBL Group are also exposed to the risk of loss and adverse impact to external stakeholders, resulting from their business activities, including the actions or inactions of their employees, contractors and external service providers operating in markets globally. Conduct risks can arise from human errors, lack of reasonable care and diligence exercised or intentional malfeasance, fraud and other misconduct, including the misuse of client information in connection with insider trading or for other purposes, even if promptly discovered and remediated, can result in reputational damage and material losses and liabilities for Macquarie Bank and the MBL Group.

Whilst Macquarie Bank and the MBL Group have a range of controls and processes to minimise their conduct risk exposure and identify and manage employee behaviours in line with their risk management policies, it is not always possible to deter or prevent employee misconduct. The precautions Macquarie Bank and the MBL Group take to prevent and detect this activity may not be effective in all cases, which could result in financial losses, regulatory intervention and reputational damage.

(aq) A cyber-attack, information or security breach, or a technology disruption event of Macquarie Bank or the MBL Group or of a third-party supplier could adversely affect Macquarie Bank's or the MBL Group's ability to conduct their business, manage their exposure to risk or expand their businesses. This may result in the disclosure or misuse of confidential or proprietary information and an increase in Macquarie Bank's or the MBL Group's costs to maintain and update their operational and security controls and infrastructure.

The MBL Group's businesses depend on the security and efficacy of its data management systems and technology, as well as those of third parties with whom it interacts or on whom it relies. To access the MBL Group's network, products and services, its customers and other third parties may use personal mobile devices or computing devices that are outside of its network environment and are subject to their own cybersecurity risks. While the MBL Group seeks to operate in a control environment that limits the likelihood of a cyber and information security incident, and to ensure that the impact of a cyber and information security incident can be minimised by information security capability and incident response, there can be no assurances that the MBL Group's security controls will provide absolute security against a dynamic external threat environment.

Cyber and information security risks for financial institutions have increased in recent years, in part because of the proliferation of new technologies, the use of internet and telecommunications technology, the increase in remote working arrangements and the increased sophistication and activities of attackers (including hackers, organised criminals, terrorist organisations, hostile state-sponsored activity, disgruntled individuals, activists and other external parties). These risks have grown more acute due to advances in artificial intelligence, such as the use of machine learning and generative artificial intelligence, which has allowed malicious actors to develop more advanced social engineering attacks, including targeted phishing attacks. Global events and geopolitical instability may increase security threats targeted at financial institutions. Targeted social engineering attacks are becoming more sophisticated and are extremely difficult to prevent and requires the exercise of sound judgment and vigilance by the MBL Group's employees when they are targeted by such attacks. The techniques used by hackers change frequently and may not be recognised until launched or until after a breach has occurred. Additionally, the existence of cyber-attacks or security breaches at the MBL Group's suppliers may also not be disclosed to it in a timely manner.

Despite efforts to protect the integrity of the MBL Group's systems through the implementation of controls, processes, policies and other protective measures, there is no guarantee that the measures the MBL Group continues to take will provide absolute security or recoverability given that the techniques used in cyber-attacks are complex, executed rapidly, frequently evolving and as a result are difficult to prevent, detect and respond to.

Due to increasing consolidation, interdependence and complexity of financial entities and technology systems, a technology failure, cyber-attack or other information or security breach that significantly degrades, deletes or compromises the systems or data of one or more financial entities could have a material impact on counterparties or other market participants, including the MBL Group. This consolidation, interconnectivity and complexity increases the risk of operational failure, on both individual and industry-wide bases, as disparate systems need to be integrated. Any third-party technology failure, cyber-attack or other information or security breach, termination or constraint could, among other things, adversely affect the MBL Group's ability to effect transactions, service its clients, manage its exposure to risk or expand its businesses.

The MBL Group anticipates cyber-attacks will continue to occur because perpetrators are well resourced, deploying highly sophisticated techniques including artificial intelligence based attacks, which are evolving rapidly. This challenges its ability to implement effective controls measures to prevent or minimise damage that may be caused by all information security threats. Cyber-attacks or other information or security breaches, whether directed at the MBL Group or third parties, may result in a material loss or have adverse consequences for the MBL Group, including operational disruption, financial losses, reputational damage, theft of intellectual property and customer data, violations of applicable privacy laws and other laws, litigation exposure, regulatory fines, penalties or intervention, loss of confidence in its security measures and additional compliance costs, all of which could have a material adverse impact on the MBL Group.

(ar) Macquarie Bank's and the MBL Group's operations rely on their ability to maintain an appropriately staffed workforce, and on the competence, engagement, health, safety and wellbeing of employees and contractors.

Macquarie Bank's and the MBL Group's ability to operate their businesses efficiently and profitably, to offer products and services that meet the expectations of their clients and customers, and to maintain an effective risk management framework is highly dependent on their ability to staff their operations appropriately and on the competence, integrity and health, safety and wellbeing of their employees and contractors.

Macquarie Bank's and the MBL Group's operations could be impaired if the measures they take to ensure the health, safety and wellbeing of their employees and contractors are ineffective, or if any external party on which they rely fails to take appropriate and effective actions to protect the health and safety of their employees and contractors.

(as) The MBL Group could suffer losses due to hostile, catastrophic or unforeseen events, including due to environmental and social factors.

The MBL Group's businesses are subject to the risk of unforeseen, hostile or catastrophic events, many of which are outside of its control, including natural disasters, extreme weather events (such as persistent winter storms or protracted droughts), leaks, spills, explosions, release of toxic substances, fires, accidents on land or at sea, terrorist attacks, military conflict including the ongoing Russia-Ukraine conflict and conflict in the Middle East and any potential conflict as a result of rising tensions between China and Taiwan and the U.S., or other hostile or catastrophic events. Any significant environmental change or external event (including increased frequency and severity of storms, floods and other catastrophic events such as earthquakes, persistent changes in precipitation levels, rising average global temperatures, rising sea levels, pandemics, other widespread health emergencies, civil unrest, geopolitical or terrorism events) has the potential to disrupt business activities, impact the MBL Group's operations or reputation, increase credit risk and other credit exposures, damage property and otherwise affect the value of assets held in the affected locations and the MBL Group's ability to recover amounts owing to it.

The occurrence of any such events may prevent the MBL Group from performing under its agreements with clients, may impair its operations or financial results, and may result in litigation, regulatory action, negative publicity or other reputational harm. The MBL Group may also not be able to obtain insurance to cover some of these risks and the insurance that it has may be inadequate to cover its losses. Any such long-term, adverse environmental or social consequences could prompt the MBL Group to exit certain businesses altogether. In addition, such an event or environmental change (as the case may be) could have an adverse impact on economic activity, consumer and investor confidence, or the levels of volatility in financial markets.

The MBL Group also faces increasing public scrutiny, laws and regulations related to environmental, social and governance ("**ESG**") factors, including concerns in respect of "greenwashing" practices. The MBL Group risks damage to its brand and reputation if it fails to act responsibly in a number of areas, such as diversity and inclusion, environmental stewardship, respecting the rights of Indigenous Peoples, support for local communities, corporate governance and transparency and considering ESG factors (including human rights breaches such as modern slavery) where relevant when conducting its business, including under its investment and procurement processes. The MBL Group is also subject to competing demands from different stakeholder groups with divergent views on such ESG-related factors, including by governmental and regulatory officials in various geographical markets in which it operates and invests. Failure to effectively manage these risks, including managing ESG-related expectations across varied stakeholder interests, may result in breaches of MBL Group's statutory obligations and harm to its reputation, and could adversely affect the MBL Group's business, prospects, reputation, financial performance or financial condition.

(at) Failure of the MBL Group's insurance carriers or its failure to maintain adequate insurance cover could adversely impact its results of operations.

The MBL Group maintains insurance that it considers to be prudent for the scope and scale of its activities. If the MBL Group's insurance carriers fail to perform their obligations to the MBL Group and/or its third-party cover is insufficient for a particular matter or group of related matters, its net loss exposure could adversely impact its results of operations.

(au) The MBL Group is subject to risks in using custodians.

Certain products the MBL Group manages depend on the services of custodians to carry out certain securities transactions. Securities held at custodians are typically segregated. In the event of the insolvency of a custodian, the MBL Group might not be able to recover equivalent unsegregated assets in full as the beneficiaries of these products will rank among the custodian's unsecured creditors. In addition, the cash held with a custodian in connection with these products will not be segregated from the custodian's own cash, and the creditors of these products will therefore rank as unsecured creditors in relation to the cash they have deposited.

(av) Macquarie Bank may be exposed to contagion risk as it does not control the management, operations or business of entities in the Macquarie Group that are not part of the MBL Group.

Entities in the Macquarie Group that are not part of the MBL Group may establish or operate businesses separately from the businesses of the MBL Group, and are not obligated to support the businesses of the MBL Group, other than as required by APRA prudential standards. The activities of those entities may have an impact on the MBL Group.

Strategic risks

(aw) Macquarie Bank's and the MBL Group's business may be adversely affected by their failure to adequately manage the risks associated with strategic opportunities and new businesses, including acquisitions, and the exiting or restructuring of existing businesses.

Macquarie Bank and other entities in the MBL Group are continually evaluating strategic opportunities and undertaking acquisitions of businesses, some of which may be material to their operations. Macquarie Bank's and/or the MBL Group's completed and prospective acquisitions and growth initiatives may cause them to become subject to unknown liabilities of the acquired or new business and additional or different regulations.

Future growth, including through acquisitions, mergers and other corporate transactions, may place significant demands on the MBL Group's legal, accounting, IT, risk management and operational infrastructure and result in increased expenses. A number of the MBL Group's recent and planned business initiatives and further expansions of existing businesses are likely to bring it into contact with new clients, new asset classes and other new products or new markets. These business activities expose the MBL Group to new and enhanced risks, including reputational concerns arising from dealing with a range of new counterparties and investors, actual or perceived conflicts of interest, regulatory scrutiny of these activities, potential political pressure, increased credit related and operational risks, including risks arising from IT systems and reputational concerns with the manner in which these businesses are being operated or conducted.

Any time Macquarie Bank and such other MBL Group entities make an acquisition, they may over-value the acquisition, they may not achieve expected synergies, they may achieve lower than expected cost savings or otherwise incur losses, they may lose customers and market share, they may face disruptions to their operations resulting from integrating the systems, processes and personnel (including in respect of risk management) of the acquired business into the MBL Group or their management's time may be diverted to facilitate the integration of the acquired business into the MBL Group. Macquarie Bank and other entities in the MBL Group may also underestimate the costs associated with outsourcing, exiting or restructuring existing businesses. Where Macquarie Bank's and/or the MBL Group's acquisitions are in foreign jurisdictions, or are in emerging or growth economies in particular, they may be exposed to heightened levels of regulatory scrutiny and political, social or economic disruption and sovereign risk in emerging and growth markets.

(ax) Macquarie Bank and the MBL Group's businesses depend on the Macquarie Group's brand and reputation.

The MBL Group believes its reputation in the financial services markets and the recognition of the Macquarie brand by its customers are important contributors to its business. Many companies in the Macquarie Group and many of the funds managed by entities owned, in whole or in part, by Macquarie Group use the Macquarie name. The MBL Group does not control those entities that are not in the MBL Group, but their actions may reflect directly on its reputation.

The MBL Group's business may be adversely affected by negative publicity or poor financial performance in relation to any of the entities using the Macquarie name, including any Macquarie-managed fund or funds that Macquarie has promoted or is associated with. Investors and lenders may associate such entities and funds with the name, brand and reputation of the MBL Group and the Macquarie Group and other Macquarie-managed funds. If funds that use the Macquarie name or are otherwise associated with Macquarie-managed infrastructure assets, such as roads, airports, utilities and water distribution facilities that people view as community assets, are perceived to be managed inappropriately, those managing entities could be subject to criticism and negative publicity, harming the reputation of Macquarie Bank and the MBL Group and the reputation of other entities that use the Macquarie name.

(ay) Competitive pressure, both in the financial services industry, as well as in the other industries in which Macquarie Bank and the MBL Group operate, could adversely impact their business.

Macquarie Bank and the MBL Group face significant competition from local and international competitors, which compete vigorously in the markets and sectors across which the MBL Group operates. Macquarie Bank and the MBL Group compete, both in Australia and internationally, with asset managers, retail and commercial banks, private banking firms, investment banking firms, brokerage firms, internet-based firms, commodity trading firms and other investment and service firms as well as businesses in adjacent industries in connection with the various funds and assets they manage and services they provide. This includes specialist competitors that may not be subject to the same capital and regulatory requirements and therefore may be able to operate more efficiently.

In addition, digital technologies and business models are changing consumer behaviour and the competitive environment. The use of digital channels by customers to conduct their banking continues to rise and emerging competitors are increasingly utilising new technologies and seeking to disrupt existing business models, including in relation to digital payment services and open data banking, that challenge, and could potentially disrupt, traditional financial services. Macquarie Bank and the MBL Group face competition from established providers of financial services as well as from businesses developed by non-financial services companies. Macquarie Bank and the MBL Group believe that they will continue to experience pricing pressures in the future as some of their competitors seek to obtain or increase market share.

The widespread adoption and rapid evolution of new technologies, including process automation, machine learning and artificial intelligence, analytic capabilities, self-service digital trading platforms and automated trading markets, internet services and digital assets, such as central bank digital currencies, cryptocurrencies (including stablecoins), tokens and other cryptoassets, clearing and settlement processes could have a substantial impact on the financial services industry. As such new technologies evolve and mature, the MBL Group's businesses and results of operations could therefore be adversely impacted.

Any consolidation in the global financial services industry may create stronger competitors with broader ranges of product and service offerings, increased access to capital, and greater efficiency and pricing power which may enhance the competitive position of the MBL Group's competitors. In addition to mergers and acquisitions pursued for commercial reasons, consolidation may also occur as a result of bank regulators encouraging or directing stronger institutions to acquire weaker institutions to preserve stability. The effect of competitive market conditions, especially in the MBL Group's main markets, products and services, may lead to an erosion in its market share or margins.

(az) Conflicts of interest could limit the MBL Group's current and future business opportunities.

As the MBL Group expands its businesses and its client base, it increasingly has to address potential or perceived conflicts of interest, including situations where its services to a particular client conflict with, or are perceived to conflict with, its own proprietary investments or other interests or with the interests of another client, as well as situations where one or more of its businesses have access to material non-public information that may not be shared with other businesses within the Macquarie Group. While the MBL Group believes it has adequate procedures and controls in place to address conflicts of interest, including those designed to prevent the improper sharing of information among its businesses, appropriately dealing with conflicts of interest is complex and difficult, and its reputation could be damaged and the willingness of clients or counterparties to enter into transactions may be adversely affected if Macquarie Bank fails, or appears to fail, to deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could give rise to claims by and liabilities to clients, litigation or enforcement actions.

Tax

(ba) Macquarie Bank's and the MBL Group's business operations expose them to potential tax liabilities that could have an adverse impact on their results of operation and reputation.

Macquarie Bank and MBL Group are exposed to costs and risks arising from the manner in which the Australian and international tax regimes may be applied, enforced and/or amended, both in terms of their own tax compliance and the tax aspects of transactions on which they work with clients and other third parties. Macquarie Bank's and the MBL Group's international, multi-jurisdictional platform increases their tax risks. Any actual or alleged failure to comply with or any change in the implementation, interpretation, application or enforcement of applicable tax laws and regulations could adversely affect Macquarie Bank's or the MBL Group's reputation and affected business areas, significantly increase their effective tax rate or tax liability and expose them to legal, regulatory and other actions.

Accounting standards

(bb) Changes in accounting standards, policies, interpretations, estimates, assumptions and judgments that could have a material impact on the financial results of Macquarie Bank and the MBL Group.

Macquarie Bank's and the MBL Group's accounting policies are fundamental to how they record and report their financial position and results of operations. These policies require the use of estimates, assumptions and judgements that affect the reported value of Macquarie Bank's and the MBL Group's assets or liabilities and results of operations. Management is required to determine estimates and apply subjective and complex assumptions and judgements about matters that are inherently uncertain. Changes in those estimates, assumptions and judgements are accounted for prospectively as a change in accounting estimate unless it is determined that either (i) the determination thereof was in error or (ii) the accounting policy which sets out the application of those estimates, assumptions and judgements has changed, in which case the previous reported financial information is represented.

Accounting standard setting bodies issue new accounting standards and interpretations in response to outreach activities, evolving interpretations, application of accounting principles as well as changes in market developments. In addition, changes in interpretations by accounting standard setting bodies; regulators; and Macquarie Bank's and the MBL Group's independent external auditor may also arise from time to time. These changes may be difficult to predict in terms of the nature of such changes and the timing thereof. The application of new requirements and interpretations may impact how Macquarie Bank and the MBL Group prepares and reports their financial statements. In some cases, Macquarie Bank and the MBL Group may be required to apply a new or revised standard or change in interpretation retrospectively, resulting in a requirement to represent their previously reported financial information.

INFORMATION RELATING TO THE COMPANY

All information contained in this document regarding the Company, including, without limitation, its financial information, is derived from publicly available information which appears on the web-site of the SGX-ST at http://www.sgx.com. The Issuer has not independently verified any of such information.

Incorporated in 1963, City Developments Ltd (the "**Company**") is a leading residential developer. CDL has built over 15,000 fine homes since 1963. It is also one of Singapore's biggest commercial landlords with more than 30 prime commercial buildings. With a stable of 101hotels, the CDL Group is a leading hotel owner and operator. Its portfolio includes the Millennium, Copthorne and Kingsgate chains of hotels. Operating in 18 countries, CDL has 7 companies listed on stock exchanges in Singapore, London, Amsterdam, Hong Kong, New Zealand and Manila.

The information set out in Appendix I of this document relates to the unaudited consolidated financial results of the Company and its subsidiaries for the six months and full year ended 31 December 2024 and has been extracted and reproduced from an announcement by the Company dated 26 February 2025 in relation to the same. Further information relating to the Company may be located on the web-site of the SGX-ST at http://www.sgx.com.

INFORMATION RELATING TO THE DESIGNATED MARKET MAKER

Macquarie Capital Securities (Singapore) Pte. Limited ("**MCSSP**") has been appointed the designated market maker ("**DMM**") for the Warrants. The DMM will provide competitive buy and sell quotes for the Warrants continuously during the trading hours of the SGX-ST on the following basis:

(a)	Maximum bid and offer spread	:	10 times the minimum permitted price movement in the Warrants in accordance with the rules of the SGX-ST or SGD 0.20, whichever is the greater
(b)	Minimum quantity subject to bid and offer spread	:	10,000 Warrants
(c)	Last Trading Day for Market Making	:	The date falling five Business Days immediately preceding the Expiry Date

Quotations will/may however not be provided by the DMM in the following circumstances:

(i) during the pre-market opening and five minutes following the opening of the SGX-ST on any trading day;

(ii) if the Warrant is valueless (where the Issuer's bid price is below the minimum bid size for such securities as prescribed by the SGX-ST);

(iii) when trading in the Shares is suspended or limited in a material way (including price quote limits activated by the relevant exchange or otherwise);

(iv) when the Issuer or DMM faces technical problems affecting the ability of the DMM to provide the bid and offer prices;

(v) when the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions. The Issuer will inform the SGX-ST of its inability to do so as soon as practicable;

(vi) in cases where the Issuer has no Warrants to sell, then the DMM will only provide bid quotations. The DMM may provide intermittent offer quotations when it has inventory of the Warrants;

(vii) when the stock market experiences exceptional price movements and volatility; and

(viii) when it is a public holiday in Singapore and the SGX-ST is not open for dealings.

History and Business

MCSSP holds a Capital Markets Services License issued by the Monetary Authority of Singapore and is a trading member of SGX-ST as well as a Clearing Member of the CDP. Under the Capital Markets Services License, MCSSP is permitted to deal in securities and provide custodial services as well as act as an exempt financial adviser. Its principal activities are those relating to the provision of stock and share broking services, prescribed under the rules and regulations of the SGX-ST, and related securities research services. MCSSP is a wholly owned subsidiary of Macquarie Group Holdings (Singapore) Pte. Limited and its ultimate holding company is Macquarie Group Limited.

SUPPLEMENTAL INFORMATION RELATING TO THE ISSUER

The Macquarie Bank Limited 2025 Interim Financial Report for the half year ended 30 September 2024 is released. Copies of the Macquarie Bank Limited 2025 Interim Financial Report can be obtained at the office of Macquarie Capital Securities (Singapore) Pte. Limited at 9 Straits View #21-07 Marina One West Tower Singapore 018937, and viewed at www.macquarie.com.au.

For more information on the Issuer, please see www.macquarie.com.

Queries regarding the Warrants may be directed to 1800 288 2880 (Toll Free) or +65 6601 0289 (International) or info@warrants.com.sg.

SALE

General

No action has been or will be taken by the Issuer that would permit a public offering of the Warrants or possession or distribution of any offering material in relation to the Warrants in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Warrants, or distribution of any offering material relating to the Warrants may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations and will not impose any obligation on the Issuer. In the event that the Issuer contemplates a placing, placing fees may be payable in connection with the issue and the Issuer may at its discretion allow discounts to placees.

European Economic Area

Please note that in relation to EEA states, additional selling restrictions may apply in respect of any specific EEA state.

The Warrants are not offered, sold or otherwise made available and will not be offered, sold, or otherwise made available under this document to any retail investor in the European Economic Area. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Warrants or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Warrants or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPS Regulation. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

 (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or

 (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

 (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended and superseded the "**Prospectus Regulation**"); and

(b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Warrants to be offered so as to enable an investor to decide to purchase or subscribe the Warrants.

United Kingdom

Each dealer has represented and agreed, and each further dealer appointed in respect of the Warrants will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Warrants which are the subject of the offering contemplated by. document to any retail investor in the United Kingdom. Consequently no key information document required by the PRIIPs Regulation as it by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") forms part of domestic law (the "UK PRIIPs Regulation") for offering or selling the Warrants or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Warrants or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

For the purposes of this provision:

(a) the expression “retail investor” means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of EUWA; or

(ii) a customer within the meaning of the provisions of the Financial Services and Markets Act, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or

(iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA; and

(b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Warrants to be offered so as to enable an investor to decide to purchase or subscribe for the Warrants.

Each dealer has represented and agreed, and each further dealer appointed in respect of the Warrants will be required to represent and agree, that:

(a) in respect of Warrants having a maturity of less than one year: (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and (ii) it has not offered or sold and will not offer or sell any Warrants other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Warrants would otherwise constitute a contravention of Section 19 of the FSMA, by us;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the Warrants in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Warrants in, from or otherwise involving the United Kingdom.

United States of America

The Warrants have not been, and will not be, registered under the Securities Act. Subject to certain exceptions, Warrants, or interests therein, may not at any time be offered, sold, resold or delivered, directly or indirectly, in the U.S. or to, or for the account or benefit of, any U.S. person or to others for offering, sale or resale in the U.S. or to any such U.S. person. Offers and sales of Warrants, or interests therein, in the U.S. or to U.S. persons would constitute a violation of U.S. securities laws unless made in compliance with registration requirements of the Securities Act or pursuant to an exemption therefrom. As used herein, “**U.S.**” means the United States of America (including the States and the District of Columbia), its territories, its possessions and other areas subject to its jurisdiction; and “**U.S. person**” means any citizen or resident of the U.S., including any corporation, partnership or other entity created or organised in or under the laws of the U.S. or of any political subdivision thereof, any estate or trust the income of which is subject to U.S. income taxation regardless of its source, and any other "**U.S. person**" as such term is defined in Regulation S under the Securities Act.

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Warrants may not be circulated or distributed, nor may Warrants be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, any applicable provision of the Securities and Futures Act 2001 of Singapore.

Hong Kong

Each distributor, purchaser or subscriber of the Warrants has represented and agreed that it has not issued or had in its possession for the purposes of issue, and will not issue, or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Warrants, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Warrants which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

Commonwealth of Australia

This document is not a prospectus, product disclosure statement or any other disclosure document for the purposes of the Corporations Act 2001 (Cth) (the "**Act**"). This document has not been, and will not be, lodged with the Australian Securities and Investments Commission, ASX Limited or any other government agency in Australia. Each Warrantholder will be required to represent and agree that, unless the applicable final terms otherwise provides, it:

(a) has not offered or invited applications, and will not make any offer, or invite applications, for the issue, sale or purchase of any Warrant in Australia (including an offer or invitation which is received by a person in Australia); and

(b) has not distributed or published, and will not distribute or publish, this document, any addendum to the Base Listing Document and this document or any other offering material or advertisement relating to any Warrant in Australia,

Unless:

(a) the offeree or invitee is a "wholesale client", "sophisticated investor" or "professional investor" (as defined in the Act);

(b) the minimum aggregate consideration payable by each offeree or invitee is at least A$500,000 (or its equivalent in other currencies but disregarding moneys lent by the offeror or its associates); or

(c) the offer or invitation otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Act.

Section 708(19) of the Act provides that an offer of debentures for issue or sale does not need disclosure to investors under Part 6D.2 of the Act if the issuer is an Australian ADI. As at the date of this document, the Issuer is an ADI.

SUPPLEMENTAL GENERAL INFORMATION

The information set out herein is supplemental to, and should be read in conjunction with, the information set out on page 127 of the Base Listing Document.

1. Settlement of trades done on a normal “ready basis” on the SGX-ST generally takes place on the second Business Day following the transaction. Dealing in the Warrants will take place in Board Lots in Singapore dollars. For further details on the transfer of Warrants and their exercise, please refer to the section headed “Summary of the Issue” above.

2. It is not the current intention of the Issuer to apply for a listing of the Warrants on any stock exchange other than the SGX-ST.

3. Macquarie Bank is an indirect subsidiary of MGL. Macquarie Group is a large diversified Australian-based financial institution with a long and successful history. Like any financial institution, Macquarie Group has been subject to lawsuits.

   As appropriate, the Macquarie Group makes provision for and recognises contingent liabilities in respect of actual and potential claims and proceedings that have not been determined. An assessment of likely losses is made on a case-by-case basis for the purposes of Macquarie Group’s consolidated financial statements and specific provisions that Macquarie Group considers appropriate are made, as described in the Notes to Macquarie Group’s consolidated financial statements for the year ended 31 March 2024.

   There are no, nor have there been, any governmental, legal or arbitration proceedings (including any proceedings which are pending or threatened of which Macquarie Bank or the Macquarie Group is aware) in the 12 month period prior to the date of this document which may have or have had a significant effect on the financial position or profitability of Macquarie Bank.

4. To the best of the Issuer's knowledge, there has been no adverse change, material in the context of the issue of the Warrants, in the financial position of the Issuer since 30 September 2024.

5. The following contracts, relating to the issue of the Warrants, have been or will be entered into by the Issuer and may be material to the issue of the Warrants:

   (a) the Master Instrument; and

   (b) the Warrant Agent Agreement.

   None of the directors of the Issuer has any direct or indirect interest in any of the above contracts.

6. The Warrants are not fully covered by Shares held by Issuer or a trustee for and on behalf of the Issuer. The Issuer has appropriate risk management capabilities to manage the issue of the Warrants.

7. Copies of the following documents may be inspected during usual business hours on any weekday (Saturdays, Sundays and holidays excepted) at the office of Macquarie Capital Securities (Singapore) Pte. Limited at 9 Straits View, #21-07 Marina One West Tower, Singapore 018937, until the expiry of the Warrants:

   (a) the Constitution of the Issuer;

(b) 2023 and 2024 Annual Reports of the Issuer and the 2025 Interim Financial Report for the half-year ended 30 September 2024 of the Issuer;

(c) the Master Instrument;

(d) the Warrant Agent Agreement; and

(e) the Base Listing Document.

APPENDIX I

REPRODUCTION OF THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE SIX MONTHS AND FULL YEAR ENDED 31 DECEMBER 2024 OF CITY DEVELOPMENTS LIMITED AND ITS SUBSIDIARIES

The information set out in Appendix I of this document relates to the unaudited consolidated financial results of the Company and its subsidiaries for the six months and full year ended 31 December 2024 and has been extracted and reproduced from an announcement by the Company dated 26 February 2025 in relation to the same.

City Developments Limited and its subsidiaries
Registration Number: 196300316Z

Condensed Interim Financial Statements
For the six months and full year ended
31 December 2024

Condensed Interim Consolidated Statement of Profit or Loss
Six months and full year ended 31 December 2024

		Group			
	Note	**6 months ended 31 December 2024 $'000**	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Revenue	5	1,708,696	2,237,424	3,271,197	4,941,121
Cost of sales		(940,085)	(1,375,372)	(1,809,260)	(3,292,550)
Gross profit		768,611	862,052	1,461,937	1,648,571
Other income		134,676	139,403	272,015	158,237
Administrative expenses		(270,221)	(288,296)	(574,748)	(581,452)
Other operating expenses		(250,503)	(181,152)	(473,537)	(406,828)
Profit from operating activities		382,563	532,007	685,667	818,528
Finance income		82,439	51,779	186,637	97,970
Finance costs		(289,130)	(298,172)	(559,070)	(491,578)
Net finance costs	6	(206,691)	(246,393)	(372,433)	(393,608)
Share of after-tax profit/(loss) of associates		6,929	(4,240)	14,150	3,415
Share of after-tax profit of joint ventures		35,826	11,659	46,641	44,233
Profit before tax	7	218,627	293,033	374,025	472,568
Tax expense	8	(95,010)	(61,793)	(162,061)	(123,762)
Profit for the period/year		123,617	231,240	211,964	348,806
Attributable to:					
Owners of the Company (PATMI)		113,541	250,828	201,316	317,313
Non-controlling interests		10,076	(19,588)	10,648	31,493
Profit for the period/year		123,617	231,240	211,964	348,806
Earnings per share					
- Basic	9	12.1 cents	27.0 cents	21.3 cents	33.6 cents
- Diluted	9	12.1 cents	26.4 cents	21.3 cents	33.3 cents

Condensed Interim Consolidated Statement of Comprehensive Income
Six months and full year ended 31 December 2024

	Group			
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Profit for the period/year	123,617	231,240	211,964	348,806
Other comprehensive income				
Items that will not be reclassified to profit or loss:				
Defined benefit plan remeasurements	3,127	5,693	3,127	5,366
Net change in fair value of equity investments at FVOCI	(5,001)	(8,036)	(7,215)	(4,614)
	(1,874)	(2,343)	(4,088)	752
Items that are or may be reclassified subsequently to profit or loss:				
Effective portion of changes in fair value of cash flow hedges	(15,932)	(43,659)	(3,480)	(10,362)
Exchange differences on hedges of net investment in foreign operations	(13,722)	948	4,574	16,553
Exchange differences on monetary items forming part of net investments in foreign operations	22,545	(16,850)	27,660	5,933
Share of translation differences of equity-accounted investees	(15,563)	(4,421)	(10,485)	(18,255)
Share of other comprehensive income of equity-accounted investee	(298)	1	(299)	1
Translation differences arising on consolidation of foreign operations	(45,238)	(6,471)	(153,507)	(136,763)
	(68,208)	(70,452)	(135,537)	(142,893)
Total other comprehensive income for the period/year, net of tax	(70,082)	(72,795)	(139,625)	(142,141)
Total comprehensive income for the period/year	53,535	158,445	72,339	206,665
Total comprehensive income attributable to:				
Owners of the Company	55,381	178,369	77,157	184,783
Non-controlling interests	(1,846)	(19,924)	(4,818)	21,882
Total comprehensive income for the period/year	53,535	158,445	72,339	206,665

Condensed Interim Statements of Financial Position
As at 31 December 2024

		Group		Company	
	Note	**31 December 2024 $'000**	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Non-current assets					
Property, plant and equipment	11	4,679,867	4,213,205	30,577	37,199
Investment properties	12	6,695,641	6,291,044	34,011	55,846
Investments in:					
- subsidiaries		–	–	1,950,609	1,987,810
- associates	13	1,305,234	1,352,520	–	–
- joint ventures	14	1,162,454	1,122,370	37,360	37,360
Financial assets		780,095	655,069	418,070	428,737
Derivative financial assets		8,539	22,528	8,539	22,528
Other non-current assets	15	1,003,453	481,331	8,660,230	7,641,397
		15,635,283	14,138,067	11,139,396	10,210,877
Current assets					
Development properties	16	4,850,519	4,877,992	161,687	161,687
Contract costs		48,747	24,295	–	–
Contract assets		319,815	937,055	–	–
Consumable stocks		8,793	8,939	–	8
Financial assets		4,795	5,766	93	120
Derivative financial assets		18,070	31,790	16,615	31,790
Trade and other receivables	17	1,613,393	1,809,687	7,330,899	6,703,350
Cash and cash equivalents		3,001,384	2,400,431	544,785	533,801
		9,865,516	10,095,955	8,054,079	7,430,756
Assets held for sale	18	106,088	–	–	–
		9,971,604	10,095,955	8,054,079	7,430,756
Total assets		25,606,887	24,234,022	19,193,475	17,641,633

Condensed Interim Statements of Financial Position (cont'd)
As at 31 December 2024

	Note	Group 31 December 2024 $'000	Group 31 December 2023 $'000	Company 31 December 2024 $'000	Company 31 December 2023 $'000
Equity attributable to owners of the Company					
Share capital	19	1,942,362	1,965,589	1,942,362	1,965,589
Reserves		7,145,929	7,214,900	5,168,458	5,037,127
		9,088,291	9,180,489	7,110,820	7,002,716
Non-controlling interests		220,707	358,855	–	–
Total equity		9,308,998	9,539,344	7,110,820	7,002,716
Non-current liabilities					
Interest-bearing borrowings	20	8,717,481	7,713,087	6,556,534	6,714,608
Employee benefits		6,628	4,716	2,670	2,591
Lease liabilities		637,007	648,795	13,948	20,429
Derivative financial liabilities		10,128	6,479	8,074	6,479
Other liabilities	21	206,583	230,304	645,358	1,618
Provisions		1,277	15,882	–	–
Deferred tax liabilities		415,039	368,510	7,631	5,930
		9,994,143	8,987,773	7,234,215	6,751,655
Current liabilities					
Trade and other payables	22	1,112,233	1,323,613	1,048,624	1,350,156
Derivative financial liabilities		7,325	10,486	7,142	10,486
Contract liabilities		271,975	156,203	–	–
Interest-bearing borrowings	20	4,595,668	3,912,846	3,776,393	2,514,831
Lease liabilities		26,411	22,145	6,482	6,213
Employee benefits		33,734	31,295	6,406	2,892
Provision for taxation		219,384	225,927	3,393	2,684
Provisions		37,016	24,390	–	–
		6,303,746	5,706,905	4,848,440	3,887,262
Total liabilities		16,297,889	14,694,678	12,082,655	10,638,917
Total equity and liabilities		25,606,887	24,234,022	19,193,475	17,641,633

Condensed Interim Statement of Changes in Equity
Full year ended 31 December 2024

Group	Share capital $'000	Treasury Shares $'000	Capital reserve $'000	Fair value reserve $'000	Hedging reserve $'000	Other reserves $'000	Share option reserve $'000	Foreign currency translation reserve $'000	Accumulated profits $'000	Total attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2024	1,965,589	–	231,426	68,842	6,993	24,651	293	(457,318)	7,340,013	9,180,489	358,855	9,539,344
Profit for the year	–	–	–	–	–	–	–	–	201,316	201,316	10,648	211,964
Other comprehensive income for the year, net of tax	–	–	–	(7,215)	(3,777)	(2)	–	(116,263)	3,098	(124,159)	(15,466)	(139,625)
Total comprehensive income for the year	–	–	–	(7,215)	(3,777)	(2)	–	(116,263)	204,414	77,157	(4,818)	72,339
Transactions with owners, recorded directly in equity												
<u>Contributions by and distributions to owners</u>												
Capital contribution by non-controlling interests	–	–	–	–	–	–	–	–	–	–	596	596
Dividends paid to owners of the Company	–	–	–	–	–	–	–	–	(99,866)	(99,866)	–	(99,866)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	(27,000)	(27,000)
Purchase of treasury shares	–	(79,399)	–	–	–	–	–	–	–	(79,399)	–	(79,399)
Purchase and cancellation of preference shares	(23,227)	–	–	–	–	–	–	–	–	(23,227)	–	(23,227)
Share-based payment transactions	–	–	–	–	–	–	124	–	–	124	–	124
Total contributions by and distributions to owners	(23,227)	(79,399)	–	–	–	–	124	–	(99,866)	(202,368)	(26,404)	(228,772)
<u>Change in ownership interests in subsidiaries</u>												
Change of interests in subsidiaries without loss of control	–	–	33,013	–	–	–	–	–	–	33,013	(106,926)	(73,913)
Total change in ownership interests in subsidiaries	–	–	33,013	–	–	–	–	–	–	33,013	(106,926)	(73,913)
Total transactions with owners	(23,227)	(79,399)	33,013	–	–	–	124	–	(99,866)	(169,355)	(133,330)	(302,685)
Transfers	–	–	7,089	–	–	(2,947)	–	–	(4,142)	–	–	–
At 31 December 2024	1,942,362	(79,399)	271,528	61,627	3,216	21,702	417	(573,581)	7,440,419	9,088,291	220,707	9,308,998

Condensed Interim Statement of Changes in Equity (cont'd)
Full year ended 31 December 2024

Group	Note	Share capital $'000	Capital reserve $'000	Fair value reserve $'000	Hedging reserve $'000	Other reserves $'000	Share option reserve $'000	Foreign currency translation reserve $'000	Accumulated profits $'000	Total attributable to owners of the Company $'000	Non-controlling interests $'000	Total equity $'000
At 1 January 2023		1,991,397	232,681	73,456	17,355	24,651	15,482	(334,364)	7,195,677	9,216,335	348,487	9,564,822
Profit for the year		–	–	–	–	–	–	–	317,313	317,313	31,493	348,806
Other comprehensive income for the year, net of tax		–	–	(4,614)	(10,362)	1	–	(122,954)	5,399	(132,530)	(9,611)	(142,141)
Total comprehensive income for the year		–	–	(4,614)	(10,362)	1	–	(122,954)	322,712	184,783	21,882	206,665
Transactions with owners, recorded directly in equity												
Contributions by and distributions to owners												
Capital contribution by non-controlling interests		–	–	–	–	–	–	–	–	–	1,263	1,263
Dividends paid to owners of the Company		–	–	–	–	–	–	–	(193,634)	(193,634)	–	(193,634)
Dividends paid to non-controlling interests		–	–	–	–	–	–	–	–	–	(13,869)	(13,869)
Purchase and cancellation of preference shares		(25,808)	–	–	–	–	–	–	–	(25,808)	–	(25,808)
Share-based payment transactions		–	–	–	–	–	68	–	–	68	–	68
Total distributions to and contributions by owners		(25,808)	–	–	–	–	68	–	(193,634)	(219,374)	(12,606)	(231,980)
Changes in ownership interests in subsidiaries												
Change of interests in subsidiaries without loss of control		–	(1,260)	–	–	–	–	–	–	(1,260)	1,092	(168)
Total changes in ownership interests in subsidiaries		–	(1,260)	–	–	–	–	–	–	(1,260)	1,092	(168)
Total transactions with owners		(25,808)	(1,260)	–	–	–	68	–	(193,634)	(220,634)	(11,514)	(232,148)
Transfers		–	5	–	–	(1)	(15,257)	–	15,258	5	–	5
At 31 December 2023		1,965,589	231,426	68,842	6,993	24,651	293	(457,318)	7,340,013	9,180,489	358,855	9,539,344

Condensed Interim Statement of Changes in Equity (cont'd)
Full year ended 31 December 2024

	Share capital	Treasury shares	Capital reserve	Fair value reserve	Hedging reserve	Accumulated profits	Total equity
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Company							
At 1 January 2024	1,965,589	–	63,743	47,159	7,909	4,918,316	7,002,716
Profit for the year	–	–	–	–	–	322,639	322,639
Other comprehensive income for the year, net of tax	–	–	–	(10,230)	(1,813)	–	(12,043)
Total comprehensive income for the year	–	–	–	(10,230)	(1,813)	322,639	310,596
Transactions with owners, recorded directly in equity							
Distribution to owners							
Purchase of treasury shares	–	(79,399)	–	–	–	–	(79,399)
Purchase and cancellation of preference shares	(23,227)	–	–	–	–	–	(23,227)
Dividends	–	–	–	–	–	(99,866)	(99,866)
Total distributions to owners	(23,227)	(79,399)	–	–	–	(99,866)	(202,492)
Total transactions with owners	(23,227)	(79,399)	–	–	–	(99,866)	(202,492)
At 31 December 2024	1,942,362	(79,399)	63,743	36,929	6,096	5,141,089	7,110,820
At 1 January 2023	1,991,397	–	63,743	49,966	18,272	4,020,199	6,143,577
Profit for the year	–	–	–	–	–	1,091,751	1,091,751
Other comprehensive income for the year, net of tax	–	–	–	(2,807)	(10,363)	–	(13,170)
Total comprehensive income for the year	–	–	–	(2,807)	(10,363)	1,091,751	1,078,581
Transactions with owners, recorded directly in equity							
Distribution to owners							
Purchase and cancellation of preference shares	(25,808)	–	–	–	–	–	(25,808)
Dividends	–	–	–	–	–	(193,634)	(193,634)
Total distributions to owners	(25,808)	–	–	–	–	(193,634)	(219,442)
Total transactions with owners	(25,808)	–	–	–	–	(193,634)	(219,442)
At 31 December 2023	1,965,589	–	63,743	47,159	7,909	4,918,316	7,002,716

Condensed Interim Consolidated Statement of Cash Flows
Full year ended 31 December 2024

	Group	
	12 months ended 31 December 2024 $'000	**12 months ended 31 December 2023 $'000**
Cash flows from operating activities		
Profit for the year	211,964	348,806
Adjustments for:		
Depreciation and amortisation	277,323	254,030
Dividend income	(5,319)	(6,177)
Finance income	(95,870)	(97,970)
Finance costs	559,070	525,013
Gain on disposal/liquidation of a subsidiary and dilution of interest in associates (net)	(89,162)	(2,781)
Reversal of impairment loss on property, plant and equipment and investment properties (net)	(40,284)	(10,288)
Management fee income received/receivable in the form of units in an associate	(11,255)	(11,063)
Negative goodwill on acquisition of subsidiaries	–	(38,752)
Profit on sale of property, plant and equipment and investment properties (net)	(138,573)	(109,908)
Property, plant and equipment and investment properties written off	5,611	7,608
Share of after-tax profit of associates	(14,150)	(3,415)
Share of after-tax profit of joint ventures	(46,641)	(44,233)
Tax expense	162,061	123,762
	774,775	934,632
Changes in working capital:		
Development properties	69,396	1,230,668
Contract costs	(24,452)	42,582
Contract assets	617,240	(472,037)
Consumable stocks and trade and other receivables	(313,674)	(93,312)
Trade and other payables and provisions	(84,212)	(2,686)
Contract liabilities	(3,015)	(464,834)
Employee benefits	7,308	1,403
Cash generated from operations	1,043,366	1,176,416
Tax paid	(113,693)	(226,063)
Net cash from operating activities	929,673	950,353

Condensed Interim Consolidated Statement of Cash Flows (cont'd)
Full year ended 31 December 2024

	Note	Group 12 months ended 31 December 2024 $'000	Group 12 months ended 31 December 2023 $'000
Cash flows from investing activities			
Acquisition of subsidiaries (net of cash acquired)	25	(345,583)	(635,888)
Deposit placed for acquisition of investment properties		(6,865)	–
Deposit placed for acquisition of property, plant and equipment		(1,208)	–
Dividends received:			
- associates		41,383	33,030
- joint ventures		50,440	42,331
- financial investments		5,319	6,177
Increase in investments in associates		–	(132,733)
Increase in investments in joint ventures		(41,244)	(22,610)
Return of capital from a joint venture and associates		10,932	9,330
Increase in amounts owing by equity-accounted investees		(51,562)	(209,177)
Interest received		78,723	67,020
Payments for capital expenditure on investment properties		(467,735)	(232,137)
Payments for purchase of property, plant and equipment		(185,292)	(279,586)
Payments for purchase of investment properties		(214,838)	(618,621)
Proceeds from sale of property, plant and equipment and investment properties		162,752	139,278
Proceed from disposal of subsidiary, net of cash disposed	24	97,167	–
Purchase of financial assets (net)		(131,073)	(79,222)
Proceeds from distributions from and redemptions of investments in financial assets		6,170	18,897
Settlement of financial derivatives		9,521	33,767
Net cash used in investing activities		(982,993)	(1,860,144)
Cash flows from financing activities			
Acquisition of non-controlling interests		(73,913)	(168)
Dividends paid		(126,270)	(206,240)
Payment of lease liabilities and finance lease payables		(26,871)	(24,701)
Interest paid (including amounts capitalised in property, plant and equipment, investment properties and development properties)		(586,853)	(459,245)
Net decrease in amounts owing to related parties and non-controlling interests		(97,622)	(163,787)
Net proceeds from revolving credit facilities		291,458	266,971
Decrease/(Increase) in restricted cash		3,239	(20,364)
Payment of financing transaction costs		(14,331)	(9,263)
Purchase of own preference shares		(23,227)	(25,808)
Purchase of treasury shares		(79,399)	–
Proceeds from bank borrowings		2,366,474	2,023,181
Repayment of bank borrowings		(1,590,598)	(875,405)
Proceeds from issuance of bonds and notes		1,540,312	668,800
Repayment of bonds and notes		(890,000)	(448,000)
Net cash from financing activities		692,399	725,971
Net increase/(decrease) in cash and cash equivalents		639,079	(183,820)
Cash and cash equivalents at beginning of the year		2,044,198	2,248,147
Effect of exchange rate changes on balances held in foreign currencies		(13,625)	(20,129)
Cash and cash equivalents at end of the year		2,669,652	2,044,198

Condensed Interim Consolidated Statement of Cash Flows (cont'd)
Full year ended 31 December 2024

		Group	
	Note	**As at 31 December 2024 $'000**	**As at 31 December 2023 $'000**
Cash and cash equivalents at the end of the year comprises:			
Cash and cash equivalents in the statement of financial position		3,001,384	2,400,431
Restricted deposits included in other non-current assets	15	84,162	110,802
Less: Bank overdrafts		(277,338)	(325,630)
Less: Restricted cash		(138,556)	(141,405)
		2,669,652	2,044,198

Significant non-cash transactions

There were the following significant non-cash transactions during the year:

- Dividends amounting to $596,000 (2023: $1,263,000) were paid by a subsidiary to its non-controlling interests in the form of additional shares in that subsidiary.

- Management fee income of $11,255,000 (2023: $11,063,000) was received and receivable by the Group in the form of units in an associate.

- During the year, in connection with the acquisition of remaining 35% equity stake in Shenzhen Longgang District Science and Technology Development Park Co., Ltd ("Shenzhen Longgang") that the Group does not own from non-controlling interest, the Group entered into an agreement with the non-controlling interest to transfer certain office units in Hong Leong Technology Park to them as settlement of $124,623,000 (RMB668.2 million) for the amounts owing to non-controlling interest.

Notes to the Condensed Interim Financial Statements

1. Corporate Information

City Developments Limited (the "Company") is incorporated in the Republic of Singapore and whose shares are publicly traded on the Mainboard of the Singapore Exchange.

The principal activities of the Company are those of a property developer and owner, and investment holding.

The principal activities of the subsidiaries are those of property developers and owners, hotel owners and operators, a club owner and operator and owner, investment in properties and in shares, property management, project management and provision of consultancy, procurement and laundry services.

The condensed interim consolidated financial statements as at and for the six months and full year ended 31 December 2024 relate to the Company and its subsidiaries (together referred to as the Group and individually as Group entities) and the Group's interests in associates and joint ventures.

2. Basis of Preparation

The condensed interim financial statements for the six months and full year ended 31 December 2024 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Committee and IAS 34 *Interim Financial Reporting* issued by the International Accounting Standards Board, and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended 31 December 2023. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2023. All references to SFRS(I)s and IFRS Accounting Standards are subsequently referred to as SFRS(I) in the financial statements.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in Singapore dollar which is the Company's functional currency. All financial information has been rounded to the nearest thousand, unless otherwise stated.

2.1 New accounting standards and amendments

The Group has applied the following amendments to SFRS(I) for the first time for the annual period beginning on 1 January 2024:

- Amendments to SFRS(I) 16 *Lease Liability in a Sale and Leaseback*
- Amendments to SFRS(I) 1-7 and SFRS(I) 7 *Supplier Finance Arrangements*

The application of these amendments to accounting standards and interpretations did not have a material effect on the financial statements.

The Group early adopted the Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current and Non-current* and Amendments to SFRS(I) 1-1 *Non-current Liabilities with Covenants* in 2020 and 2022, respectively, which are effective for annual period beginning on or after 1 January 2024. The amendments as issued in 2020 and 2022 clarify the requirements for determining whether a liability should be current or non-current.

2.2 Use of judgements and estimates

The preparation of the financial statements in conformity with SFRS(I) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The significant judgements made by management in applying the Group's accounting policies and key sources of estimation uncertainty were the same as those described in the Group's combined financial statements as at and for the year ended 31 December 2024.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a team that regularly reviews significant unobservable inputs and valuation adjustments and reports to the Group Chief Financial Officer who has overall responsibility for all significant fair value measurements. If third party information, such as broker quotes or independent valuers' report, is used to measure fair values, then the team assesses and documents the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SFRS(I), including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's Audit and Risk Committee and Board of Directors.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is 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 (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

3. Seasonal operations

The Group's business are not affected significantly by seasonal or cyclical factors during the financial year.

4. Segment information

Information reported to the Board of Directors for the purposes of resource allocation and assessment of segment performances is specifically focused on the functionality of services provided. The following summary describes the operations in each of the Group's reportable segments:

- Property development – develops and purchases properties for sale
- Hotel operations – owns and manages hotels
- Investment properties – develops and purchases investment properties for lease

Others comprises mainly investment in shares, management and consultancy services, and provision of laundry services.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segment results

	Property development $'000	Hotel operations $'000	Investment properties $'000	Total $'000	Others $'000	Total $'000
Six months ended 31 December 2024						
Total revenue (including inter-segment revenue)	471,188	876,580	256,989	1,604,757	136,132	1,740,889
Inter-segment revenue	–	(138)	(5,581)	(5,719)	(26,474)	(32,193)
External revenue	471,188	876,442^	251,408	1,599,038	109,658	1,708,696
Profit from operating activities	44,059	216,217	115,053	375,329	7,234	382,563
Share of after-tax profit/(loss) of associates and joint ventures	30,518	(9,730)	26,889	47,677	(4,922)	42,755
Finance income	30,118	49,287	(5,781)	73,624	8,815	82,439
Finance costs	(94,989)	(85,319)	(97,609)	(277,917)	(11,213)	(289,130)
Net finance costs	(64,871)	(36,032)	(103,390)	(204,293)	(2,398)	(206,691)
Reportable segment profit/(loss) before tax	9,706	170,455	38,552	218,713	(86)	218,627
Six months ended 31 December 2023						
Total revenue (including inter-segment revenue)	1,068,909	825,708	250,175	2,144,792	118,889	2,263,681
Inter-segment revenue	–	(93)	(5,430)	(5,523)	(20,734)	(26,257)
External revenue	1,068,909	825,615^	244,745	2,139,269	98,155	2,237,424
Profit from operating activities	189,669	255,096	75,743	520,508	11,499	532,007
Share of after-tax profit/(loss) of associates and joint ventures	38,559	6,117	(27,048)	17,628	(10,209)	7,419
Finance income	23,490	10,959	15,522	49,971	1,808	51,779
Finance costs	(107,269)	(76,763)	(77,253)	(261,285)	(36,887)	(298,172)
Net finance costs	(83,779)	(65,804)	(61,731)	(211,314)	(35,079)	(246,393)
Reportable segment profit/(loss) before tax	144,449	195,409	(13,036)	326,822	(33,789)	293,033

^ Revenue from hotel operations includes room revenue of $627.1 million (2H 2023: $587.7 million) for 2H 2024 from hotels that are owned by the Group.

	Property development $'000	Hotel operations $'000	Investment properties $'000	Total $'000	Others $'000	Total $'000
Full year ended 31 December 2024						
Total revenue (including inter-segment revenue)	939,438	1,622,391	510,686	3,072,515	254,500	3,327,015
Inter-segment revenue	–	(276)	(11,041)	(11,317)	(44,501)	(55,818)
External revenue	939,438	1,622,115^	499,645	3,061,198	209,999	3,271,197
Profit from operating activities	96,144	274,789	301,307	672,240	13,427	685,667
Share of after-tax profit/(loss) of associates and joint ventures	43,837	(10,505)	25,014	58,346	2,445	60,791
Finance income	61,367	92,137	13,592	167,096	19,541	186,637
Finance costs	(182,835)	(162,976)	(193,810)	(539,621)	(19,449)	(559,070)
Net finance (costs)/income	(121,468)	(70,839)	(180,218)	(372,525)	92	(372,433)
Reportable segment profit before tax	18,513	193,445	146,103	358,061	15,964	374,025
Full year ended 31 December 2023						
Total revenue (including inter-segment revenue)	2,792,570	1,498,700	460,057	4,751,327	234,001	4,985,328
Inter-segment revenue	–	(185)	(10,569)	(10,754)	(33,453)	(44,207)
External revenue	2,792,570	1,498,515^	449,488	4,740,573	200,548	4,941,121
Profit from operating activities	382,327	302,979	113,286	798,592	19,936	818,528
Share of after-tax profit/(loss) of associates and joint ventures	78,467	2,074	(27,808)	52,733	(5,085)	47,648
Finance income	50,284	27,663	17,679	95,626	2,344	97,970
Finance costs	(171,546)	(144,152)	(143,936)	(459,634)	(31,944)	(491,578)
Net finance costs	(121,262)	(116,489)	(126,257)	(364,008)	(29,600)	(393,608)
Reportable segment profit/(loss) before tax	339,532	188,564	(40,779)	487,317	(14,749)	472,568

^ Revenue from hotel operations includes room revenue of $1,137.1 million (FY 2023: $1,056.4 million) for FY 2024 from hotels that are owned by the Group.

Segment Assets and Liabilities

	Property development $'000	Hotel operations $'000	Investment properties $'000	Total $'000	Others $'000	Total $'000
31 December 2024						
Reportable segment assets	9,344,790	6,207,846	8,533,726	24,086,362	1,471,009	25,557,371
Deferred tax assets						35,414
Tax recoverable						14,102
Total assets						25,606,887
Reportable segment liabilities	6,053,893	3,606,802	5,546,596	15,207,291	456,175	15,663,466
Deferred tax liabilities						415,039
Provision for taxation						219,384
Total liabilities						16,297,889
31 December 2023						
Reportable segment assets	9,029,459	5,985,831	7,770,729	22,786,019	1,399,510	24,185,529
Deferred tax assets						28,804
Tax recoverable						19,689
Total assets						24,234,022
Reportable segment liabilities	5,769,439	3,537,063	4,349,352	13,655,854	444,387	14,100,241
Deferred tax liabilities						368,510
Provision for taxation						225,927
Total liabilities						14,694,678

5. Revenue

Revenue of the Group includes property development income, income from owning and operating hotels, rental income, dividend income and others but excludes intra-group transactions. Property development income consists mainly of sale proceeds of commercial and residential properties. Others include mainly management and consultancy fees, and income from the provision of laundry services.

	Group			
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Dividends from investments:				
- fellow subsidiaries				
- quoted equity investments – at FVOCI	408	380	1,387	1,822
- unquoted equity investments – at FVOCI	2,869	3,206	2,869	3,206
- others				
- quoted equity investments – mandatorily at FVTPL	269	202	349	286
- unquoted equity investments – at FVOCI	714	863	714	863
Hotel operations for which revenue is:				
- recognised at a point in time	249,361	237,923	485,061	442,139
- recognised over time	627,081	587,692	1,137,054	1,056,376
Development properties for which revenue is:				
- recognised at a point in time	187,890	680,003	449,233	1,760,838
- recognised over time	283,298	388,906	490,205	1,031,732
Rental income from investment properties	251,408	244,745	499,645	449,488
Others	105,398	93,504	204,680	194,371
	1,708,696	2,237,424	3,271,197	4,941,121

Disaggregation of revenue

In the following table, revenue from contract with customers is disaggregated by geographical markets and timing of revenue recognition. The total disaggregated revenue of the Group excludes rental income from investment properties and dividend income from investments. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Reportable segments							
	Property development		**Hotel operations**		**Others**		**Total**	
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**6 months ended 31 December 2024 $'000**	**6 months ended 31 December 2023 $'000**	**6 months ended 31 December 2024 $'000**	**6 months ended 31 December 2023 $'000**	**6 months ended 31 December 2024 $'000**	**6 months ended 31 December 2023 $'000**
Geographical market								
Singapore	308,824	450,692	151,265	161,438	105,367	93,474	565,456	705,604
Japan	–	495,547	–	–	–	–	–	495,547
China	103,991	76,906	20,357	21,376	23	–	124,371	98,282
United States	–	–	255,346	267,077	–	–	255,346	267,077
United Kingdom	29,734	20,391	211,360	199,340	6	30	241,100	219,761
Australasia	28,639	25,349	66,720	45,563	–	–	95,359	70,912
Rest of Asia (excluding Singapore and China)	–	24	122,515	111,903	2	–	122,517	111,927
Other countries	–	–	48,879	18,918	–	–	48,879	18,918
	471,188	1,068,909	876,442	825,615	105,398	93,504	1,453,028	1,988,028
Timing of revenue recognition								
Products and services transferred at a point in time	187,890	680,003	249,361	237,923	5,205	5,369	442,456	923,295
Products and services transferred over time	283,298	388,906	627,081	587,692	100,193	88,135	1,010,572	1,064,733
	471,188	1,068,909	876,442	825,615	105,398	93,504	1,453,028	1,988,028

	Reportable segments							
	Property development		**Hotel operations**		**Others**		**Total**	
	12 months ended 31 December 2024 $'000	**12 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Geographical market								
Singapore	545,355	2,110,209	296,215	288,976	204,613	194,311	1,046,183	2,593,496
Japan	–	495,547	–	–	–	–	–	495,547
China	289,887	101,430	39,187	37,314	32	–	329,106	138,744
United States	–	–	466,441	475,961	–	–	466,441	475,961
United Kingdom	52,429	50,257	377,662	361,608	33	60	430,124	411,925
Australasia	51,767	35,103	131,848	85,152	–	–	183,615	120,255
Rest of Asia (excluding Singapore and China)	–	24	235,311	211,966	2	–	235,313	211,990
Other countries	–	–	75,451	37,538	–	–	75,451	37,538
	939,438	2,792,570	1,622,115	1,498,515	204,680	194,371	2,766,233	4,485,456
Timing of revenue recognition								
Products and services transferred at a point in time	449,233	1,760,838	485,061	442,139	9,448	11,245	943,742	2,214,222
Products and services transferred over time	490,205	1,031,732	1,137,054	1,056,376	195,232	183,126	1,822,491	2,271,234
	939,438	2,792,570	1,622,115	1,498,515	204,680	194,371	2,766,233	4,485,456

6. Net finance costs

	Group			
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Finance income				
Interest income	60,435	48,208	115,452	95,108
Fair value gain on financial derivatives	2,955	3,571	–	2,862
Fair value gain on financial assets measured at fair value through profit or loss (net)	–	–	1,092	–
Net exchange gain	19,283	–	70,627	–
	82,673	51,779	187,171	97,970
Interest capitalised	(234)	–	(534)	–
Total finance income	82,439	51,779	186,637	97,970
Finance costs				
Amortisation of transaction costs capitalised	(5,243)	(3,106)	(10,261)	(6,612)
Interest expense	(301,528)	(264,745)	(588,734)	(485,832)
Fair value loss on financial derivatives	–	–	(227)	–
Fair value loss on financial assets measured at fair value through profit or loss (net)	(1,869)	(16,313)	–	(36,389)
Unwinding of discount on non-current liabilities	(3,037)	(1,118)	(6,346)	(1,133)
Net exchange loss	–	(30,920)	–	(4,472)
	(311,677)	(316,202)	(605,568)	(534,438)
Finance costs capitalised	22,547	18,030	46,498	42,860
Total finance costs	(289,130)	(298,172)	(559,070)	(491,578)
Net finance costs	(206,691)	(246,393)	(372,433)	(393,608)

7. Profit before tax

Profit before tax included the following:

		Group			
	Note	**6 months ended 31 December 2024 $'000**	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Other income					
Gain on disposal of subsidiary	24	91,894	–	91,894	–
Gain on dilution of associates		–	2,493	–	2,776
Gain on liquidation of subsidiaries		–	5	–	5
Gain on insurance claims		1,617	327	16,555	327
Negative goodwill on acquisition of a subsidiary	25	–	38,752	–	38,752
Profit on sale of property, plant and equipment and investment properties (net)		18,646	94,309	138,573	109,908
Others		22,519	3,517	24,993	6,469
		134,676	139,403	272,015	158,237

	Group			
	6 months ended 31 December 2024	**6 months ended 31 December 2023**	**12 months ended 31 December 2024**	**12 months ended 31 December 2023**
	$'000	**$'000**	**$'000**	**$'000**
Other expenses				
Allowance made for foreseeable loss on development properties (net)	(4,646)	(66,433)	(4,236)	(49,663)
Depreciation and amortisation	(142,241)	(121,058)	(277,323)	(254,030)
Impairment loss on receivables and bad debts written off (net)	(8,005)	(5,640)	(18,713)	(8,116)
Reversal of impairment loss on property, plant and equipment (net)	59,797	54,037	59,797	54,037
Impairment loss on investment properties (net)	(19,513)	(9,644)	(19,513)	(43,749)
Loss on dilution of an associate	(558)	–	(2,723)	–
Loss on liquidation of a subsidiary	(9)	–	(9)	–
Property, plant and equipment and investment properties written off	(4,331)	(463)	(5,611)	(7,608)

8. Tax expense

Tax expense for the period/year was derived at by applying the varying statutory tax rates on the taxable profit and taxable/deductible temporary differences of the different countries in which the Group operates.

	Group			
	6 months ended 31 December 2024	**6 months ended 31 December 2023**	**12 months ended 31 December 2024**	**12 months ended 31 December 2023**
	$'000	**$'000**	**$'000**	**$'000**
Current tax expense				
Current year				
- Corporate income tax	38,856	75,760	97,576	130,497
- Global minimum top-up tax	749	–	749	–
Over provision in respect of prior years	(9,155)	(45,409)	(5,810)	(67,015)
	30,450	30,351	92,515	63,482
Deferred tax expense				
Movements in temporary differences	50,752	25,591	33,462	36,169
Effects of changes in tax rates and legislation*	(123)	–	22,198	–
Under/(Over) provision in respect of prior years	6,008	(23,448)	(13,545)	(11,076)
	56,637	2,143	42,115	25,093
Land appreciation tax	4,419	6,423	17,885	10,190
Withholding tax	3,504	22,876	9,546	24,997
Total tax expense	95,010	61,793	162,061	123,762

* Effects of changes in tax rates and legislation for FY 2024 was largely attributable to a change in New Zealand tax legislation which removed the ability to claim tax depreciation on commercial buildings, that came into effect in current period. The Group has provided a one-off deferred tax liability adjustment of approximately $20.8 million (NZ$ 25.8 million) in relation to its hotels and other property portfolio located in New Zealand.

<u>Pillar Two Income Tax</u>
Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions the Group operates. The Group is in scope of the enacted or substantively enacted legislation.

The Group has applied a temporary mandatory relief from deferred tax accounting for the impact of the top-up tax and accounts for it as a current tax when it is incurred.

9. Earnings per share

Basic earnings per share is calculated based on:

	Group			
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Profit attributable to owners of the Company	113,541	250,828	201,316	317,313
Less:				
Dividends on non-redeemable convertible non-cumulative preference shares	(5,255)	(5,855)	(10,467)	(12,254)
Profit attributable to ordinary shareholders after adjustment for non-redeemable convertible non-cumulative preference dividends	108,286	244,973	190,849	305,059
Weighted average number of ordinary shares				
Weighted average number of ordinary shares during the period/year	893,401,730	906,901,330	896,873,407	906,901,330
Basic earnings per share	12.1 cents	27.0 cents	21.3 cents	33.6 cents

Diluted earnings per share is based on:

	Group			
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Profit attributable to ordinary shareholders after adjustment for non-redeemable convertible non-cumulative preference dividends	108,286	244,973	190,849	305,059
Add:				
Dividends on non-redeemable convertible non-cumulative preference shares	–	5,855	–	12,254
Net profit used for computing diluted earnings per share	108,286	250,828	190,849	317,313
Weighted average number of ordinary shares used in the calculation of basic earnings per share	893,401,730	906,901,330	896,873,407	906,901,330
Potential ordinary shares issuable under non-redeemable convertible non-cumulative preference shares	–	44,240,765	–	44,616,717
Weighted average number of ordinary shares and potential shares assuming full conversion of preference shares	893,401,730	951,142,095	896,873,407	951,518,047
Diluted earnings per share	12.1 cents	26.4 cents	21.3 cents	33.3 cents

For the 6 months ended 31 December 2024 and the year ended 31 December 2024, the diluted earnings per share is the same as basic earnings per share as the conversion of the non-redeemable convertible non-cumulative preference shares was considered anti-dilutive.

10. Net asset value

	Group		Company	
	31 December 2024	**31 December 2023**	**31 December 2024**	**31 December 2023**
	$	**$**	**$**	**$**
Net asset value per ordinary share	10.17	10.12	7.96	7.72

11. Property, plant and equipment

During the year ended 31 December 2024, the Group acquired one hotel property amounting to $355.9 million (inclusive of capitalised transaction cost) via acquisition of subsidiary (refer to note 25).

Valuation of property, plant and equipment

The Group's property, plant and equipment (PPE) relates largely to the hotel portfolio and is carried at cost less accumulated depreciation and impairment losses.

The Group undertakes an annual review of the carrying amounts of hotels and property assets for indicators of impairment. Where indicators of impairment were identified, the recoverable amounts were estimated based on internal or external valuations undertaken by the Group. The cash generating units (CGU) are individual hotels.

The recoverable amounts of the individual hotels, being the higher of the fair value less costs to sell and the value-in-use, were predominantly determined using the fair value less costs to sell approach and were estimated using the discounted cash flow method and income capitalisation method (31 December 2023: discounted cash flow method). Under the discounted cash flow method, the fair value measurement reflects current market expectations about an efficient third party operator's future cash flows. The discounted cash flows method involves estimating each hotel's future cash flows and discounting the cash flows with an internal rate of return to arrive at the market value, taking into consideration the assumptions in respect of revenue growth (principally factoring in room rate and occupancy growth) and major expense items for each hotel. The future cash flows are based on assumptions about competitive growth rates for hotels in that area, as well as the internal business plan for the hotel in the relevant market. These plans and forecasts include management's most recent view of trading prospects for the hotel in the relevant market. The income capitalisation method involves capitalising the projected net operating income of the hotel in its stabilised trading year using an appropriate capitalisation rate, while factoring in allowances for the income shortfall up to stabilisation and any capital expenditures incurred.

Where appropriate, the Group sought guidance on the fair values of the hotels from independent external valuers with appropriate professional qualifications and recent experience in the location and category of the properties being valued. In relying on the valuation reports, the Group has exercised its judgement and is satisfied that the valuation method and estimates are reflective of current market conditions.

Based on the above impairment assessment, the Group has reversed a net impairment loss of $59.8 million for FY 2024 (FY 2023: $54.0 million).

12. Investment properties

	Note	Group $'000	Company $'000
Cost			
At 1 January 2023		6,137,379	613,493
Acquisition of subsidiaries, including acquisition costs	25	635,489	–
Additions		858,528	14,724
Disposal/Written off		(53,109)	(543,655)
Translation differences on consolidation		(4,210)	–
At 31 December 2023 and 1 January 2024		7,574,077	84,562
Additions		716,040	116
Disposal/Written off		(48,843)	(35,912)
Disposal of subsidiaries	24	(20,152)	–
Transfer to asset held for sale	18	(119,702)	–
Translation differences on consolidation		(28,027)	–
At 31 December 2024		8,073,393	48,766
Accumulated depreciation and impairment losses			
At 1 January 2023		1,170,365	207,002
Charge for the year		115,012	13,810
Disposal/Written off		(42,283)	(192,096)
Impairment loss recognised		43,749	–
Translation differences on consolidation		(3,810)	–
At 31 December 2023 and 1 January 2024		1,283,033	28,716
Charge for the year		135,544	757
Disposal/Written off		(25,183)	(14,718)
Disposal of subsidiaries	24	(13,525)	–
Impairment loss recognised		19,513	–
Transfer to asset held for sale	18	(24,006)	–
Translation differences on consolidation		2,376	–
At 31 December 2024		1,377,752	14,755
Carrying amounts			
At 1 January 2023		4,967,014	406,491
At 31 December 2023		6,291,044	55,846
At 31 December 2024		6,695,641	34,011
Fair value			
At 1 January 2023		10,899,043	1,820,028
At 31 December 2023		12,435,975	363,418
At 31 December 2024		13,006,637	230,618

During the year ended 31 December 2023, the Group acquired certain investment properties via acquisition of subsidiaries (refer to note 25).

During the year ended 31 December 2023, the Company disposed of certain investment properties of net carrying amount of $349.0 million to subsidiaries of the Group for consideration of $1,482.8 million.

Valuation of investment properties

The Group's investment properties portfolio include its commercial portfolio held for rental income (comprising office, retail, industrial, purpose-built student accommodation and residential for lease), as well as hotels that are under the master lease structure, which earn rental income.

The Group adopts the accounting policy to account for its investment properties at cost less accumulated depreciation and impairment losses.

For a majority of the Group's investment properties, the fair values are determined by independent external valuers. The fair values of certain investment properties located in Singapore are based on in-house valuations conducted by a licensed valuer who is also an officer of the Company. The valuers have appropriate recognised professional qualifications and have experience in the location and category of the investment properties being valued.

The valuations were predominantly based on the direct comparison, income capitalisation, standardised land value adjustment, discounted cash flow and residual methods. The direct comparison method involves an analysis of comparable sales of similar properties and adjusting the transacted prices to those reflective of the investment properties of the Group. The income capitalisation method capitalises an income stream into a present value using revenue multipliers or single-year capitalisation rates. The standardised land value adjustment method considers the price of standard land in the current situation of development and utilisation, under normal market conditions within legal maximum use term as at a special date, that is assessed and approved by the local government. The discounted cash flow method involves the estimation and projection of an income stream over a period and discounting the income stream with an internal rate of return to arrive at the market value. The residual method involves deducting the estimated cost to complete as of valuation date and other relevant costs from gross development value of the proposed development assuming satisfactory completion and accounting for developer's profit.

In relying on the valuation reports, the Group has exercised its judgement and is satisfied that the valuation methods and estimates are reflective of current market conditions.

Based on the above impairment assessment, the Group recognised an impairment loss of $19.5 million in FY 2024 (FY 2023: $43.7 million) on its investment properties.

13. Investments in associates

	Group	
	31 December 2024 $'000	31 December 2023 $'000
Investments in associates		
Investments in associates	1,308,234	1,355,520
Impairment loss	(3,000)	(3,000)
	1,305,234	1,352,520

14. Investments in joint ventures

	Group		Company	
	31 December 2024 $'000	31 December 2023 $'000	31 December 2024 $'000	31 December 2023 $'000
Investments in joint ventures				
Investments in joint ventures	1,174,618	1,134,475	37,360	37,360
Impairment loss	(12,164)	(12,105)	–	–
	1,162,454	1,122,370	37,360	37,360

15. Other non-current assets

	Group		Company	
	31 December 2024 $'000	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Amounts owing by subsidiaries	–	–	8,660,230	7,641,397
Amounts owing by joint ventures	801,737	292,834	–	–
Deposits	34,530	11,898	–	–
Other receivables	13,928	7,256	–	–
Restricted bank deposits	84,162	110,802	–	–
	934,357	422,790	8,660,230	7,641,397
Prepayments	31,609	28,128	–	–
Intangible assets	2,073	1,609	–	–
Deferred tax assets	35,414	28,804	–	–
	1,003,453	481,331	8,660,230	7,641,397

16. Development properties

The Group accounts for its development properties at the lower of cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses.

Allowance for foreseeable losses is determined by the management after taking into account estimated selling prices and estimated total construction costs and selling expenses. The estimated selling prices are based on recent selling prices for the development project or comparable projects and prevailing property market conditions. The estimated total construction costs are based on contracted amounts and, in respect of amounts not contracted for, management's estimates of the amounts to be incurred taking into consideration historical trends of the amounts incurred.

Based on its assessment, the Group recognised an allowance for foreseeable loss of $4.2 million (FY 2023: $49.7 million) during the year ended 31 December 2024.

17. Trade and other receivables

		Group		Company	
		31 December 2024 $'000	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Trade receivables		329,764	263,091	725	801
Impairment losses		(26,793)	(20,444)	(153)	(150)
		302,971	242,647	572	651
Other receivables	(a)	506,581	479,100	6,245	5,545
Impairment losses		(393,678)	(380,857)	(1,046)	(985)
		112,903	98,243	5,199	4,560
Accrued rent receivables		43,719	49,198	–	111
Impairment losses		(1,490)	(10,802)	–	–
		42,229	38,396	–	111
Deposits		186,661	13,585	271	278
Amounts owing by:					
- subsidiaries		–	–	7,213,297	6,498,901
- associates		12,971	17,705	1,284	1,289
- joint ventures		857,153	1,266,133	107,014	194,411
- fellow subsidiaries		1,007	132	–	–
		1,515,895	1,676,841	7,327,637	6,700,201
Prepayments		83,396	113,157	3,262	3,149
Tax recoverable		14,102	19,689	–	–
		1,613,393	1,809,687	7,330,899	6,703,350

(a) Included in other receivables of the Group as at 31 December 2024 is a receivable of $381.7 million (2023: $374.0 million) from HCP Chongqing Property Development Co., Ltd and its subsidiaries which has been fully impaired.

18. Assets held for sale

	Group	
	31 December 2024 $'000	**31 December 2023 $'000**
Assets held for sale		
Investment properties	95,900	–
Property, plant and equipment	10,188	–
	106,088	–

At 31 December 2024, assets held for sale relate to the following proposed divestments:

(a) The Group's indirect subsidiary, City Condominiums Pte Ltd, has entered into a sale and purchase agreement to dispose of two strata units in Fortune Centre (which is in the investment properties segment), to a third party for a sale consideration of $3.2 million. The sale is expected to be completed within the next one year.

(b) The Group has entered into a sale and purchase agreement to dispose of the retail component of Hong Leong City Center (which is in the investment properties segment), owned by Suzhou Global City Genway Properties Co Ltd., to a joint venture for a sale consideration of RMB548.1 million ($102.0 million). The sale was completed in February 2025 and the gain on disposal is not material to the Group.

(c) The Group's indirect subsidiary, Millennium & Copthorne Hotels Limited, has entered into a sale and purchase agreement to sell Millennium Hotel St. Louis (which is in the hotel operations segment), to a third party for a sale consideration of US$7.5 million ($10.2 million). The sale is expected to be completed within the next one year.

19. Share capital

	Company			
	2024		**2023**	
	Number of shares	**$'000**	**Number of shares**	**$'000**
Issued and fully paid ordinary share capital with no par value				
At 1 January	906,901,330	1,661,179	906,901,330	1,661,179
Less: Purchase of treasury shares	(13,499,600)	–	–	–
At 31 December	893,401,730	1,661,179	906,901,330	1,661,179
Issued and fully paid non-redeemable convertible non-cumulative preference share capital with no par value				
At 1 January	297,786,832	304,410	330,874,257	330,218
Less: Purchase and cancellation of preference shares	(29,778,683)	(23,227)	(33,087,425)	(25,808)
At 31 December	268,008,149	281,183	297,786,832	304,410
		1,942,362		1,965,589

As at 31 December 2024, the maximum number of ordinary shares that may be issued upon full conversion of all of the non-redeemable convertible non-cumulative preference shares of the Company ("Preference Shares") at the sole option of the Company is 36,449,108 ordinary shares (31 December 2023: 40,499,009 ordinary shares).

During the year, the Company acquired 13,499,600 (2023: Nil) treasury shares for a total consideration of $79.4 million (including transaction costs) (2023: Nil). The consideration paid is recognised as deduction from the equity, and presented as treasury shares.

As at 31 December 2024, the Company held 15,899,600 treasury shares (31 December 2023: 2,400,000) which represented 1.78% of the total number of issued shares (excluding treasury shares).

During the year, the Company acquired 29,778,683 (2023: 33,087,425) preference shares for a total consideration of $23.2 million (2023: $25.8 million) and subsequently, cancelled them.

There were no sales, transfers, disposal, cancellation and/or use of treasury shares during the six months ended 31 December 2024 and 31 December 2023.

20. Interest-bearing borrowings

	Group		Company	
	31 December 2024 $'000	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Term loans	8,362,956	7,424,542	6,962,618	6,416,821
Bonds and notes	3,488,341	2,859,569	2,233,752	2,039,735
Bank loans	1,184,514	1,016,192	1,136,557	772,883
Bank overdrafts	277,338	325,630	–	–
	13,313,149	11,625,933	10,332,927	9,229,439
Non-current	8,717,481	7,713,087	6,556,534	6,714,608
Current	4,595,668	3,912,846	3,776,393	2,514,831
	13,313,149	11,625,933	10,332,927	9,229,439

Group's net borrowings, which refer to aggregate borrowings from banks, financial institutions and lease liabilities, after deducting cash and cash equivalents, are as follows. Unamortised balance of transaction costs have not been deducted from the gross borrowings.

	Group		Company	
	31 December 2024	**31 December 2023**	**31 December 2024**	**31 December 2023**
	$'000	**$'000**	**$'000**	**$'000**
Unsecured				
- repayable within one year	4,359,554	3,368,508	3,783,724	2,521,641
- repayable after one year	7,854,666	7,630,472	6,582,649	6,748,213
	12,214,220	10,998,980	10,366,373	9,269,854
Secured				
- repayable within one year	263,921	567,451	–	–
- repayable after one year	1,518,956	747,076	–	–
	1,782,877	1,314,527	–	–
Gross borrowings	13,997,097	12,313,507	10,366,373	9,269,854

	Group	
	31 December 2024	**31 December 2023**
	$'000	**$'000**
Gross borrowings	13,997,097	12,313,507
Less: cash and cash equivalents as shown in the statement of financial position	(3,001,384)	(2,400,431)
Less: restricted deposits included in other non-current assets	(84,162)	(110,802)
Net borrowings	10,911,551	9,802,274

Where secured, borrowings are collateralised by:

- mortgages on the borrowing companies' hotels, investment and development properties;
- assignment of all rights and benefits to sale, lease and insurance proceeds in respect of hotels, investment and development properties;
- pledge of cash deposits; and
- a statutory lien on certain assets of foreign subsidiaries.

Certain subsidiaries of the Group are subject to fulfillment of covenants relating to certain subsidiaries' balance sheet ratios on an on-going basis in connection with their banking facilities undertaken. The Group regularly monitors its compliance with these covenants. The Group has complied with the covenants throughout the period and expects to comply with the covenants for at least 12 months after the reporting date. Accordingly, the loans are classified as non-current liabilities as at 31 December 2024. Any failure to comply with the covenants may result in the loans becoming payable on demand.

21. Other liabilities

	Group		Company	
	31 December 2024 $'000	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Deferred income	39,441	45,569	–	–
Rental deposits	62,728	62,707	358	1,618
Non-current retention sums payable	30,027	26,045	–	–
Amounts owing to a subsidiary	–	–	645,000	–
Deferred consideration for land acquired	57,373	79,836	–	–
Miscellaneous (principally deposits received and payables)	17,014	16,147	–	–
	206,583	230,304	645,358	1,618

22. Trade and other payables

	Group		Company	
	31 December 2024 $'000	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Trade payables	222,429	240,874	1,802	30,300
Accruals	528,995	512,411	77,668	95,700
Deferred income	67,848	79,787	–	–
Other payables	88,732	72,276	1,359	1,200
Rental and other deposits	59,513	51,980	2,052	763
Retention sums payable	15,782	14,650	–	–
Amounts owing to:				
- subsidiaries	–	–	943,016	1,199,466
- associates	6,963	6,932	–	–
- joint ventures	89,513	88,690	22,727	22,727
- fellow subsidiaries	16,134	118,874	–	–
- non-controlling interests	16,324	137,139	–	–
	1,112,233	1,323,613	1,048,624	1,350,156

23. Financial assets and financial liabilities

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. Further, the fair value disclosure of lease liabilities is also not required.

	Mandatorily at FVTPL $'000	FVOCI – equity investments $'000	Fair value – hedging instruments $'000	Amortised cost $'000	Total carrying amount $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total fair value $'000
Group									
31 December 2024									
Financial assets measured at fair value									
Unquoted equity investments – at FVOCI	–	416,299	–	–	416,299	–	–	416,299	416,299
Unquoted equity investments – mandatorily at FVTPL	246,195	–	–	–	246,195	–	–	246,195	246,195
Quoted equity investments– at FVOCI	–	115,485	–	–	115,485	115,485	–	–	115,485
Quoted equity investments – mandatorily at FVTPL	6,911	–	–	–	6,911	6,911	–	–	6,911
Derivative financial assets	–	–	26,609	–	26,609	–	26,609	–	26,609
	253,106	531,784	26,609	–	811,499				
Financial assets not measured at fair value									
Other non-current assets^	–	–	–	934,357	934,357				
Trade and other receivables#	–	–	–	1,515,895	1,515,895				
Cash and cash equivalents	–	–	–	3,001,384	3,001,384				
	–	–	–	5,451,636	5,451,636				

^ *Excluding prepayments, intangible assets and deferred tax assets*
# *Excluding prepayments and tax recoverable*

	Fair value – hedging instruments $'000	Other financial liabilities $'000	Total carrying amount $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total fair value $'000
Group							
31 December 2024							
Financial liabilities measured at fair value							
Derivative financial liabilities	17,453	–	17,453	–	17,453	–	17,453
Financial liabilities not measured at fair value							
Interest-bearing borrowings	–	13,313,149	13,313,149	–	13,311,838	–	13,311,838
Other liabilities@	–	167,142	167,142				
Trade and other payables@	–	1,044,385	1,044,385				
	–	14,524,676	14,524,676				

@ Excluding deferred income

	Mandatorily at FVTPL $'000	FVOCI – equity investments $'000	Fair value – hedging instruments $'000	Amortised cost $'000	Total carrying amount $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total fair value $'000
Group									
31 December 2023									
Financial assets measured at fair value									
Unquoted equity investments – at FVOCI	–	426,353	–	–	426,353	–	–	426,353	426,353
Unquoted equity investments – mandatorily at FVTPL	184,489	–	–	–	184,489	–	–	184,489	184,489
Quoted equity investments– at FVOCI	–	27,203	–	–	27,203	27,203	–	–	27,203
Quoted equity investments – mandatorily at FVTPL	22,790	–	–	–	22,790	22,790	–	–	22,790
Derivative financial assets	–	–	54,318	–	54,318	–	54,318	–	54,318
	207,279	453,556	54,318	–	715,153				
Financial assets not measured at fair value									
Other non-current assets^	–	–	–	422,790	422,790				
Trade and other receivables#	–	–	–	1,676,841	1,676,841				
Cash and cash equivalents	–	–	–	2,400,431	2,400,431				
	–	–	–	4,500,062	4,500,062				

^ *Excluding prepayments, intangible assets and deferred tax assets*
# *Excluding prepayments and tax recoverable*

	Fair value – hedging instruments $'000	Other financial liabilities $'000	Total carrying amount $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total fair value $'000
Group							
31 December 2023							
Financial liabilities measured at fair value							
Derivative financial liabilities	16,965	–	16,965	–	16,965	–	16,965
Financial liabilities not measured at fair value							
Interest-bearing borrowings	–	11,625,933	11,625,933	–	11,597,418	–	11,597,418
Other liabilities@	–	184,735	184,735				
Trade and other payables@	–	1,243,826	1,243,826				
	–	13,054,494	13,054,494				

@ *Excluding deferred income*

	Mandatorily at FVTPL $'000	FVOCI – equity investments $'000	Fair value – hedging instruments $'000	Amortised cost $'000	Other financial liabilities $'000	Total carrying amount $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total fair value $'000
Company										
31 December 2024										
Financial assets measured at fair value										
Unquoted equity investments – at FVOCI	–	394,133	–	–	–	394,133	–	–	394,133	394,133
Quoted equity investments – at FVOCI	–	22,600	–	–	–	22,600	22,600	–	–	22,600
Quoted equity investments – mandatorily at FVTPL	1,430	–	–	–	–	1,430	1,430	–	–	1,430
Derivative financial assets	–	–	25,154	–	–	25,154	–	25,154	–	25,154
	1,430	416,733	25,154	–	–	443,317				
Financial assets not measured at fair value										
Other non-current assets	–	–	–	8,660,230	–	8,660,230				
Trade and other receivables#	–	–	–	7,327,637	–	7,327,637				
Cash and cash equivalents	–	–	–	544,785	–	544,785				
	–	–	–	16,532,652	–	16,532,652				
Financial liabilities measured at fair value										
Derivative financial liabilities	–	–	15,216	–	–	15,216	–	15,216	–	15,216
Financial liabilities not measured at fair value										
Interest-bearing borrowings	–	–	–	–	10,332,927	10,332,927	–	10,329,520	–	10,329,520
Other liabilities	–	–	–	–	645,358	645,358				
Trade and other payables	–	–	–	–	1,048,624	1,048,624				
	–	–	–	–	12,026,909	12,026,909				

\# *Excluding prepayments*

	Mandatorily at FVTPL $'000	FVOCI – equity investments $'000	Fair value – hedging instruments $'000	Amortised cost $'000	Other financial liabilities $'000	Total carrying amount $'000	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total fair value $'000
Company										
31 December 2023										
Financial assets measured at fair value										
Unquoted equity investments – at FVOCI	–	404,089	–	–	–	404,089	–	–	404,089	404,089
Quoted equity investments – at FVOCI	–	22,874	–	–	–	22,874	22,874	–	–	22,874
Quoted equity investments – mandatorily at FVTPL	1,894	–	–	–	–	1,894	1,894	–	–	1,894
Derivative financial assets	–	–	54,318	–	–	54,318	–	54,318	–	54,318
	1,894	426,963	54,318	–	–	483,175				
Financial assets not measured at fair value										
Other non-current assets	–	–	–	7,641,397	–	7,641,397				
Trade and other receivables#	–	–	–	6,700,201	–	6,700,201				
Cash and cash equivalents	–	–	–	533,801	–	533,801				
	–	–	–	14,875,399	–	14,875,399				
Financial liabilities measured at fair value										
Derivative financial liabilities	–	–	16,965	–	–	16,965	–	16,965	–	16,965
Financial liabilities not measured at fair value										
Interest-bearing borrowings	–	–	–	–	9,229,439	9,229,439	–	9,204,206	–	9,204,206
Other liabilities	–	–	–	–	1,618	1,618				
Trade and other payables	–	–	–	–	1,350,156	1,350,156				
	–	–	–	–	10,581,213	10,581,213				

\# *Excluding prepayments*

Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at Level 3 fair value

Type	Valuation techniques	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Unquoted debt investments – mandatorily at FVTPL	Discounted cash flows: The valuation model considers the present value of the expected future payments, discounted using a risk-adjusted discount rate.	2024: Not applicable 2023: Not applicable	The estimated fair value would increase/(decrease) if the discount rate were lower/(higher).
Unquoted equity investments – at FVOCI	The fair value is calculated using the net asset value (NAV) of the investee adjusted for the fair value of the underlying properties, where applicable. A discount is applied to take into consideration the non-marketable nature of the investment, where applicable.	NAV Discount rate: 2024: 20% 2023: 20%	The estimated fair value would increase/(decrease) if the NAV were higher/(lower). The estimated fair value would increase/(decrease) if the discount rate were lower/(higher).
Unquoted equity investments – mandatorily at FVTPL	The fair value is calculated using the NAV of the investee entity adjusted for the fair value of the underlying properties, where applicable.	NAV	The estimated fair value would increase/(decrease) if the NAV was higher/(lower).
	The fair value is calculated using the market approach of weighted price-to-sales multiples of comparable companies. A discount is applied to take into consideration the non-marketable nature of the investment, where applicable.	Price-to-sales multiples: 2024: 9.0 times 2023: 8.1 times Discount rate: 2024: 20% 2023: 20%	The estimated fair value would increase/(decrease) if the price-to-sales multiple were higher/(lower). The estimated fair value would increase/(decrease) if the discount rate were lower/ (higher).

Financial instruments measured at Level 2 fair value

Financial derivatives

The fair values of forward exchange contracts, cross-currency swaps and interest rate swaps are based on banks' quotes. Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments.

Financial instruments not measured at fair value

Interest-bearing borrowings

The fair value of borrowings which reprice after six months determined for disclosure purposes are calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Transfers between levels in the fair value hierarchy

The Group and Company have not reclassified any investments between various levels in the fair value hierarchy during the period.

Level 3 fair values

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

	Group			Company
	Unquoted debt investments mandatorily at FVTPL $'000	**Unquoted equity investments at FVOCI $'000**	**Unquoted equity investments mandatorily at FVTPL $'000**	**Unquoted equity investments at FVOCI $'000**
At 1 January 2024	–	426,353	184,489	404,089
Additions	–	–	45,644	–
Distribution of income and return of capital	–	–	(6,170)	–
Total gain recognised in profit or loss				
- finance income		–	17,049	–
Total loss for the period included in other comprehensive income				
- net change in fair value of equity investments at FVOCI	–	(10,054)	–	(9,957)
Translation differences on consolidation	–	–	5,183	–
At 31 December 2024	–	416,299	246,195	394,133
At 1 January 2023	20,011	432,164	136,713	407,903
Additions	–	–	78,858	–
Distribution of income and return of capital	–	–	(18,446)	–
Total loss recognised in profit or loss				
- finance expense	(19,650)	–	(9,601)	–
Total loss for the period included in other comprehensive income				
- net change in fair value of equity investments at FVOCI	–	(5,811)	–	(3,814)
Translation differences on consolidation	(361)	–	(3,035)	–
At 31 December 2023	–	426,353	184,489	404,089

24. Disposal of subsidiary

<u>For the year ended 31 December 2024</u>

On 14 October 2024, the Group, disposed of its 100% equity interest in Cideco Pte. Ltd. for a sale consideration (net of transaction costs) of $99.1 million.

Effects of disposals

The cash flows and net assets of subsidiary disposed of are provided below:

	Total $'000
Investment properties	6,627
Trade and other receivables	160
Cash and cash equivalents	1,949
Trade and other payables	(1,240)
Provision for taxation	(274)
Carrying amount of net assets disposed	7,222
Sale consideration, net of disposal costs	99,116
Carrying amount of net assets disposed	(7,222)
Gain on disposal of subsidiary	91,894
Sale consideration, net of disposal costs	99,116
Less: Cash and cash equivalents of subsidiary disposed	(1,949)
Net cash inflow on disposal of subsidiary	97,167

25. Acquisition of subsidiaries

For the year ended 31 December 2024

On 13 May 2024, the Group through its indirect wholly-owned subsidiary, Copthorne Hotel Holdings Limited, (i) acquired 100% of the shares and voting interests in Chalon Bidco SAS (subsequently renamed as Chalon Heritage Hotel Holdings SAS) which via its direct wholly-owned subsidiaries, holds the Hilton Paris Opéra hotel in France; and (ii) settled existing indebtedness amounts, for a total consideration of approximately $366.0 million (€249.7 million).

The acquisition was accounted for as an acquisition of assets.

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition date.

	Recognised amounts $'000
Property, plant and equipment	351,768
Other non-current assets	718
Consumable stocks	106
Trade and other receivables	7,209
Cash and cash equivalents	23,973
Trade and other payables	(40,734)
Interest-bearing borrowings	(161,520)
Shareholder loans	(132,650)
Net identifiable assets acquired	48,870
Cash flows relating to the acquisition	
Consideration for equity interest	48,870
Shareholder loans assumed	153,427
Repayment of bank loans and interests on behalf of acquired entity	163,716
Total consideration	366,013
Add: Acquisition-related costs	4,176
Less: Consideration not yet paid	(633)
Less: Cash and cash equivalents acquired	(23,973)
Total net cash outflow	345,583

For the year ended 31 December 2023

(a) On 9 March 2023, the Group through its indirect wholly-owned subsidiary, City Pinnacle UK Holdings Limited (formerly known as Maplegate Holdings Limited) (i) acquired 100% of the shares and voting interests in MPG St Katharine Limited, which via its direct/indirect wholly-owned subsidiaries holds the St Katharine Docks development in London, United Kingdom; and (ii) settled existing indebtedness amounts, for a total consideration of approximately $596.4 million (£372.8 million).

The acquisition was accounted for as an acquisition of assets.

(b) On 21 April 2023, the Group through its indirect wholly-owned subsidiary, Hoko Toowong Pty Ltd, acquired the remaining equity interests in the following entities for a total consideration of $5.7 million (AUD6.4 million), including payment for assumption of the joint venture loans:

(i) 58 High Street Pty Ltd (58 High Street) – 15% equity interest comprising 15 ordinary shares; and
(ii) 58 High Street Unit Trust (58 HS Trust) – equity interests comprising 15 Class A ordinary units and 45 Class B ordinary units. 58 HS Trust holds a residential property in Queensland, Australia.

Following the acquisition, 58 High Street and 58 HS Trust, previously accounted for as investment in joint ventures, became wholly-owned subsidiaries of the Group.

The acquisition was accounted for as an acquisition of assets.

(c) On 16 May 2023, the Group through its indirect wholly-owned subsidiary, Suzhou Longcheng Development Investment Co., Ltd, acquired a 100% equity stake in Suzhou Gaoxin Real Estate Co., Ltd which owns an undeveloped piece of land in Suzhou, for a consideration of $67.1 million (RMB350.0 million).

The acquisition was accounted for as an acquisition of assets.

(d) On 23 November 2023, the Group through its direct wholly-owned subsidiary, Grand Strategic Pte. Ltd. acquired 100% equity interest of Summervale Properties Pte. Ltd. ("Summervale") for a consideration of $2.

The acquisition was accounted for as business combination.

Identifiable assets acquired and liabilities assumed

The following table summarises the recognised amounts of assets acquired and liabilities assumed at the acquisition dates.

	Recognised amounts		
	Business combination $'000	**Acquisition of assets $'000**	**Total $'000**
Investment properties	–	627,742	627,742
Development properties	–	67,525	67,525
Trade and other receivables	102	10,400	10,502
Cash and cash equivalents	40,578	5,416	45,994
Trade and other payables	(1,918)	(21,844)	(23,762)
Shareholders loans	–	(4,450)	(4,450)
Provision for taxation	(10)	(2,147)	(2,157)
Interest-bearing borrowings	–	(6,713)	(6,713)
	38,752	675,929	714,681
Amount previously accounted for as joint venture	–	–^	–^
Amount owing by joint venture	–	(6,515)	(6,515)
Net identifiable assets acquired	38,752	669,414	708,166
Cash flows relating to the acquisition			
Consideration for equity interest	–^	669,414	669,414
Shareholder loans assumed	–	4,450	4,450
Total consideration	–^	673,864	673,864
Add: Acquisition-related costs	77	8,072	8,149
Less: Acquisition-related costs not yet paid	–	(131)	(131)
Less: Cash and cash equivalents acquired	(40,578)	(5,416)	(45,994)
Total net cash outflow	(40,501)	676,389	635,888

Negative goodwill

Negative goodwill arising from the acquisition of Summervale had been recognised as follows:

	Total $'000
Consideration transferred	–^
Less: Fair value of identifiable net assets	(38,752)
Negative goodwill	(38,752)

^ Less than $1,000

The negative goodwill arising from the acquisition of Summervale was recognised in "other income" in the Group's consolidated profit or loss. The negative goodwill was attributed to the Group's commercial negotiation and agreement reached with the seller.

26. Significant change in interest in subsidiary without loss of control

On 12 June 2024, Shenzhen Hong Leong Technology Park Development Co., Ltd, an indirect wholly-owned subsidiary, acquired the remaining 35% equity in Shenzhen Longgang District Tusincere Science and Technology Development Park Co., Ltd for a total consideration of $62.6 million (RMB336.6 million).

The following summaries the effect of changes in the Group's ownership interests in the above subsidiary:

	2024
	$'000
Consideration paid for acquisition of non-controlling interests	(62,580)
Net decrease in equity attributable to non-controlling interests	84,958
Net increase in equity interests attributable to owners of the Company	22,378
Represented by:	
Increase in capital reserve	22,378

27. Material related party transactions

Other than as disclosed elsewhere in the condensed interim financial statements, the material transactions with related parties based on terms agreed between the parties are as follows:

	Group			
	6 months ended 31 December 2024 $'000	**6 months ended 31 December 2023 $'000**	**12 months ended 31 December 2024 $'000**	**12 months ended 31 December 2023 $'000**
Management services fees received and receivable from:				
- fellow subsidiaries	139	194	1,304	1,224
- associates	10,533	8,144	22,481	15,996
- joint ventures	10,714	5,823	12,222	8,506
	21,386	14,161	36,007	25,726
Maintenance services fees received and receivable from:				
- a fellow subsidiary	225	209	438	404
- an associate	93	127	239	226
- joint ventures	631	1,434	1,206	2,627
	949	1,770	1,883	3,257
Rental and rental-related income received and receivable from:				
- a fellow subsidiary	–	176	59	350
- associates	6	3,465	1,235	6,543
- joint ventures	45	59	92	120
	51	3,700	1,386	7,013
Management services fee paid and payable to:				
- a fellow subsidiary	(92)	–	(92)	(33)
- joint ventures	–	–	–	(18)
	(92)	–	(92)	(51)
Rental and rental-related expenses paid and payable to:				
- a joint venture	(945)	(910)	(2,005)	(1,949)
- associates	(38,490)	(41,705)	(74,498)	(72,395)
	(39,435)	(42,615)	(76,503)	(74,344)

28. Commitments

The Group and the Company have the following commitments as at the reporting date:

	Group		Company	
	31 December 2024 $'000	**31 December 2023 $'000**	**31 December 2024 $'000**	**31 December 2023 $'000**
Development expenditure contracted but not provided for in the financial statements	838,502	743,324	–	–
Capital expenditure contracted but not provided for in the financial statements	1,027,092	608,868	–	–
Commitments in respect of purchase of properties for which deposits have been paid	773,771	121,780	–	–
Commitments in respect of investments in joint ventures and associates	82,545	95,810	–	–
Commitments in respect of capital contribution to investments in financial assets in:				
- related parties	16,567	21,758	–	–
- third parties	11,932	16,628	–	–

29. Contingent liabilities

The Group has claims arising in the ordinary course of business which are being contested, the outcome of which are not presently determinable. As at the reporting date, the Group had considered the probability of outflows of economic benefits pertaining to these claims pertaining to be remote. The Group continues to monitor the status of the claims.

Other Information Required by Listing Rule Appendix 7.2

1. **Review**

The condensed consolidated financial position of the Group as at 31 December 2024 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period and year then ended and certain explanatory notes have not been audited nor reviewed by the auditors.

2. **A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. It must include a discussion of the following:**

(a) any significant factors that affected the turnover, costs, and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and
(b) any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

<u>**Group Performance**</u>

The Group achieved net profit after tax and non-controlling interest (PATMI) of $201.3 million for the full year ended 31 December 2024 (FY 2024) (FY 2023: $317.3 million), largely impacted by the timing of profit recognition from its property development segment and elevated financing costs.

<u>Revenue</u>

Revenue decreased by 33.8% to $3.3 billion (FY 2023: $4.9 billion) in FY 2024, primarily due to lower contributions from the property development segment. Notably, in FY 2023, the Group recorded a $1.0 billion contribution from its joint venture (JV) Executive Condominium (EC), Piermont Grand, recognised in its entirety when the project obtained its Temporary Occupation Permit (TOP) in January 2023, and the divestment of its freehold land site in Shirokane, Tokyo, for JPY 50 billion ($495.0 million) in Q3 2023.

The investment properties segment saw an 11.1% increase in revenue for FY 2024, driven by asset acquisitions and organic growth from the Group's flagship property, Republic Plaza, and Jungceylon Shopping Center in Phuket, which officially reopened in June 2024 following extensive asset enhancement works. Contributions from strategic acquisitions completed in 2023 and 2024, which included St Katharine Docks in London and several living sector assets in Tokyo and Osaka, also boosted revenue for FY 2024.

The hotel operations segment posted an 8.2% increase in revenue for FY 2024, mainly attributed to the addition of the Sofitel Brisbane Central hotel in December 2023 and the Hilton Paris Opéra hotel in May 2024, coupled with the official opening of M Social Phuket in June 2024 following refurbishment. The Group's global Revenue Per Available Room (RevPAR) continued to increase by 2.6% in FY 2024, following the exceptional 25.3% increase achieved for FY 2023 driven by the post-pandemic tourism recovery.

<u>Profit Before Tax</u>

The Group registered pre-tax profit of $374.0 million for FY 2024 (FY 2023: $472.6 million), in line with the decrease in revenue.

Due to the timing of profit recognition, the property development segment registered substantially lower profits in 2024 vis-à-vis 2023. High financing costs and construction delays for certain projects also impacted the Group's expected profit recognition schedule. In contrast, in FY 2023, substantial profit contributions came from Piermont Grand, the sale of the land site in Tokyo and other Singapore projects that obtained TOP, like Amber Park and Boulevard 88.

The investment properties segment reported a pre-tax profit for FY 2024 due to divestment gains from the sale of strata units in Citilink Warehouse Complex, Cititech Industrial Building and Fortune Centre, along with the sale of its entire equity stake in Cideco Pte. Ltd., which holds an industrial property, Cideco Industrial Complex, in Singapore.

The hotel operations segment reported a pre-tax profit for 2024 and positive EBITDA for all regions.

Notably, the Group's interest expense increased 21% to $588.7 million for FY 2024 (FY 2023: $485.8 million), which eroded profit.

Capital Position

As of 31 December 2024, the Group maintained a strong capital position with cash reserves of $2.8 billion[1] and cash and available undrawn committed bank facilities totalling $4.5 billion.

After factoring in fair value on investment properties, the Group's net gearing ratio stands at 69% (FY 2023: 61%), mainly due to acquisitions in FY 2024, such as the Zion Road land tender in Singapore, the Hilton Paris Opéra hotel in France and five Private Rented Sector (PRS) properties in Japan. Average borrowing costs stand at 4.4% for FY 2024 (FY 2023: 4.3%), reflecting the higher-for-longer interest rate levels witnessed in the key markets where the Group operates.

The Group maintained a substantial natural hedge for its overseas investments and will continue its proactive and disciplined approach to capital management.

There are no material concerns over the Group's ability to fulfil its near-term debt obligations.

Net Asset Value (NAV) per share stood at $10.17 as of 31 December 2024. Notably, the Group adopts the policy of stating its investment and hotel properties at cost less accumulated depreciation and impairment losses. Had the Group factored in fair value gains on its investment and hotel properties, its NAV would be as tabled below.

	31 December 2024 **$/share**	**31 December 2023** **$/share**
NAV	10.17	10.12
Revalued NAV (RNAV)[(1)]	17.57	17.21
Revalued NAV (RNAV)[(2)]	19.86	19.46

[(1)] RNAV factors in the fair value gains on its investment properties.
[(2)] RNAV factors in the fair value gains on its investment properties and the revaluation surpluses on its hotel properties, which are accounted for as property, plant and equipment.

Share Buyback

In March 2024, CDL initiated a Share Buyback Programme for its ordinary shares via open market purchases in tranches, as its shares were trading significantly below their intrinsic value despite the Company's strong fundamentals. The Group purchased 13,499,600 ordinary shares for $79.4 million.

As of 31 December 2024, the Company holds a total of 15,899,600 ordinary shares. These shares are held as treasury shares.

In May 2024, CDL announced an off-market equal access scheme offer to buy back up to 29,778,683 Preference Shares, representing 10% of the total 297,786,832 Preference Shares in issue, at $0.78 per share. By the close of the offer, acceptances from Preference Shareholders amounted to approximately four times the maximum allowable buyback amount. All 29,778,683 Preference Shares were purchased for $23.2 million and subsequently cancelled, reducing the Company's financing cost related to the coupon payment obligation for these Preference Shares.

Dividend

The Board wishes to express appreciation for shareholders' confidence and continued support.

For FY 2024, the Board recommends a final ordinary dividend of 8.0 cents per share. Together with the special interim dividend of 2.0 cents per share, which was paid in September 2024, the total dividend for FY 2024 amounts to 10.0 cents per share (FY 2023: 12.0 cents per share), representing a dividend payout ratio of 47%.

[1] Net of overdraft.

Operational Highlights

Property Development

Singapore

The property market was subdued in the first nine months of 2024, with only about 3,000 private residential units sold. However, as interest rates moderated in 2H 2024 and there were signs that Singapore's economy was performing better than anticipated, a wave of new launches occurred and the accumulated pent-up demand led to a surge in sales volume in Q4 2024, resulting in 6,469 units (excluding ECs) sold for the full year. While transaction volumes for 2024 were on par with 2023, they are still significantly lower than the historical five-year average (from 2020 to 2024) of around 8,600 units. For FY 2024, private home prices rose 3.9%, lower than the 6.8% increase in 2023, reflecting a stabilising property market.

For FY 2024, the Group and its JV associates sold 1,489 units including ECs, with a total sales value of $2.97 billion (FY 2023: 730 units with a total sales value of $1.5 billion). The robust performance for 2024 was driven by four successful launches.

Month	Project	Location	Equity Stake	Total Units	Units Sold*	% Sold*
Jan	**Lumina Grand (EC)**	Bukit Batok West Avenue 5	100%	512	455	89%
Jul	**Kassia**	Flora Drive	33.3%	276	196	71%
Oct	**Norwood Grand**	Champions Way	100%	348	292	84%
Nov	**Union Square Residences**	Havelock Road	100%	366	114	31%

*As of 23 February 2025.

The Group's other launched projects also registered healthy sales. To date, Tembusu Grand, the 638-unit JV project in Katong is 92% sold (587 units) and the 408-unit The Myst on Upper Bukit Timah Road is 80% sold (325 units).

The Group's associate, Cityview Place Holdings Pte. Ltd., as subsidiary proprietor/owner of 203 units at the 228-unit The Residences at W Singapore Sentosa Cove, has sold 96 out of the 203 units since April 2024.

Irwell Hill Residences (540 units) in prime District 9 obtained its TOP. The project is almost fully sold, with only two units remaining, and most units have been handed over to buyers.

Overseas Markets

Australia

In Brisbane, 95% of the 97-unit Treetops at Kenmore JV project has been sold, with construction for Stage 1 completed and settled in Q2 2024. Stages 2 and 3 are also completed, with settlements in Q1 2025. At the 176-unit Brickworks Park, construction for Stage 1 (107 units) and Stage 2 (51 units) are set for completion in Q2 2025 and Q1 2026, respectively. Town planning lodgement for Stage 3 (18 units) was submitted in Q4 2024, with expected completion in 2H 2026. To date, 97% of the 149 launched units at Brickworks Park has been sold.

In Melbourne, the 58-unit Fitzroy Fitzroy JV project is 57% sold, with completion expected in Q2 2026. Australia's housing market remains acutely undersupplied, driving continued strong growth in home prices in the near term.

China

In FY 2024, the Group's wholly-owned subsidiary, CDL China Limited and its JV associates sold 136 residential, office and retail units, with a total sales value of RMB 874.9 million ($162.8 million).

For the new mixed-use development site acquired in Suzhou's High-Speed Railway New Town in 2023, the construction is progressing well and it is anticipated that the sales launch for the residential component with around 650 units will commence in late 2025.

To replenish its residential land bank in China, the Group announced on 1 November 2024 its joint acquisition of a rare mixed-use development site in Shanghai for RMB 8.94 billion (approximately $1.66 billion) or RMB 117,542 (approximately $21,827) per square metre per plot ratio (psm ppr) with its partner Lianfa Group Co., Ltd, following a government land tender. Through its wholly-owned subsidiary, Chenghong (Shanghai) Investment Co., Ltd., the Group holds a 51% controlling stake in the JV acquisition, which amounts to RMB 4.56 billion (approximately $846 million). The future development on the site can yield up to 77% of the GFA for residential use, with at least 19% for commercial purposes and 4% for public amenities. Construction is targeted to commence in Q4 2025, with estimated project completion by 2030. Sales for the residential component are expected to commence in 2026, and the project aims to achieve China's Three Star green building rating.

Investment Properties

Singapore

As of 31 December 2024, the Group's office portfolio[2] committed occupancy stood at 97.7%, exceeding the island-wide office occupancy of 89.4%[3]. This was primarily driven by increased occupancy at its JV project – South Beach, now at 94.4%, as well as Republic Plaza, the Group's flagship Grade A office building, now at 99.3%. Similarly, the Group's other key office assets, City House and King's Centre maintained healthy committed occupancies of 98.6% and 100%, respectively. All three wholly-owned office assets recorded healthy rental reversions. The improved office performance reflects the effectiveness of the Group's proactive asset management strategy.

The Group's Singapore retail portfolio[4] achieved a committed occupancy rate of 98.0% as of 31 December 2024, surpassing the island-wide retail occupancy of 93.8%[3]. City Square Mall, currently undergoing a phased Asset Enhancement Initiative (AEI), maintained a 95.7% committed occupancy for unaffected areas. The Group's other major retail assets, Palais Renaissance and Quayside Isle, reported high committed occupancies of 99.5% and 100%, respectively.

Overseas Markets

China

As of 31 December 2024, the occupancy for the Group's office portfolio in China was 58.6%, reflecting the inherent challenges of the office leasing market. Efforts have been made to enhance asset efficiency, including repurposing certain spaces to improve long-term income stability. These initiatives, coupled with a newly secured lease, raised Hong Leong Hongqiao Center's occupancy to 70% in January 2025.

Thailand

As of 31 December 2024, the Group's Jungceylon Shopping Center reported a committed occupancy of 90.3%. A strong rental reversion of 50% for renewed leases was also achieved over the previous leases signed during the pandemic. Phuket's tourism continued to rebound with total arrivals up 23% year-on-year (y-o-y). For FY 2024, international arrivals reached 99% of pre-pandemic levels, boosting the mall's foot traffic by 30%. Tenants' GTO sales also improved by 74.4% y-o-y, reflecting increased shopper confidence.

UK

The Central London office market remains quite resilient despite economic headwinds. As of 31 December 2024, the Group's UK commercial portfolio reported a committed occupancy of 79.5%, pulled down by several tenants vacating their premises at 125 Old Broad Street, Aldgate House and St Katharine Docks. However, with over 153,000 sq ft of renewals/lettings achieved in 2024, occupancies are expected to stabilise and start trending up again.

The recent refurbishment of the reception at 125 Old Broad Street has been a significant driver behind existing tenants expanding within the building as well as new occupiers moving in. The Group has also secured a new letting at St Katharine Docks and an existing tenant at Aldgate House has expanded into the ground floor retail unit.

[2] Includes South Beach (in accordance with CDL's proportionate ownership). Excludes assets planned for redevelopment and divestment (ceased leasing activities)
[3] Based on URA real estate statistics for Q4 2024
[4] Includes South Beach and Sengkang Grand Mall (in accordance with CDL's proportionate ownership). Excludes assets planned for redevelopment, divestment (ceased leasing activities) and City Square Mall units affected by AEI

The Living Sector

Private Rented Sector (PRS)

UK:

In 2024, the UK PRS demonstrated growth, driven by strong demand, supply shortages and shifting demographic trends.

The Group expanded its living sector portfolio with the acquisition of The Yardhouse, a forward-funded co-living development in White City, London in Q1 2024 for £88.0 million (approximately $148.6 million). This 209-unit PRS project is in one of Central London's key regeneration zones, marking CDL's first co-living venture in the UK. Construction is in progress for The Octagon, a 370-unit PRS project in Birmingham, which topped out its structure in September 2024, and The Joinery, a 261-unit PRS project in Manchester. The estimated practical completion for both projects is Q3 2025 and Q2 2026, respectively.

Japan:

The Group completed its forward-commitment investment in Splendide VII, a 264-unit PRS asset in Osaka in December 2024. At the end of 2024, the Group owns 40 assets comprising 2,246 units with strong average occupancy rate of 95%, demonstrating the resilience of Japan's rental market amid fluctuating global economic conditions. The positive performance and strong leasing activity highlight Japan's multifamily market as a stable, relatively low-risk investment opportunity, reinforcing the Group's strategic focus on key cities with strong residential rental demand.

Australia:

Construction of the 237-unit Southbank development in Melbourne is 68% complete and on track for Q1 2026 delivery. The 326-unit Toowong development in Brisbane is currently on hold pending stabilisation of construction costs. While costs have shown recent signs of moderation, the Group is closely monitoring the Brisbane market. Across Australia, rents grew 4.8% in 2024.

Purpose-Built Student Accommodation (PBSA)

UK:

To mitigate rising operating costs for its 2,368-bed PBSA portfolio, the Group took proactive steps to enhance operational efficiency and actively hedged the portfolio's utility contracts. The portfolio achieved over 90% occupancy for Academic Year 2024/2025.

Hotel Operations

The Group's hotels achieved a global Revenue Per Available Room (RevPAR) growth of 2.6% to $172.5 for FY 2024 (FY 2023: $168.1) mainly due to higher room occupancy and average room rate (ARR) from Australasia, as well as Rest of UK and Europe, with continued growth in RevPAR in Rest of Asia, London and New York markets.

Key Operating Statistics for Hotels Owned by the Group:

	Room Occupancy			Average Room Rate			RevPAR			GOP Margin		
	FY 2024	FY 2023	Incr/ (Decr)	FY 2024	FY 2023*	Incr/ (Decr)	FY 2024	FY 2023*	Incr/ (Decr)	FY 2024	FY 2023	Incr/ (Decr)
	%	%	%pts	$	$	%	$	$	%	%	%	%pts
Singapore	79.9	79.5	0.4	216.6	225.4	(3.9)	173.1	179.1	(3.4)	42.0	42.0	-
Rest of Asia	70.0	68.8	1.2	155.2	153.1	1.4	108.7	105.3	3.2	40.3	40.6	(0.3)
Total Asia	**74.0**	**73.3**	**0.7**	**181.7**	**186.4**	**(2.5)**	**134.4**	**136.7**	**(1.7)**	**41.2**	**41.4**	**(0.2)**
Australasia	**69.1**	**61.3**	**7.8**	**176.8**	**159.1**	**11.1**	**122.2**	**97.5**	**25.3**	**32.0**	**33.2**	**(1.2)**
London	82.0	80.4	1.6	319.3	318.1	0.4	261.9	255.7	2.4	48.9	46.6	2.3
Rest of UK and Europe	79.9	76.5	3.4	191.7	170.2	12.6	153.1	130.2	17.6	30.0	27.6	2.4
Total Europe	**81.0**	**78.6**	**2.4**	**258.1**	**250.9**	**2.9**	**209.0**	**197.2**	**6.0**	**41.5**	**40.0**	**1.5**
New York	88.1	89.5	(1.4)	368.6	353.3	4.3	324.6	316.2	2.7	24.0	24.7	(0.7)
Regional US	54.2	59.2	(5.0)	208.7	196.2	6.4	113.1	116.1	(2.6)	17.6	17.7	(0.1)
Total US	**69.6**	**72.2**	**(2.6)**	**300.9**	**280.0**	**7.5**	**209.5**	**202.2**	**3.6**	**21.9**	**22.2**	**(0.3)**
Total Group	**74.0**	**73.1**	**0.9**	**233.0**	**229.8**	**1.4**	**172.5**	**168.1**	**2.6**	**35.0**	**34.5**	**0.5**

** For comparability, FY 2023 Average Room Rate and RevPAR had been translated at constant exchange rates (31 December 2024).*

Asia

Singapore hotels experienced a 3.4% y-o-y decline in RevPAR primarily due to lower ARR. While major events like the Taylor Swift concerts in Q1 and Formula 1 Singapore Grand Prix in Q3 boosted occupancy, they could not mitigate the shortfall in ARR as travel demand normalised from the 2023 pent-up travel surge.

In contrast, RevPAR for the Rest of Asia rose 3.2% y-o-y, led by Taipei's strong performance, with the Group's Southeast Asia hotels performing better y-o-y.

The GOP margin for Asia hotels stands at 41.2%, down 0.2 percentage points y-o-y, mainly due to softer trading in Beijing. Singapore's GOP margin remained unchanged from FY 2023 at 42.0%, supported by effective cost control in the F&B segment.

Australasia

Australasia's RevPAR rose 25.3% y-o-y to $122.2 for FY 2024 (FY 2023: $97.5), largely attributable to the addition of the 416-room Sofitel Brisbane Central hotel acquired in December 2023. Excluding this addition, on a like-for-like basis, RevPAR grew 13.4%. With New Zealand's 2024 international arrivals at 89% of pre-pandemic levels and continued recovery, the RevPAR of Australasia is expected to increase further.

Europe

Europe hotels recorded a 6.0% y-o-y increase in RevPAR to $209.0 for FY 2024 (FY 2023: $197.2). London hotels improved RevPAR by 2.4% due to higher occupancy, while Rest of UK and Europe region saw a 17.6% surge in RevPAR, bolstered by the acquisition of Hilton Paris Opéra hotel in May 2024. Demand during the Paris Olympic Games in July and August 2024 contributed to a 12.6% rise in ARR for the Rest of the UK and Europe region. On a like-for-like basis, excluding Hilton Paris Opéra hotel, Europe RevPAR grew 1.3% y-o-y. Europe's GOP margin also improved by 1.5 percentage points y-o-y due to better cost management of London hotels and a strong GOP margin at Hilton Paris Opéra hotel.

US

For FY 2024, US hotels achieved RevPAR of $209.5, up 3.6% y-o-y (FY 2023: $202.2). This growth was driven by a 7.5% improvement in ARR. New York hotels maintained strong momentum, posting a 2.7% increase in RevPAR, with a 4.3% ARR growth. Conversely, regional US hotels recorded a 2.6% decline in RevPAR due to lower occupancy despite a 6.4% increase in ARR.

The GOP margin for US hotels dipped by 0.3 percentage points y-o-y. New York hotels' GOP margin decreased by 0.7 percentage points due to softer performance at Millennium Hilton New York One UN Plaza and Millennium Downtown New York, which is currently undergoing renovations. However, Millennium Hotel Broadway Times Square improved its GOP margin by 3.1 percentage points due to payroll savings from a union buyout.

Hotel Refurbishments and Developments

To enhance guest experience and maintain competitiveness, the Group has refurbished several hotels, with plans to refurbish others this year.

UK:
- In view of the continued strong performance in London, the Group has paused the renovation and rebranding plan for the 222-room Millennium Hotel London Knightsbridge.

Asia:
- The 418-room M Social Phuket (formerly Millennium Resort Patong Phuket) completed renovations in June 2024 and officially opened on 28 June 2024, receiving positive guest feedback and performing strongly during the peak season in December 2024.

- The 318-room Copthorne Orchid Hotel Penang is undergoing a MYR 96 million (approximately $29 million) major renovation and will be rebranded as M Social Resort Penang, with phased soft opening from 15 February 2025.

US:
- Millennium Downtown New York (569 rooms) commenced a US$46 million (approximately $60 million) renovation in Q3 2024 and will be reflagged as M Social Downtown New York upon completion in 2H 2025.

- In California, M Social Hotel Sunnyvale (263 rooms) is under construction, with its foundation completed in October 2024. The US$118 million ($159 million) hotel is expected to fully open in 2H 2026.

Hotel Acquisitions

In May 2024, the Group acquired the 268-room Hilton Paris Opéra hotel for €240 million (approximately $350.2 million). The hotel performed well in 2024, particularly during the Paris 2024 Olympics, achieving the second highest RevPAR in its Europe portfolio. Its inclusion in the Group's portfolio is expected to drive further growth in the region.

In October 2024, the Group's subsidiary, Millennium & Copthorne Hotels New Zealand Limited (MCK) agreed to purchase the 67-room freehold The Mayfair Hotel Christchurch for NZ$31.9 million (approximately $24.5 million). The acquisition, completed in January 2025, marks the Group's return to Christchurch, a key market in New Zealand (NZ).

On 20 January 2025, the Group's wholly-owned subsidiary, CDL Hotels Holdings New Zealand Limited, announced its offer to purchase all the fully paid ordinary shares in MCK that it does not already own at NZ$2.25 a share. MCK, listed on the NZ Stock Exchange, owns, leases or has under franchise 18 hotels in NZ. The Group holds about 75.9% of all MCK shares. The offer aims to delist and privatise MCK, streamline CDL's investment entities in NZ, and save on listing fees and other associated costs, which can be reinvested into MCK's asset portfolio and operational needs. The offer will also provide minority shareholders with a liquidity event as the trading volume of MCK shares has historically been low.

Group Divestments

For the year under review, the Group achieved total divestments of over $600 million, which include the Ransome's Wharf site in London, the retail and office components of Hong Leong City Center (HLCC) in Suzhou, the freehold 8-storey industrial building Cideco Industrial Complex in Singapore, as well as various strata units at Citilink Warehouse Complex, Cititech Industrial Building, Fortune Centre and Sunshine Plaza in Singapore.

In September 2024, the Group's wholly-owned subsidiary, Suzhou Global City Genway Properties Co., Ltd., entered into sale and purchase agreements with two special purpose vehicles under Suzhou GSUN Jiuhao Equity Investment Partnership (Limited Partnership), a private equity investment fund established in Suzhou, for the divestment of the retail and office components of the mixed-use HLCC for RMB 1.01 billion (approximately $187.4 million). As part of the transaction, the Group has committed RMB 120 million (approximately $22.3 million) to the fund, while the remaining capital is contributed by third parties. The transaction was completed in February 2025.

In December 2024, the Group, through its wholly-owned subsidiary Trentworth Properties Ltd, exchanged contracts with two unrelated third-party purchasers for the divestment of its Ransome's Wharf site (as two plots) in Battersea, South West London, for a total sale consideration of £69.08 million (approximately $115.3 million). The divestment of one plot was completed in December 2024 and the other in January 2025.

The Group continues to prioritise its capital recycling initiatives with several other divestments in the pipeline.

Statement of profit or loss

	The Group Half year ended 31 December 2024	The Group Half year ended 31 December 2023	Incr/ (Decr)	The Group Full year ended 31 December 2024	The Group Full year ended 31 December 2023	Incr/ (Decr)
	S$'000	S$'000	%	S$'000	S$'000	%
Revenue	1,708,696	2,237,424	(23.6)	3,271,197	4,941,121	(33.8)
Cost of sales	(940,085)	(1,375,372)	(31.6)	(1,809,260)	(3,292,550)	(45.0)
Gross profit	768,611	862,052	(10.8)	1,461,937	1,648,571	(11.3)
Other income	134,676	139,403	(3.4)	272,015	158,237	71.9
Administrative expenses	(270,221)	(288,296)	(6.3)	(574,748)	(581,452)	(1.2)
Other operating expenses	(250,503)	(181,152)	38.3	(473,537)	(406,828)	16.4
Profit from operating activities	382,563	532,007	(28.1)	685,667	818,528	(16.2)
Finance income	82,439	51,779	59.2	186,637	97,970	90.5
Finance costs	(289,130)	(298,172)	(3.0)	(559,070)	(491,578)	13.7
Net finance costs	(206,691)	(246,393)	(16.1)	(372,433)	(393,608)	(5.4)
Share of after-tax profit/(loss) of associates	6,929	(4,240)	NM	14,150	3,415	NM
Share of after-tax profit of joint ventures	35,826	11,659	NM	46,641	44,233	5.4
Profit before tax	218,627	293,033	(25.4)	374,025	472,568	(20.9)
Tax expense	(95,010)	(61,793)	53.8	(162,061)	(123,762)	30.9
Profit for the period/year	123,617	231,240	(46.5)	211,964	348,806	(39.2)
Attributable to:						
Owners of the Company	**113,541**	**250,828**	(54.7)	**201,316**	**317,313**	(36.6)
Non-controlling interests	10,076	(19,588)	NM	10,648	31,493	(66.2)
Profit for the period/year	123,617	231,240	(46.5)	211,964	348,806	(39.2)

NM: Not meaningful

Revenue

The Group reported revenue of $1.7 billion (2H 2023: $2.2 billion) for 2H 2024 and $3.3 billion (FY 2023: $4.9 billion) for FY 2024, a decrease of 23.6% and 33.8% respectively as compared to their corresponding period/year. These decreases were due to lower contribution from property development segment.

Included in 2H 2023 was revenue recognised from sale of land at Shirokane, Japan. For FY 2023, other than the Shirokane land sale, revenue was underpinned by well-received projects including Amber Park and Piermont Grand EC in which its entire revenue of $1 billion was recognised upon obtaining TOP in 2023.

The higher contribution from the hotel operations and investment properties segments, mitigated the decline in the property development segment. The hotel operations segment saw improvement in overall RevPAR, backed by contribution from Sofitel Brisbane Central hotel (acquired in December 2023) and Hilton Paris Opéra (acquired in May 2024). The improvement in investment properties segment revenue was a result of several acquisitions including St Katharine Docks located in United Kingdom and living sector assets located in Japan, which were added to the Group's portfolio, coupled with the reopening of Jungceylon Shopping Center, Phuket.

Gross profit

In tandem with lower revenue generated, gross profits for 2H 2024 and FY 2024 declined. In spite of this, the Group's gross profit margin went up to 45% for both 2H 2024 and FY 2024 as compared to 39% for 2H 2023 and 33% for FY 2023. This was attributed to change in business mix ratio whereby property development segment whose margin is more compressed contributed to a smaller proportion of gross profits as compared to corresponding period/year.

Other income

Other income remained stable at $134.7 million (2H 2023: $139.4 million) for 2H 2024 but increased by $113.8 million to $272.0 million (FY 2023: $158.2 million) for FY 2024. The increase for FY 2024 was mainly due to higher divestment gains.

Included in other income of 2H 2024 was gain of $91.9 million recognised from the disposal of the Group's entire equity stake in Cideco Pte. Ltd., which owns Cideco Industrial Complex (refer note 24), along with gains of $18.6 million accounted for on sale of some strata units in Citilink Warehouse Complex, Cititech Industrial Building and Fortune Centre. For FY 2024, the collective divestment pre-tax gain recognised amounted to $230.5 million from the aforesaid disposal of equity sale and strata units in abovementioned properties.

Other income for 2H 2023 comprised mainly divestment gains from disposal of Millennium Harvest House Boulder of $80.0 million and strata units in Citilink Warehouse Complex of $11.1 million, along with negative goodwill recognised of $38.8 million on acquisition of 100% equity interest in Summervale Properties Pte Ltd (refer to note 25). Other income for FY 2023 also included divestment gain of $15.6 million from the disposal of a small land plot located at Tanglin Shopping Centre.

Other operating expenses

Other operating expenses include reversal of impairment loss on property, plant and equipment, impairment loss on investment properties, impairment loss on trade receivables and accrued receivables, property taxes, insurance and other operating expenses on hotels.

The increase in other operating expenses in 2H 2024 and FY 2024 were mainly attributable to increase in provision made on doubtful trade receivables and accrued receivables, and higher professional fees and property taxes. The Group also provided accruals of costs to vacate the tenants in retail mall of Hong Leong City Center, Suzhou as well as its related repairs and reinstatement works which are part of the condition precedent in the sale and purchase agreement entered with a joint venture. The increases were partially reduced by higher reversal of impairment loss on property, plant and equipment in current year.

In FY 2024, the Group provided net impairment loss of $18.7 million (FY 2023: $8.1 million) on doubtful trade receivables and accrued receivables largely on hotel related management fee receivables.

In 2H 2024, the Group reversed net impairment loss of $59.8 million primarily from hotels in the United States (2H 2023: $54.0 million). Conversely, the Group recognised $19.5 million (2H 2023: $9.6 million) impairment loss on five investment properties located in Australia, China and United Kingdom. Included in FY 2023 was impairment loss recognised of $43.7 million largely for investment properties in United Kingdom. More details on the Group's assessment are detailed in notes 11 and 12 to the condensed interim financial statements.

Net finance costs

Net finance costs decreased by $39.7 million for 2H 2024 and by $21.2 million for FY 2024 mainly due to the following:

(i) Net exchange gain recognised of $19.3 million for 2H 2024 and $70.6 million for FY 2024 as opposed to net exchange losses incurred of $30.9 million for 2H 2023 and $4.5 million for FY 2023. The net exchange gains were attributable to exchange gain recognised by a Korean subsidiary on a SGD denominated intercompany loan receivable as a result of the appreciation of SGD against KRW.

    Net exchange loss of $30.9 million for 2H 2023 was mainly attributable to the translation loss of JPY denominated bank loan, previously designated as a hedge of net investment in a property located in Japan and its related exchange difference was recognised in other comprehensive income, now transferred to profit or loss following the disposal of the said asset as well as translation loss recognised for GBP denominated intercompany loans due to depreciation of GBP against SGD.

(ii) Higher interest income earned in 2H 2024 and FY 2024.

(iii) Fair value gain on financial assets measured at fair value through profit or loss (FVTPL) of $1.1 million for FY 2024 vis-à-vis fair value loss of $36.4 million for FY 2023. FY 2023 fair value loss was due to remeasurement of an unquoted debt instrument measured at FVTPL.

These were partially offset by higher interest expense incurred, which increased by $36.8 million for 2H 2024 and by $102.9 million for FY 2024 as a result of higher bank borrowings to fund new acquisition and development needs, coupled with elevated average interest rate under the current higher-for-longer interest rate environment.

Share of after-tax profit/(loss) of associates and joint ventures

Share of after-tax profit of associates for 2H 2024 and FY 2024 were mainly attributable to the increased share of contribution from First Sponsor Group (FSGL) due to negative goodwill it had recognised from its investment in its associate company. In addition, FSGL recorded fair value gain on its outstanding derivatives, coupled with net gain on derivatives that had matured and been settled during the year.

Share of after-tax profit of joint ventures for 2H 2024 and FY 2024 were mainly attributable to contribution from residential projects such as Kassia, CanningHill Piers, Tembusu Grand, Piccadilly Grand and Penrose. The increases for 2H 2024 and FY 2024 were due to higher contribution from Kassia, CanningHill Piers and maiden contribution from Tembusu Grand, partially reduced by share of loss from The Orie, primarily being marketing costs and interest costs incurred. Included in 2H 2023 and FY 2023 were impairment loss of $12.4 million recognised in relation to an investment in online apartment rental platform in China.

Statement of financial position

Property, plant and equipment at the Group increased by $466.7 million to $4,679.9 million (As at 31 December 2023: $4,213.2 million) mainly due to the acquisition of Hilton Paris Opéra Hotel for $355.9 million, coupled with net reversal of impairment loss of $59.8 million primarily in relation to hotel properties in the current year.

Investment properties of the Company decreased by $21.8 million to $34.0 million (As at 31 December 2023: $55.8 million) mainly due to disposal of several strata units in Citilink Warehouse Complex and Cititech Industrial Building in the current year.

Non-current financial assets at the Group increased by $125.0 million to $780.1 million (As at 31 December 2023: $655.1 million) mainly due to the Group subscribing to its full entitlement of its associate, FSGL's rights issue of new perpetual convertible capital securities in September 2024 for a total cost of $85.4 million. Additional investments in a real estate fund also attributed to the increase.

Derivative financial assets of $26.6 million net of $17.4 million derivative financial liabilities at the Group and derivative financial assets of $25.2 million net of $15.2 million derivative financial liabilities at the Company as at 31 December 2024 (As at 31 December 2023: $54.3 million derivative financial assets net of $17.0 million derivatives financial liabilities at the Group and the Company), comprised cross-currency swaps, forward exchange contracts and interest rate swaps which are measured at fair value based on valuations provided by the respective counterparty banks. The net decreases at the Group and the Company were largely due to the RMB cross currency swaps entered by the Company where the strengthening of Renminbi against Singapore dollars in FY 2024 had resulted in a liability position for these contracts as at 31 December 2024 as opposed to an asset position as at 31 December 2023.

Other non-current assets at the Group increased by $522.2 million to $1,003.5 million (As at 31 December 2023: $481.3 million) mainly due to advances granted to fund its joint venture projects. The increase in other non-current assets at the Company by $1,018.8 million to $8,660.2 million (As at 31 December 2023: $7,641.4 million) was largely due to loans granted to subsidiaries to fund acquisition of mixed-use development site in Xintiandi area in Shanghai's Huangpu District and the development of Australia projects that are still under construction.

Contract costs at the Group increased by $24.4 million to $48.7 million (As at 31 December 2023: $24.3 million) mainly attributable to the capitalisation of commission fees incurred following the sale launch of Lumina Grand EC, Union Square Residences and Norwood Grand in 2024, offset in part by progressive amortisation of capitalised commission fees for Irwell Hill Residences to profit or loss when the related revenue was recognised.

Contract assets at the Group decreased by $617.3 million to $319.8 million (As at 31 December 2023: $937.1 million) mainly due to progress billing raised for Amber Park in 2024 following its completion in December 2023.

Trade and other receivables at the Group decreased by $196.3 million to $1,613.4 million (As at 31 December 2023: $1,809.7 million) mainly attributable to the reclassification of loans to a joint venture from current assets to non-current assets as repayment is not expected within the next 12 months, partially offset by 20% deposit paid for acquisition of mixed development site in Xintiandi area, Shanghai.

Assets held for sale at the Group as at 31 December 2024 were in relation to the sale of two strata units in Fortune Centre, as well as divestment of the retail mall at Hong Leong City Center Suzhou and Millennium Hotel Downtown St. Louis. Refer to note 18 of the condensed interim financial statements for details.

Other liabilities (non-current) at the Group decreased by $23.7 million to $206.6 million (As at 31 December 2023: $230.3 million) mainly due to progress payment made in relation to purchase of a freehold land site in United Kingdom, in accordance with scheduled instalment payment plan. Other liabilities (non-current) at the Company increased by $643.8 million to $645.4 million (As at 31 December 2023: $1.6 million) mainly due to reclassification of a loan owing to a subsidiary of $645.0 million from current liabilities to non-current liabilities as there was extension of loan repayment timing to after one year.

Trade and other payables at the Group decreased by $211.4 million to $1,112.2 million (As at 31 December 2023: $1,323.6 million) mainly due to settlement arrangement entered with non-controlling interest of Shenzhen Longgang to transfer certain office units in Hong Leong Technology Park Shenzhen to offset the amounts owing to them, pursuant to the Group's acquisition of their entire 35% interest in this project in 2024. In addition, repayment of loan owing to non-controlling interest of Aquarius Properties Pte Ltd, a non-wholly owned indirect subsidiary of the Group who developed Amber Park, also contributed to the decrease in payables.

Trade and other payables at the Company decreased by $301.6 million to $1,048.6 million (As at 31 December 2023: $1,350.2 million) mainly due to reclassification of the aforesaid loan owing to a subsidiary to non-current liabilities, partially offset by advances of loans to other subsidiaries.

Contract liabilities at the Group increased by $115.8 million to $272.0 million (As at 31 December 2023: $156.2 million) mainly due to advance considerations received from presale of units in Lumina Grand EC launched in 2024, reduced in part by derecognition of contract liabilities with the handover of units in Hongqiao Royal Lake, Shanghai and Hong Leong Technology Park Shenzhen.

Overall net borrowings (Refer note 20 to the condensed interim financial statements for details) of the Group increased by $1,109.3 million is attributable largely to the payment of land betterment charge for Central Mall mixed development, acquisition of Hilton Paris Opéra hotel and 5 PRS properties in Japan, payment of Zion Road land site, 20% deposit payment for the Group's 51% stake in mix-development site in Xintiandi area in Shanghai's Huangpu District, dividend payments, acquisition of remaining 35% equity stake in Shenzhen Longgang from a non-controlling interest, and share buyback of the Company's ordinary and preference shares.

Statement of cash flows

Net cash outflows from investing activities amounted to $983.0 million (FY 2023: $1,860.1 million) in FY 2024.

(i) The cash outflow from acquisition of subsidiaries of $345.6 million for FY 2024 relate to payment for acquisition of Hilton Paris Opéra hotel (refer note 25 to the condensed interim financial statements).

The cash outflow of $635.9 million for FY 2023 related mainly to acquisition of St Katharine Docks and Suzhou Gaoxin Real Estate Co., Ltd, which owns a land plot in Suzhou.

(ii) Deposit placed for acquisition of investment properties relate to the deposit paid for the Group's acquisition of strata-units in Delfi Orchard, which it already owns the majority share, via collective sale.

(iii) Deposit placed for acquisition of property, plant and equipment relate to the deposit paid for the Group's acquisition of Mayfair Hotel Christchurch.

(iv) Net cash outflow from increase in investments in associates of $132.7 million for FY 2023 was mainly due to payment of $90.1 million for new shares in FSGL through the exercise of approximately 69.3 million warrants previously issued by FSGL, and payment made for new units in IREIT Global under its preferential offering exercise. The Group also acquired additional interest in the residential component of Sunbright Holdings Limited (which holds The Residences at W Singapore Sentosa Cove), together with another external joint venture partner.

(v) Net cash outflows from increase in investments in joint ventures for FY 2024 was mainly due to capital injection into a joint venture which invest in real estate focusing on workers dormitories rental in China. In addition, the Group also made a capital injection into a joint office cum retail investment platform created by a third party, that is slated to acquire the office and retail component of Hong Leong City Center.

The net cash outflows from increase in investment in joint ventures for FY 2023 was mainly due to additional capital injection into Vietnam Real Estate Fund Pte Ltd.

(vi) Net cash outflows from increase in non-trade amounts owing by equity-accounted investees of $51.6 million for FY 2024 was mainly due to advances granted to fund development of joint venture projects including The Orie and Zion Road project, partially reduced by repayment of loans from well-sold projects including CanningHill Piers, Boulevard 88 and Sengkang Grand Residences.

Net cash outflows from increase in non-trade amounts owing by equity-accounted investees of $209.2 million for FY 2023 was mainly due to advances granted to a joint venture to fund the acquisition of land site at Toa Payoh Lorong 1, partially offset by repayment of loans from other equity-accounted investees.

(vii) The cash outflow on the payments for purchase of investment properties of $214.8 million for FY 2024 relate to acquisition of 5 PRS properties in Japan, and The Yardhouse, a forward-funded co-living development in White City, London.

The cash outflow on the payments for purchase of investment properties of $618.6 million for FY 2023 relate to acquisition of 27 PRS properties in Japan, Nine Tree Premier Hotel Myeongdong II in Seoul and Bespoke Hotel Osaka Shinsaibashi in Osaka.

(viii) Proceeds from the sale of property, plant and equipment and investment properties for FY 2024 of $162.8 million relate mainly to the proceeds from the sale of strata units in Citilink Warehouse Complex, Fortune Centre and Cititech Industrial Building.

Proceeds from the sale of property, plant and equipment and investment properties for FY 2023 of $139.3 million relate mainly to the proceeds from the sale of Millennium Harvest House Boulder, several strata units in Citilink Warehouse Complex, a small land plot at Tanglin Shopping Centre and another land plot at 95 Mina, Australia.

(ix) Proceeds from the disposal of subsidiaries, net of cash disposed of $97.2 million for FY 2024 relate to the divestment of 100% equity interest in Cideco Pte. Ltd., which owns Cideco Industrial Complex (refer note 24).

The Group had net cash inflows from financing activities of $692.4 million (FY 2023: $726.0 million) for FY 2024. The net cash inflows for FY 2024 was largely due to proceeds from net borrowings of $1.7 billion, reduced partially by payment of interest expense, dividends, share buyback of the Company's ordinary and preference shares, acquisition of remaining 35% equity stake in Shenzhen Longgang from non-controlling interest as well as repayment of loans to non-controlling interest following completion of Amber Park of which minority shareholder holds a 20% stake in this project.

The net cash inflows for FY 2023 was largely due to proceeds from net borrowings of $1.6 billion received, partially offset by payment of dividends and interest expense as well as repayment of loans to minority shareholders and related parties during the year. In addition, the net cash inflows was reduced by the off-market purchase of 33.1 million preference shares of the Company.

3. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

Property development

Revenue decreased by $597.7 million to $471.2 million (2H 2023: $1,068.9 million) for 2H 2024 and $1,853.2 million to $939.4 million (FY 2023: $2,792.6 million) for FY 2024.

Pre-tax profit decreased by $134.7 million to $9.7 million (2H 2023: $144.4 million) for 2H 2024 and $321.0 million to $18.5 million (FY 2023: $339.5 million) for FY 2024.

Projects that contributed to both revenue and profit in FY 2024 included Irwell Hill Residences, Hong Leong Technology Park Shenzhen, Hongqiao Royal Lake in Shanghai, The Myst, Norwood Grand, Sunshine Plaza, Teddington Studio in United Kingdom as well as New Zealand land sales. In accordance with the Group's policy of equity accounting for the results of its joint ventures, whilst revenue from joint venture developments such as Kassia, CanningHill Piers, Tembusu Grand, Penrose, Piccadilly Grand had not been consolidated into the Group's total revenue, the Group's share of profit arising from these joint venture developments had been included in pre-tax profit.

The decreases in revenue for 2H 2024 and FY 2024 were due to the timing of profit recognition for development properties resulting from the absence of contribution from sale of land site at Shirokane and Amber Park, partially offset by higher contribution from The Myst, Hong Leong Tech Park Shenzhen and maiden revenue recognition from Norwood Grand and Union Square Residences in 2H 2024. Revenue for FY 2023 was also underpinned by full revenue recognition from Piermont Grand EC, which obtained TOP in 1H 2023.

The decreases in pre-tax profit for 2H 2024 and FY 2024 were in-line with the lower revenue achieved, partially mitigated by lower net allowance for foreseeable losses made on development properties. Furthermore, FY 2023 included a negative goodwill of $38.8 million recognised on acquisition of Summervale Properties Pte. Ltd. (refer note 25).

Hotel Operations

Revenue for this segment increased by $50.8 million to $876.4 million (2H 2023: $825.6 million) for 2H 2024 and $123.6 million to $1,622.1 million (FY 2023: $1,498.5 million) for FY 2024.

Pre-tax profit decreased by $24.9 million to $170.5 million (2H 2023: $195.4 million) for 2H 2024 but increased by $4.8 million to $193.4 million (FY 2023: $188.6 million) for FY 2024.

The increases in revenue for 2H 2024 and FY 2024 were primarily attributable to the contribution from Sofitel Brisbane Central hotel and Hilton Paris Opéra hotel that the Group acquired in December 2023 and May 2024 respectively, together with the opening of M Social Phuket in June 2024 following refurbishment.

In spite of higher hotel revenue generated in 2024, 2H 2024 pre-tax profit was lower as compared to corresponding period due to divestment gain of $80.0 million recognised from disposal of Millennium Harvest House Boulder in 2H 2023. In addition, the Group reversed impairment losses made on hotel properties, largely located in United States, of $55.4 million (FY 2023: $54.0 million) in the current year.

Investment Properties

Revenue for this segment increased by $6.7 million to $251.4 million (2H 2023: $244.7 million) for 2H 2024 and by $50.1 million to $499.6 million (FY 2023: $449.5 million) for FY 2024.

This segment reported a pre-tax profit of $38.6 million (2H 2023: pre-tax loss of $13.0 million) for 2H 2024 and a pre-tax profit of $146.1 million (FY 2023: pre-tax loss of $40.8 million) for FY 2024.

The increases in revenue for 2H 2024 and FY 2024 were due to contribution from new properties added to the living sector portfolio including 5 PRS properties in Japan as well as re-opening of Jungceylon Shopping Center following the completion of its asset enhancement works. Full year contribution from St Katharine Docks project acquired in 1H 2023 also bolstered the revenue for FY 2024.

Pre-tax profits were registered for 2H 2024 and FY 2024 due to much higher divestment gains recorded in the current year, which partially mitigated the increase in interest expense due to higher borrowings, and depreciation expenses. In 2024, the Group recognised gain from the divestment of the Group's entire equity stake in Cideco Pte. Ltd., which owns Cideco Industrial Complex and disposal of strata units in Citilink Warehouse Complex, Cititech Industrial Building and Fortune Centre which totalled $110.5 million (2H 2023: $14.0 million) for 2H 2024 and $230.5 million (FY 2023: $29.6 million) for FY 2024. The divestment gains in 2023 relate largely to disposal of a small land plot at Tanglin Shopping Centre in 1H 2023 and strata units in Citilink Warehouse Complex in 2H 2023.

Further, the Group recognised lower impairment loss on investment properties of $19.5 million (FY 2023: $43.7 million) for FY 2024, in relation to properties located in Australia, United Kingdom and China.

Others

Revenue, comprising mainly income from building maintenance contracts, project management, club operations, laundry services and dividend income, increased by $11.5 million to $109.7 million (2H 2023: $98.2 million) for 2H 2024 and $9.5 million to $210.0 million (FY 2023: $200.5 million) for FY 2024. The increases were due to higher project management fees earned.

This segment recorded at smaller pre-tax loss of $0.1 million (2H 2023: $33.8 million) for 2H 2024 and posted pre-tax profit of $16.0 million (FY 2023: pre-tax loss of $14.7 million) for FY 2024, due to higher share of profit contribution from FSGL primarily attributable to fair value gain recognised on its outstanding derivatives instruments as well as net gain on derivatives that had matured and being settled during the year. Included in 2H 2023 and FY 2023 were also fair value losses recognised on remeasurement of an unquoted debt instrument measured at FVTPL.

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

The Group's performance for the period under review was in line with its expectations as disclosed in the announcement of results for the six months ended 30 June 2024.

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

Property Development

Riding on the strong market sentiment in Q4 2024, the Group kickstarted 2025 with the launch of The Orie, its JV project with Frasers Property Limited and Sekisui House in January. Located in the well-loved, vibrant and matured estate of Toa Payoh, the development comprises two 40-storey iconic towers with 777 units, just a five-minute walk to Braddell MRT station, near various amenities and educational institutions. The launch was very well received, with about 88% (683 units) sold to date.

In 2H 2025, the Group plans to launch its JV project at Zion Road in partnership with Mitsui Fudosan (Asia) Pte. Ltd. The mixed-use Zion Road (Parcel A) site was secured in April 2024 for $1.1 billion (or $1,202 psf ppr) under the Government Land Sales (GLS) programme. The integrated mixed-use development, with its stunning architecture by the world-renowned Nikken Sekkei and supported by local firm ADDP Architects, features two 62-storey residential towers with 706 units, a retail podium on the first storey and a 36-storey tower with 376 units under URA's Serviced Apartment II (SA2) category, piloted as a form of longer-term rental accommodation with a minimum three-month lease. The prime site is directly linked to Havelock MRT station.

The Group is monitoring market conditions for the launch of its 246-unit freehold Newport Residences on Anson Road (site of the former Fuji Xerox Towers). The ultra-luxury development being redeveloped under the URA CBD Incentive Scheme overlooks the upcoming Southern Waterfront precinct and is part of an iconic 45-storey mixed-use project comprising residences, offices, retail and serviced apartments.

For 1H 2025, the Government has released 10 confirmed GLS sites, including EC sites, yielding over 5,000 units. Following the successful launch of several new residential projects in 2024 and January 2025, the Group would look towards replenishing its landbank in a disciplined manner.

The property market is expected to remain resilient, with new home sales in 2025 anticipated to surpass 2024 levels. As seen in recent launches, strong demand from homeowners is supported by an improving economy and moderating interest rates, though geopolitical uncertainty remains a concern. Nevertheless, the Group believes that well-located projects should perform well.

Investment Properties

CBD Grade A office rent growth in Singapore is expected to remain modest after many quarters of strong rental growth, with tight vacancy rates projected for 2025 due to limited new office supply and a push for return-to-office. Companies continue to prioritise renewals and seek well-located offices.

In the retail sector, leasing demand remains strong, with rental rates trending up in Q4 2024. The sector is expected to improve, bolstered by positive tourism, though inflation concerns may dampen consumer sentiment.

Hotel Operations

Global resort and leisure-heavy markets, which were the first to recover following the COVID-19 outbreak, have started to see some normalisation in demand due to slowing consumer spending. Demand for urban markets has accelerated, fuelled by the growth in group, business and international travel. Urban hotel performance is projected to surge even further in 2025, with London, New York and Tokyo leading the pack.

The Group anticipates continued growth in key markets. The acquisition of the Hilton Paris Opéra hotel and Sofitel Brisbane Central hotel is expected to continue strengthening the Group's performance in Europe and Australasia regions, respectively.

Amid the macroeconomic uncertainties, the Group is cautiously optimistic about the demand for lodging. The Group's diversified portfolio will help to cushion any impact from a specific region.

Fund Management

The Group is focused on pursuing its fund management strategy through organic and inorganic growth. It owns a sizeable UK commercial and PBSA portfolio, and Japan PRS portfolios across Tokyo, Osaka and Yokohama, generating stable recurring income. Amidst a challenging market environment marked by volatility and geopolitical risks, the Group remains committed to recycling these balance sheet assets for organic growth and scaling up its fund management platform, both via public and private platforms.

Outlook

2024 has been a year of formidable headwinds, with macroeconomic pressures and sector-specific challenges weighing on the Group's near-term earnings and impacting its portfolio calibration plans. The higher-for-longer interest rate environment, geopolitical uncertainties and evolving policy landscapes have further strained the real estate sector.

Despite these pressures, the Group remains resilient, exercising financial prudence while maintaining flexibility, with the aim of maximising shareholder value.

The Group's Growth, Enhancement and Transformation (GET) strategy continues to serve as its roadmap. Key priorities include strengthening the Group's financial position by actively managing its capital structures and accelerating capital recycling, unlocking portfolio value through strategic initiatives, pursuing attractive acquisitions in a disciplined manner and future-proofing the business.

While challenges persist, the Group remains optimistic as it has secured profits from well-sold residential projects, which will be recognised progressively, and a strong and globally diversified asset base.

6. Dividend Information

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Yes.

The Company had paid the following tax-exempt (one-tier) special interim ordinary dividend to ordinary shareholders and non-cumulative preference dividends to holders of City Developments Limited Non-redeemable Convertible Non-cumulative Preference Shares ("Preference Shares").

Name of Dividend	Tax exempt (One-tier) Special Interim Ordinary Dividend	Tax-exempt (One-tier) Preference Dividend	
Date of Payment	3 September 2024	1 July 2024	30 December 2024
Dividend Type	Cash	Cash	Cash
Dividend Amount	$0.02 per Ordinary Share	$0.019446575 per Preference Share^	$0.01960656 per Preference Share^
Dividend rate (in %)	N.A	3.9% per annum on the issue price of each Preference Share	3.9% per annum on the issue price of each Preference Share
Dividend Period	N.A	From 31 December 2023 to 29 June 2024 (both dates inclusive)	From 30 June 2024 to 30 December 2024 (both dates inclusive)
Issue Price	N.A	$1.00 per Preference Share	$1.00 per Preference Share

^ *Preference dividend for each Preference Share is calculated at the dividend rate of 3.9% per annum of the issue price of $1.00 for each Preference Share on the basis of the actual number of days comprised in the dividend period divided by 366 days.*

Subject to ordinary shareholders' approval at the Annual General Meeting to be held on 23 April 2025, the following dividend has been proposed:

Name of Dividend	Proposed Tax-exempt (One-tier) Final Ordinary Dividend
Dividend Type	Cash
Dividend Amount	$0.08 per Ordinary Share

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Yes.

Name of Dividend	Tax-exempt (One-tier) Preference Dividend	
Date of Payment	30 June 2023	2 January 2024
Dividend Type	Cash	Cash
Dividend Amount	$0.019339726 per Preference Share^^	$0.019660273 per Preference Share^^
Dividend rate (in %)	3.9% per annum on the issue price of each Preference Share	3.9% per annum on the issue price of each Preference Share
Dividend Period	From 31 December 2022 to 29 June 2023 (both dates inclusive)	From 30 June 2023 to 30 December 2023 (both dates inclusive)
Issue Price	$1.00 per Preference Share	$1.00 per Preference Share

^^Preference dividend for each Preference Share is calculated at the dividend rate of 3.9% per annum of the issue price of $1.00 for each Preference Share on the basis of the actual number of days comprised in the dividend period divided by 365 days.

Name of Dividend	Tax-exempt (One-tier) Special Interim Ordinary Dividend	Tax-exempt (One-tier) Final Ordinary Dividend
Date of Payment	5 September 2023	21 May 2024
Dividend Type	Cash	Cash
Dividend Amount	$0.04 per Ordinary Share	$0.08 per Ordinary Shares

(c) Date payable

Subject to ordinary shareholders' approval at the Annual General Meeting to be held on 23 April 2025, the proposed final Ordinary dividends for financial year ended 31 December 2024 will be payable on 20 May 2025.

(d) Record Date

5.00 pm on 5 May 2025.

7. Interested Person Transactions

Name of Interested Person ("IP")	Nature of relationship	Aggregate value of all interested person transactions conducted in FY2024 under the IPT Mandate pursuant to Rule 920 (excluding transactions less than S$100,000)	S$
Subsidiaries and associates of Hong Leong Investment Holdings Pte. Ltd. ("HLIH")	HLIH is a controlling shareholder of the Company. The IPs are associates of HLIH.	Property-Related Transactions (a) Provision to Interested Persons of: (i) cleaning and housekeeping services; and (ii) carpet maintenance services. (b) Lease of premises to Interested Persons	2,427,542.40
		Management and Support Services (a) Provision to Interested Persons of asset management and advisory services; and (b) Provision of investment management, consultancy services and corporate affairs services by Interested Person	794,908.00
		Total:	3,222,450.40
Directors and their immediate family members			Nil

8. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full.

Total Annual Net Dividend

	Full Year 2024 S$'000	**Full Year 2023 S$'000**
Ordinary	71,472	71,531
Special	17,868	36,276
Preference	10,467	12,254
Total	**99,807**	**120,061**

The final tax-exempt (one-tier) ordinary dividend for the year ended 31 December 2024 of 8.0 cents per ordinary share are subject to the approval of ordinary shareholders at the forthcoming Annual General Meeting and the dividend amounts are based on the number of issued ordinary shares as at 31 December 2024.

9. A breakdown of sales and operating profit after tax for first half year and second half year.

	2024 S$'000	2023 S$'000	Incr/(Decr) %
a) **Revenue**			
- First half	1,562,501	2,703,697	(42.2)
- Second half	1,708,696	2,237,424	(23.6)
	3,271,197	4,941,121	(33.8)
b) **Operating profit after tax before deducting non-controlling interests**			
- First half	88,347	117,566	(24.9)
- Second half	123,617	231,240	(46.5)
	211,964	348,806	(39.2)

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

The Company confirms that it has procured undertakings from all its directors and executive officers in the format set out in Appendix 7.7 in accordance with Rule 720(1) of the Listing Manual.

11. Disclosure of person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company pursuant to Rule 704(13) of the Listing Rules.

City Developments Limited (“CDL”) and the following principal subsidiaries:

- Millennium & Copthorne Hotels Limited (“M&C”)
- M&C REIT Management Limited (“M&CREIT”), manager of CDL Hospitality Real Estate Investment Trust (“H- REIT”)
- M&C Business Trust Management Limited (“M&CBTM”), trustee-manager of CDL Hospitality Business Trust (“HBT”)
- CDL China Limited (“CDL China”)

Name	Age	Family relationship with any director, chief executive officer and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Mr Kwek Leng Beng	84	Father of Mr Sherman Kwek Eik Tse, Executive Director and Group Chief Executive Officer of CDL.	<u>CDL</u> Executive Chairman of CDL since 1 January 1995, having overall executive responsibility to provide leadership and vision in the Board of Directors’ review and development of the business direction and strategies for the sustainable growth of the CDL group of companies. <u>M&C</u> Appointed Executive Chairman of M&C on 18 November 2019 with executive responsibility to lead and drive M&C’s performance, with the assistance of the management team of M&C.	No Change

Name	Age	Family relationship with any director, chief executive officer and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Mr Sherman Kwek Eik Tse	48	Son of Mr Kwek Leng Beng, Executive Chairman of CDL.	<u>CDL</u> Appointed Group Chief Executive Officer of the Group in 2018 and Executive Director of CDL on 15 May 2019. As Executive Director and Group Chief Executive Officer, Mr Sherman Kwek is responsible for setting and implementing the business directions and strategies for the Group as endorsed by the Board, providing leadership to drive the pursuit of the Group's strategic objectives, and having overall management oversight of the Group's performance. <u>CDL China</u> Appointed Executive Chairman of CDL China in 2016, with overall executive responsibility for CDL China's investments and operations.	No Change

Name	Age	Family relationship with any director, chief executive officer and/or substantial shareholder	Current position and duties, and the year the position was held	Details of changes in duties and position held, if any, during the year
Mr Kwek Eik Sheng	44	Nephew of Mr Kwek Leng Beng, Executive Chairman of CDL. Cousin of Mr Sherman Kwek Eik Tse, Executive Director and Group Chief Executive Officer of CDL.	CDL Appointed Group Chief Operating Officer ("**Group COO**") on 1 January 2022. As the Group COO, Mr Kwek is responsible for providing leadership to the Group that aligns with its business plan and strategic vision as endorsed by the Board, working closely with Group Chief Executive Officer and other members of the Management Team to drive operational and financial results. M&C Appointed Executive Director of M&C on 18 November 2019, with executive responsibilities including oversight on: (i) investment management, including reviewing opportunities for mergers & acquisitions and asset disposals; (ii) capital planning, including capital expenditure planning, treasury matters and corporate finance and financial planning; and (iii) development projects for the M&C group and strategic corporate planning, including the spearheading the integration between M&C and CDL.	No Change
Mr Vincent Yeo Wee Eng	56	Nephew of Mr Kwek Leng Beng, Executive Chairman of CDL. Cousin of Mr Sherman Kwek Eik Tse, Executive Director and Group Chief Executive Officer of CDL.	M&CREIT/M&CBTM Director and Chief Executive Officer of M&CREIT (as manager of H-REIT) and M&CBTM (as trustee-manager of HBT) with effect from 17 May 2006 and 19 July 2006 respectively. Responsible for working within the M&CREIT and M&CBTM Boards and as CEO of M&CREIT and M&CBTM to develop and implement the overall business, investment and operational strategies for H-REIT and HBT.	No Change

BY ORDER OF THE BOARD

Yeo Swee Gim, Joanne
Enid Ling Peek Fong
Company Secretaries
26 February 2025

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