

# CORPORATE GOVERNANCE

City Developments Limited (“**CDL**” or the “**Company**”) is committed to upholding a high standard of corporate governance and business integrity which is essential for the long-term sustainability of the Group’s businesses and the enhancement of shareholders’ value.

In compliance with Listing Rule 710 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Listing Manual**”), the Company describes in this report its corporate governance practices, with specific reference to the

principles and provisions in the Code of Corporate Governance 2018, as amended (“**CG Code**”). Where the Company’s practices differ from the provisions of the CG Code, the Company’s position and the reasons therefor are explained in this report.

## Our Governance Framework

### Board of Directors (“Board”)

#### Executive Directors (“ED”)

Kwek Leng Beng, Executive Chairman  
Sherman Kwek Eik Tse (Sherman Kwek), Group Chief Executive Officer

#### Independent Directors (“ID”)

Lee Jee Cheng Philip (Philip Lee), Lead ID  
Ong Lian Jin Colin (Colin Ong)  
Daniel Marie Ghislain Desbaillets (Daniel Desbaillets)  
Chong Yoon Chou  
Chan Swee Liang Carolina (Carol Fong)  
Tang Ai Ai Mrs Wong Ai Ai (Wong Ai Ai)  
Young Jennifer Duong (Jennifer Young)  
Wong Su Yen

#### Key Objectives:

Provides leadership by setting the strategic objectives of the Company together with the Management Executive Committee (“**ExCo**”) to achieve long-term success for the Company and its subsidiaries (the “**Group**”) through value creation, innovation and sustainability.

Oversees the performance of the Group for accountability to shareholders by ensuring that the necessary financial, operational and human resources are in place for the Company to meet its strategic objectives, which are supported by an adequate and effective system of internal controls and risk management.

| Committees   | Composition   | Key Objectives   |
|--|---|--|
| <b>Audit &amp; Risk Committee ("ARC")</b>            | Philip Lee, Chairman (ID)<br>Carol Fong (ID)<br>Wong Ai Ai (ID)<br>Daniel Desbaillets (ID)<br>Jennifer Young (ID) | Assists the Board in the discharge of statutory and other responsibilities relating to the integrity of the financial statements of the Group and reviews the adequacy and effectiveness of the internal controls and risk management systems. Considers the key risks of the Group under a risk management framework which takes into account the strategic objectives and risk appetite of the Group.  |
| <b>Nominating and Remuneration Committee ("NRC")</b> | Wong Ai Ai, Chairman (ID)<br>Philip Lee (ID)<br>Colin Ong (ID)<br>Daniel Desbaillets (ID)<br>Wong Su Yen (ID)     | Assists the Board in the review of the structure, size and composition of the Board and the Committees; the review of the succession plans for the Board Chairman, Directors, Group Chief Executive Officer (" <b>Group CEO</b> ") (or its equivalent) and other key management personnel (" <b>KMP</b> "); the development of a process and criteria for evaluation of the performance and effectiveness of the Board as a whole, and of each of its Committees as well as the contribution from the Board Chairman, the chairman of the respective Committees and each of the Directors; the recommendation of the appointment, re-election of Directors of the Company and its key subsidiaries; the review of matters relating to the appointment, removal, suspension or termination, and the terms thereof, of the Group CEO (or its equivalent) and other KMP of the Company and its key subsidiaries; the review and confirmation of the independence of each Director; and the review and recommendation to the Board on a framework of remuneration for the Board and KMP and the specific remuneration packages for each Director as well as for the KMP. |
| <b>Board Sustainability Committee ("BSC")</b>        | Carol Fong, Chairman (ID)<br>Sherman Kwek (ED)<br>Chong Yoon Chou (ID)<br>Jennifer Young (ID)<br>Wong Su Yen (ID) | Assists the Board in the review of the Company's sustainability issues and approach to sustainability reporting, reviews the Company's Environmental, Social and Governance (" <b>ESG</b> ") framework, key ESG targets and long-term sustainability that contribute to the Company's performance and reputation as a good corporate citizen. Also assists the Board in the oversight of the Company's Workplace Safety and Health matters.  |

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## BOARD MATTERS

### Principle 1: The Board's Conduct of Affairs

#### The Primary Functions of the Board

The Board oversees the Company's business and its performance under its collective responsibility and provides leadership by setting the strategic objectives of the Company together with the ExCo, to achieve long-term success for the Group through value creation, innovation and sustainability. Members of the ExCo, also identified as the Company's KMP, are Mr Sherman Kwek, Group CEO (also a Director), Mr Kwek Eik Sheng, Group Chief Operating Officer ("**Group COO**"), Mr Chia Ngiang Hong, Group General Manager ("**Group GM**"), and Ms Yiong Yim Ming, Group Chief Financial Officer ("**Group CFO**").

The Board sets broad policies, provides guidance on and approves strategic objectives, ensures that necessary financial, operational and human resources are in place for the Company to meet its objectives, reviews the performance of the Group and the ExCo, and satisfies itself as to the adequacy and effectiveness of the framework and processes for internal controls (including financial, operational, compliance and information technology ("**IT**") controls) and risk management for the safeguarding of shareholders' interests and the Group's assets.

The Board also assumes responsibility for good corporate governance and is responsible for setting the right tone in its policies and decisions to ensure that the Company's corporate values and ethical standards are observed and there is proper accountability throughout the Group and obligations to its shareholders and other stakeholders are clearly understood and met.

The Board is also committed to the Company's strategic approach to integrating sustainability into key aspects of its business and operations and to advance the Company's sustainability efforts and achievements.

#### Directors' Objective Discharge of Duties and Declaration of Interests (Provision 1.1)

All Directors are fiduciaries who exercise due diligence and objectively discharge their duties and responsibilities in the best interests of the Company. This ability to exercise objectivity is one of the assessment criteria in the NRC's annual evaluation of the Directors.

Directors who are in any way, directly or indirectly, interested in a transaction or proposed transaction declare the nature of their interests in accordance with the Company's Constitution and provisions of the Companies Act 1967, and in the case of any conflicts of interest in particular, personal material interest (actual or potential), recuse themselves from participating in

the deliberation and abstain from decision-making on such transactions, with abstention duly recorded within the minutes and/or the resolutions of the Board and/or the Committees.

#### Accountability of the Board and Management (Provision 1.1)

The Board and Management are committed to conducting business with integrity, consistent with high standards of business ethics, and in compliance with all applicable laws and regulatory requirements. The Company has established various corporate policies as necessary which provide a framework for employees to observe the Company's principles on honesty, integrity, responsibility and accountability at all levels of the organisation and in the conduct of the Company's business in their relationships with the Company's stakeholders, including customers, suppliers and employees. Further details of these policies are described in the segment entitled 'Corporate Values and Conduct of Business' at the end of this report.

#### Board Orientation and Training/Development (Provision 1.2)

Each newly appointed Director receives a formal letter, setting out his/her general duties and obligations as Director pursuant to the relevant legislations and regulations. The new Director will also receive an electronic induction pack containing information and documents relating to the roles, duties and responsibilities of a director (and where applicable, as a member of the Committees), the Group's principal businesses, the Company's Board processes and corporate governance practices, relevant Company policies and procedures as well as a board meeting calendar for the year with a brief of the routine agenda for each meeting of the Board and the Committees.

The Company also conducts a comprehensive induction programme, for both newly appointed Directors and existing Directors pursuant to their appointments to any of the Committees, to familiarise Directors with the Group's principal businesses, the Company's governance practices and processes, internal controls and risk management systems, their responsibilities as directors and, in the case of appointments to any of the Committees, the roles and areas of responsibilities of such Committees. The induction programme includes meetings with the chairmen of the Committees in the case of appointments to any of the Committees, on matters relevant to such Committees, and with various key executives or Senior Management to allow the new Directors to be acquainted with Management and to facilitate their future independent access to Management. The programme also includes briefings by Group CEO and other members of Management on key areas of the Company's operations.

For a first-time Director who has no prior experience as a director of a listed company, in addition to the induction programme as detailed above, he/she will be required to attend certain specific modules of one of the training programmes conducted by the Singapore Institute of Directors ("**SID**") or

jointly by the Institute of Singapore Chartered Accountants and SAC Capital, to acquire relevant knowledge of what is expected of a listed company director, this being a mandatory requirement under the SGX-ST Listing Manual (the “**Mandatory Training**”). Completion of the Mandatory Training, which focuses on comprehensive training of company directors on compliance, regulatory and corporate governance matters, should provide the first-time Director with a broad understanding of the roles and responsibilities of a director of a listed company under the requirements of the Companies Act 1967, the Listing Manual and the CG Code. A first-time director need not attend the Mandatory Training if the NRC, in assessing the relevant experience of the director, is satisfied that he/she possesses relevant experience comparable to that of a person who has served as a director of an issuer listed on SGX-ST. Where such an assessment is made by the NRC, the reasons are disclosed in the announcement made on the appointment of the director.

Two new Directors, namely Ms Jennifer Young and Ms Wong Su Yen, both of whom have listed company experience, were appointed as IDs of the Company on 7 February 2025. The Company conducted induction training for both Ms Young and Ms Wong as well as for existing Directors who were appointed to various Committees during the year.

The Board recognises that it is important for Directors to undergo continual training/development. From time to time, the Directors are provided with updates and/or briefings by professional advisers, auditors, Management and the Company Secretaries in areas such as directors’ duties and responsibilities, corporate governance practices, relevant legislation and regulations, risk management and financial reporting standards. They are also regularly kept informed by the Company Secretaries of the availability of relevant courses, conferences and seminars, including those conducted by the SID, and the Directors are encouraged to attend such training

at the Company’s expense. The NRC and the Board were kept informed of the training sessions attended by the Directors during the year. As part of the NRC’s annual assessment of the skills set of the Board and the Committees, the NRC would also recommend further training for the Directors in specific areas, if required, to supplement the regular updates/briefings provided to the Directors from time to time. No such training was recommended by the NRC during the year.

During the year, training sessions attended by the Directors included the SID Audit and Risk Committee Seminar 2025, SID Directors Conference 2025, SID SGTI Forum, SID Board Readiness Programme 2024-2025 Mentorship Programme, SID Corporate Governance Roundup 2025, SID Nominating and Remuneration Committee Seminar 2025, briefings and seminars organised by SID, audit professionals, legal professionals, and other consultants in relation to financial, cybersecurity, sustainability and climate reporting matters.

In-house seminars were also organised in 2025 and conducted by invited external speakers on the following topics:

- Sustainability Forum - Is ESG Losing its Shine – or Transforming for Long-Term and Sustained Growth?
- Geopolitical updates; Innovation in business and operating models; AI and Cybersecurity updates; and Leveraging Data.

Members of the ARC were also provided with regular briefings from the Company’s external auditors on applicable Accounting Standards during the year.

Further to the training courses/programmes and briefing updates, Directors are also at liberty to approach Management should they require any further information or clarification concerning the Company’s operations.

80% of the Board attended various training seminars and workshops in 2025



Accounted for more than 230 training hours in aggregate

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## Board Approval (Provision 1.3)

Key matters which are specifically reserved for approval by the Board include the decisions over the strategic direction, plans and performance objectives of the Group (including its risk appetite); the Group's financial objectives and annual budget; decisions to commence, discontinue or modify significantly any business activity or to enter into or withdraw from a particular market sector which have or may have material impact on the profitability or performance of the Group; corporate or financial restructuring; decisions over new borrowings or amendments to the terms and conditions of existing borrowings; adoption of key corporate policies and corporate governance practices and any other matters which require the Board's approval as prescribed under the relevant legislations and regulations as well as the provisions of the Company's Constitution. All issuance of the Group's financial results requires the approval of the Board, including decisions relating to the Company's dividend policy and payouts.

Aligned with the Group's strategy to develop growth platforms in Singapore and key international markets, the Board has put in place an approval matrix with established authority limits in connection with the Group's investments and divestments, including funds and corporate holdings. The approval matrix is revised when necessary, in line with the Group's strategic objectives.

Management is fully apprised of such matters which require the approval of the Board or the Committees. For operational efficiency, the Company also has a structured approval limits matrix which sets out the delegated authority to various levels of Management to approve operating expenditures up to pre-determined limits.

## Delegation by the Board (Provision 1.4)

The primary functions of the Board are either carried out directly by the Board or delegated to the Committees with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The Committees established by the Board are the ARC, the NRC (a merger of the NC and the RC with effect from 21 February 2025) and the BSC.

Each Committee reports key matters undertaken by them annually to the Board. During the year, the ARC, the NRC and the BSC as well as the Lead Independent Director ("**Lead ID**") on behalf of the non-executive Directors ("**NED(s)**") reported key matters to the Board and minutes of each of the said Committees including the minutes of NEDs meeting(s) were also circulated to the Board.

All terms of reference for the Committees are approved by the Board and reviewed annually to ensure their continued relevance, taking into account the changes in the governance and regulatory environment.

The delegation of authority by the Board to the Committees enables the Board to achieve operational efficiency by empowering these Committees to decide, review and make recommendations on matters within their respective written terms of reference and/or limits of delegated authority, without abdicating the Board's overall responsibility.

Please refer to the sections on Principles 4, 5, 6, 7 and 10 in this report for further information on the activities of the NRC as well as the ARC. Information on the activities of the BSC can be found under the 'Sustainability' segment towards the end of this report.

## Board and Board Committees Meetings (Provision 1.5)

Meetings of the Board and Committees are held regularly, with Board meetings held at least four times a year. At the regular Board meetings, the Board agenda includes updates by Management on the Group's strategic initiatives and implementation status, updates on the Group's investments and developments, and the review of the Group's financial and operational performance. During the four scheduled meetings in 2025, the Board reviewed and approved the Group's half-year and full year financial results, reviewed the Group's quarterly operational performance, and the Company's strategic directions and initiatives. Four ad hoc Board meetings were convened during the year to discuss matters relating to, *inter alia*, the Board composition and certain investments.

One meeting of the NEDs, including IDs, duly chaired by the Lead ID, was held in 2025. Meetings of the NEDs, including IDs, are convened as often as may be warranted by circumstances. The IDs also meet regularly at the various Committee meetings and the Lead ID is a member of some of these Committees.

The proposed meetings for the Board and all Committees for each new calendar year are set out in a schedule of meetings, which is notified to all Board members before the start of that calendar year. Additional meetings are convened as and when circumstances warrant. Records of all such meetings, including discussions on key deliberations and decisions taken, are maintained by the Company Secretaries. The Company's Constitution allows for the meetings of its Board and the Committees to be held via teleconferencing and videoconferencing. The Board and the Committees may also make decisions by way of circulating written resolutions. The attendance (including via electronic means) of the Directors at the Annual General Meeting of the Company ("**AGM**") and meetings of the Board, the Committees and the NEDs, as well as the frequency of such meetings in 2025, is disclosed in the table below. Directors who were unable to attend any meetings of the Board or the Committees, were provided with the meeting materials and encouraged to raise discussion points or queries with the Board Chairman or respective Committee chairman or Management. Nonetheless, the Board is of the view that the contribution of each Director should not be

focused solely on his/her attendance at meetings of the Board and/or the Committees. A Director's contribution should also extend beyond the confines of the formal environment of such meetings, through the sharing of views, advice, experience and strategic networks which would further the interests of the Company. The Directors, whether individually or collectively,

also engage with Management, heads of the Group's business units and departments and the Group's external consultants in order to better understand the challenges faced by the Group and the input of the Directors, through such engagements, provide invaluable perspective to Management.

### Directors' Attendance (including via electronic means) at the AGM, and Meetings of the Board, the Committees and the NEDs in 2025 (Provision 1.5)

|   | Board                               | ARC  | NC                 | RC                 | NRC                | BSC                | NEDs | AGM <sup>(1)</sup> |
|---|-------------------------------------|------|--------------------|--------------------|--------------------|--------------------|------|--------------------|
| Number of meetings held in 2025                 | 8                                   | 5    | 1                  | 1                  | 6                  | 2                  | 1    |                    |
| Name of Directors in 2025                       | Number of meetings attended in 2025 |      |                    |                    |                    |                    |      |                    |
| Kwek Leng Beng                                  | 7/8                                 | N.A. | 1/1 <sup>(5)</sup> | N.A.               | N.A.               | N.A.               | N.A. | √                  |
| Sherman Kwek                                    | 8/8                                 | N.A. | N.A.               | 1/1 <sup>(8)</sup> | 6/6 <sup>(8)</sup> | 2/2                | N.A. | √                  |
| Philip Lee                                      | 8/8                                 | 5/5  | 1/1 <sup>(5)</sup> | 1/1 <sup>(5)</sup> | 6/6 <sup>(5)</sup> | 1/1 <sup>(8)</sup> | 1/1  | √                  |
| Philip Yeo Liat Kok (Philip Yeo) <sup>(7)</sup> | 4/5                                 | N.A. | 1/1 <sup>(8)</sup> | N.A.               | N.A.               | N.A.               | 0/1  | √                  |
| Colin Ong                                       | 7/8                                 | N.A. | 1/1 <sup>(5)</sup> | 1/1 <sup>(5)</sup> | 6/6 <sup>(5)</sup> | N.A.               | 1/1  | √                  |
| Daniel Desbaillets <sup>(3)</sup>               | 8/8                                 | 4/4  | N.A.               | 1/1 <sup>(5)</sup> | 6/6 <sup>(5)</sup> | N.A.               | 1/1  | √                  |
| Chong Yoon Chou <sup>(4)</sup>                  | 7/8                                 | 1/1  | 1/1 <sup>(5)</sup> | N.A.               | N.A.               | 2/2                | 1/1  | √                  |
| Carol Fong                                      | 8/8                                 | 5/5  | N.A.               | N.A.               | N.A.               | 2/2                | 1/1  | √                  |
| Wong Ai Ai <sup>(3)</sup>                       | 8/8                                 | 4/4  | 1/1 <sup>(5)</sup> | 1/1 <sup>(5)</sup> | 6/6 <sup>(5)</sup> | N.A.               | 1/1  | √                  |
| Jennifer Young <sup>(2)(3)(6)</sup>             | 7/7                                 | 4/4  | N.A.               | N.A.               | N.A.               | 2/2                | 1/1  | √                  |
| Wong Su Yen <sup>(2)(6)</sup>                   | 7/7                                 | N.A. | N.A.               | N.A.               | 6/6 <sup>(5)</sup> | 2/2                | 1/1  | √                  |

#### Notes:

- <sup>(1)</sup> All Directors, including Mr Kwek Leng Beng (the Chairman of the Board), Mr Philip Lee (the chairman of the ARC), Mr Chong Yoon Chou (past chairman of the NC), Mrs Carol Fong (the chairman of the BSC and past chairman of the RC), Mrs Wong Ai Ai (the chairman of the NRC) and Mr Sherman Kwek (Group CEO), were in attendance at the AGM in 2025 together with other members of the ExCo and the Company's external auditors. The AGM was held in-person and via electronic means.
- <sup>(2)</sup> Ms Jennifer Young and Ms Wong Su Yen were appointed as Directors on 7 February 2025.
- <sup>(3)</sup> Mrs Wong Ai Ai, Mr Daniel Desbaillets and Ms Jennifer Young were appointed as members of the ARC on 21 February 2025.
- <sup>(4)</sup> Mr Chong Yoon Chou ceased to be a member of the ARC on 21 February 2025.
- <sup>(5)</sup> The NC and RC merged to form the NRC with effect from 21 February 2025. Members of the NRC comprises Mrs Wong Ai Ai (chairman), Mr Philip Lee, Mr Colin Ong, Mr Daniel Desbaillets and Ms Wong Su Yen.
- <sup>(6)</sup> Ms Jennifer Young and Ms Wong Su Yen were appointed as members of the BSC on 21 February 2025.
- <sup>(7)</sup> Mr Philip Yeo retired as a Director with effect from 1 August 2025. His last day with the Company was on 31 July 2025.
- <sup>(8)</sup> Directors who are not members of the respective Committees were invited to attend some Committee meetings.

### Directors' Multiple Board Representations and Time Commitments (Provision 1.5)

When proposing the re-election of Directors, the NRC also considers the competing time commitments faced by Directors with multiple listed company board representations and/or other principal commitments. An analysis of the directorships (which includes directorships by groups and executive appointments) held by the Directors is reviewed annually by the NRC. Each Director is also required to confirm annually to the NRC as to whether he/she has any issue with competing time commitments which may impact his/her ability to provide sufficient time and attention to his/her duties as a Director of the Company. Based on the analysis, the Directors'

annual confirmation and the Directors' commitments and contributions to the Company, which are also evident in their level of attendance and participation at Committee and NEDs IDs' meetings, the NRC is satisfied that all Directors are able to carry out and have been adequately carrying out their duties as a Director of the Company.

The Board noted that including the directorship held in the Company, the number of listed company board representations currently held by each of the Directors ranged from one to three in number (including the Company) and those held by Mr Kwek Leng Beng are on the boards of the related companies of the Company.

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The maximum number of listed company board representations which each Director of the Company may hold is set out as follows, to provide a guide to address potential competing time commitments that Directors may face serving on multiple listed company boards:

- (i) A Director, who is in full-time employment, should not serve as a Director on the board of more than two listed companies; and
- (ii) A Director, who is not in full-time employment, should not serve as a Director on the board of more than five listed companies.

The NRC may review this guideline from time to time and will also consider the circumstances of individual Directors or potential candidates with multiple listed company directorships above the recommended number to determine their capacity to participate and contribute effectively to the Board.

In addition to the current procedures for the review of the attendance records and analysis of directorships/principal commitments, a policy has also been put in place for Directors to consult the Board Chairman and the chairman of the NRC prior to accepting any new listed company board appointment or principal commitment and to notify the Board of any changes in their external appointments. This would allow the Director to review his/her time commitments with the proposed new appointment, and in the case of an ID, to also ensure that his/her independence would not be affected.

## **Complete, Adequate and Timely Information (Provision 1.6)**

Prior to each meeting, members of the Board and the Committees are provided with the meeting agenda and the relevant papers submitted by Management, containing complete, adequate and timely information to enable full deliberation on the issues to be considered at the respective meetings. From time to time, members of the ExCo and Senior Management are invited to attend such meetings, and the Company's auditors and professional advisers who can provide additional insight into the matters for discussion are also invited, as required, to attend the relevant meetings. Management also provides all Directors with monthly updates on the Company's financial performance including an analysis of the same, with material variances between the comparative periods disclosed and explained. Where the Board's or a Committee's approval is sought, relevant background and explanatory information on the specific matter are provided to enable Directors to understand the issues and request further information, as necessary.

Draft agendas for Board and Committee meetings are circulated in advance to the Board Chairman and the Committee chairmen respectively, for them to review and suggest items for the agenda. The Board and the Committees are also furnished

routine reports, where applicable, from Management. The chairman of the ARC, the NRC as well as the BSC provides a report of the respective Committees' activities during the year under review to the Board. The minutes of meetings of the Committees are circulated to all Board members.

## **Access to Management, Company Secretaries and Independent Professional Advice (Provision 1.7)**

All Directors have direct and independent access to Management. To facilitate this access, all Directors are provided with the contact details of the ExCo and the Company Secretaries. The contact details of the heads of internal audit and risk management are also provided to the ARC.

The Directors, whether as a group or individually, are entitled to take independent professional advice at the expense of the Company, in furtherance of their duties and where circumstances warrant the same. The Company has in place internal guidelines allowing the Directors to seek such independent professional advice.

The Company Secretaries, whose appointment and removal are subject to the Board's approval, attend meetings of the Board and the Committees as well as the NEDs/IDs, to provide guidance for Board procedures to be followed. The Company Secretaries, together with Management, also ensure that the Company complies with applicable statutory and regulatory rules. The Company Secretaries also work with Management to advise the Board Chairman, the Board and the Committees on corporate governance matters and assist in implementing and strengthening corporate governance practices and processes, including: ensuring good information flow within the Board and the Committees, as well as between the Directors and Management; facilitating the induction for newly appointed Directors and newly appointed Committee members; and assisting in the continuing training and development programme for the Directors. On an ongoing basis, the Directors have separate and independent access to the Company Secretaries.

## **Principle 2: Board Composition and Guidance**

### **Board Independence (Provisions 2.1, 2.2 and 2.3)**

The Board currently comprises ten members. Mr Philip Yeo, who was an NED, retired from the Board during the year. Based on the NRC's recommendation, the Board has determined eight members of the Board, being more than half of the Board, to be independent, thus providing for a strong and independent element on the Board, capable of exercising objective judgement on the corporate affairs of the Company. No individual or small group of individuals dominate the Board's decision-making. No alternate Directors have been appointed in respect of any of the Directors.

The non-independent Directors are the Board Chairman and the Group CEO, both holding executive appointments in the Company.

When reviewing the independence of the IDs, the NRC has considered the applicable Rule 210(5)(d) of the Listing Manual and the guidelines for independence set out in Provision 2.1 of the CG Code and its accompanying Practice Guidance. As part of the review of the IDs' independence, the NRC has also considered the following:

- other directorships and principal commitments;
- annual declarations regarding their independence;
- disclosures of interest in transactions in which they have a direct/indirect interest;
- their ability to avoid any apparent conflicts of interest especially by abstaining from deliberation on such transactions;
- their ability to maintain objectivity in their conduct as Directors of the Company; and
- their ability to objectively raise issues and seek clarification as and when necessary from the Board, Management and the Company's external advisors on matters pertaining to their areas of responsibility whether on the Board or on the Committees.

Each of the IDs on the NRC recused himself/herself from the NRC's deliberations on his/her own independence.

None of the IDs are currently employed or have been employed at any time during the past three financial years by the Company or any of its related corporations. They also do not have immediate family members who are currently employed or have been employed at any time during the past three financial years by the Company or any of its related corporations, and whose remuneration is determined by the NRC. To facilitate the NRC in the review of Directors' independence, the IDs have also provided confirmation that they are not related to the Directors or to any shareholders holding 5% interest in the Company. The NRC is satisfied that there is no other relationship which could affect their independence. The Directors undertook a review of their independence, with each ID abstaining from participating in his/her own review by the Board and had concurred with the NRC's determination of the independence of the IDs.

#### **Board Composition, Size and Diversity (Provision 2.4)**

The Company has in place a Board Diversity Policy ("BDP"), which sets out the framework for promoting diversity on the Board. The Company recognises that a diverse Board is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through the perspectives derived from the various skills, business experience, industry discipline and other aspects of diversity (such as gender and age) of the Directors.

The BDP, which is available on the Company's corporate website, provides that the NRC shall consider all aspects of diversity when reviewing and assessing the composition of the Board and when making recommendations to the Board for the appointment of Directors to arrive at an optimal balanced composition of the Board. The BDP also provides for the NRC to discuss and recommend annually to the Board measurable targets and timelines for promoting and achieving diversity on the Board.

The NRC has put in place a skills matrix to help identify gaps in the Board and Committees. The skills matrix classifies skills, experience and knowledge of the existing Directors into the broad categories such as industry knowledge, namely real estate and hospitality-related businesses, hotel/asset management and fund management; management expertise (e.g. strategic planning, leadership, management and customer-based experience); and professional expertise or skills in specific areas (e.g. audit/finance, risk, digital/information technology, sustainability and legal).

When reviewing and assessing the size and composition of the Board and Committees and making recommendations to the Board annually including the appointment/re-appointment of Directors, the NRC will consider all aspects of diversity based on targets and timelines set for promoting and achieving diversity on the Board to arrive at an optimal balanced composition of the Board. As prescribed under the BDP, the final decision on the selection of Directors will be based on merits against objective criteria and targets considered by the NRC annually and recommended to the Board for approval.

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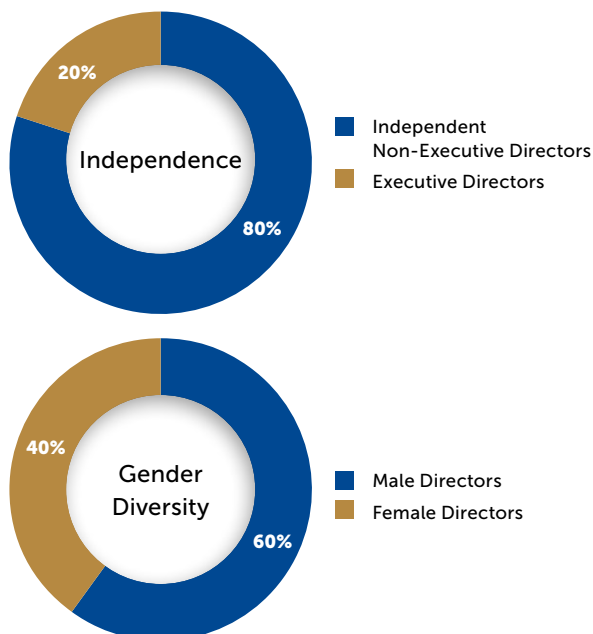
## Diversity Targets and Progress in FY 2025

| Skills Diversity   |   |
|--------------------|---|
| <b>Target</b>      | Maintain the Board's core skills set which include the areas of finance/audit, risk management and management expertise.  |
| <b>Progress</b>    | <p>Ms Jennifer Young and Ms Wong Su Yen were appointed IDs on 7 February 2025.</p> <p>Ms Young, with her accounting background and extensive expertise in finance, audit and treasury within the financial services industry, strengthens the Board's finance and audit competencies. She has held senior leadership positions and is also currently an independent NED ("INED") of an SGX-listed company, which further enhances her Board oversight capabilities.</p> <p>Ms Wong has extensive experience in management and risk oversight, underpinned by more than 30 years of experience in business strategy, organisational transformation, human capital and leadership development, operations re-design and risk management across diverse industries. Her Board experience, serving as an INED on 2 other SGX-listed companies, further contributes to the Board's ability to provide strategic direction and effective governance.</p> <p>Together, the appointments of Ms Young and Ms Wong significantly reinforce the Board's collective skills set in the key areas identified as priorities, thereby supporting the Company's governance and strategic objectives.</p> |
| Gender Diversity   |   |
| <b>Target</b>      | At least 25% female representation on the Board by 2025 with at least one female Board member on the NRC.   |
| <b>Progress</b>    | With the appointment of Ms Young and Ms Wong, the Board has achieved 40% female representation. Further, Mrs Wong Ai Ai was appointed as the NRC chair and Ms Wong as an NRC member on 21 February 2025.  |
| Board Independence |   |
| <b>Target</b>      | Maintain two-thirds independence on the Board.  |
| <b>Progress</b>    | The Board has continued to maintain this target. With the appointment of Ms Young and Ms Wong as IDs on 7 February 2025, the Board has achieved more than two-third Board independence, being eight out of ten members of the Board.  |
| Age Diversity      |   |
| <b>Target</b>      | Maintain age diversity with Directors' ages ranging from 50 to 85, with majority of Directors above 50 but below 70 years old.  |
| <b>Progress</b>    | The Board has continued to maintain this target. Ms Young and Ms Wong are within the age range of 50 to 70 years old.   |

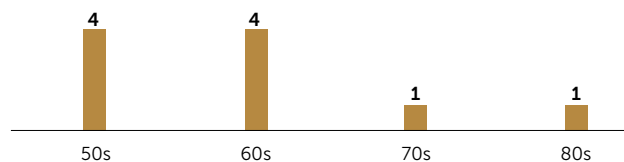
The NRC and Board agreed that there was no need to set a specific target for ethnicity/nationality so long as the candidates provide distinguishing qualities that complement and expand the skills and experience of the Board as a whole. Further information on the individual Directors' background, experience and skills can be found in the 'Board of Directors' section in the annual report.

Having considered the scope and nature of the operations of the Group, the Board agreed with the NRC that the current composition of the Board and Committees provide for diversity in line with the BDP with a good balance of skills, experience, industry knowledge, professional qualifications, gender and age, which serve to support the Company in achieving its strategic objectives and sustainable growth and development.

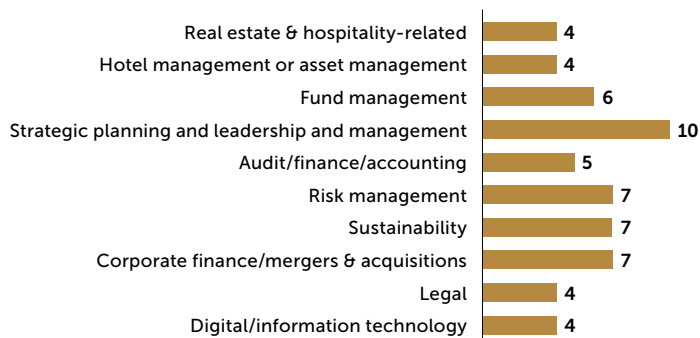
## Board Composition, Diversity and Balance



## Directors' Age Group



## Directors' Skills Matrix



### NEDs' Participation (Provision 2.5)

NEDs are encouraged to participate actively at Board meetings in the development of the Company's strategic plans and direction, and in the review and monitoring of Management's performance against targets. To facilitate this, they are kept informed of the Company's businesses and performance through monthly reports from Management and have unrestricted access to Management. They also sit on various Committees established by the Board to provide unbiased and independent views, constructive input, independent review and monitoring of the performance of the Company and Management. One meeting of the NEDs, chaired by the Lead ID, was held in 2025 without the presence of Management. The NEDs would also confer among themselves without the presence of Management as and when the need arises. During the year, the Lead ID collated the views and feedback from the NEDs and communicated the same to the Board and/or the Board Chairman as appropriate.

### Principle 3: Chairman and Chief Executive Officer

#### Roles of the Chairman of the Board and the Group CEO (Provisions 3.1 and 3.2)

The roles of Chairman of the Board and the Group CEO are separate to ensure a clear division of responsibilities and increased accountability.

The Chairman of the Board, Mr Kwek Leng Beng, is also the Executive Board Chairman. Mr Kwek Leng Beng plays an

instrumental role in providing the Company with leadership and vision, leading the Board in its review of the Group's strategies for sustainable growth. The Board Chairman's written terms of reference, duly approved by the Board, set out his role and responsibilities, which include promoting and leading the Group's commitment to achieving and maintaining high standards of corporate governance. As the Board Chairman, he bears primary responsibility for the workings of the Board, by ensuring effectiveness in all aspects of its role including setting the agenda for Board meetings with input from Management, ensuring sufficient allocation of time for thorough discussion of key agenda items at Board meetings, promoting an open environment within the Boardroom for constructive debate, encouraging the NEDs to speak freely and contribute effectively, and exercising control over the quality, quantity and timeliness of information flow between the Board and Management. At AGMs and other shareholders' meetings, he plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Management.

As Executive Chairman, he is the most senior executive in the Company and bears overall executive responsibility for the Group's business. Mr Kwek Leng Beng is assisted by the Group CEO, Mr Sherman Kwek. The Group CEO leads the members of the ExCo and is responsible for implementing and reviewing the business direction and strategies for the Group as endorsed by the Board, and for operational performance and organisational excellence. He is the elder son of the Board Chairman.

# CORPORATE GOVERNANCE

The Board has considered Mr Kwek Leng Beng's role as an Executive Chairman and the strengths he brings to such a role by virtue of his stature and experience. Through the appointment of the Lead ID (see more information below) and the establishment of various Committees with power and authority to perform key functions without undue influence from the Board Chairman, and the putting in place of internal controls for proper accountability and to allow for effective oversight by the Board of the Company's business, the Board ensures that there is an appropriate balance of power which allows the Board to exercise objective decision-making in the best interests of the Company.

## Lead Independent Director (Provision 3.3)

Cognisant that the Board Chairman is an Executive Director and thus not independent, the Board has designated a Lead ID who serves as a sounding board for the Board Chairman and as an intermediary between the NEDs/IDs and the Board Chairman. The current Lead ID is Mr Philip Lee.

The role of the Lead ID is set out in the written terms of reference for the Lead ID, which has been approved by the Board. The Lead ID is available to shareholders should they have concerns which cannot be resolved or are inappropriate to raise through the normal communication channels of the Board Chairman or Management.

Under the chairmanship of the Lead ID, one meeting of the NEDs was convened in 2025 without the presence of Management or the Board Chairman, and the views expressed by the NEDs at the meeting were communicated by the Lead ID to the Board Chairman and Management, as appropriate.

## Principle 4: Board Membership

### NRC Composition and Role (Provisions 4.1 and 4.2)

The NRC, a merger of the NC and RC, was constituted on 21 February 2025. All five members of the NRC, including the NRC chairman, are IDs. The Lead ID is a member of the NRC. Composition of the NRC are shown on page 33 of the Annual Report.

The key responsibilities of the NRC are set out in its written terms of reference approved by the Board and are, *inter alia*, set out as follows:

- to review the structure, size and composition of the Board and the Committees;
- to review the succession plans for the Board Chairman, Directors, Group CEO (or its equivalent) and other KMP;
- to recommend the development of a process and criteria for the evaluation of the performance and effectiveness of the Board as a whole, and of each of its Committees as well as the contribution from the Board Chairman,

the chairman of the respective Committees and each of the Directors;

- to set and review the board diversity policy and review the progress made towards the targets set;
- to review the training and professional development programmes for the Directors;
- to consider and make recommendations on the appointment, election/re-election of the Directors (including alternate Directors, if applicable) of the Company and its key subsidiaries;
- to consider the appointment, removal, suspension or termination and the terms thereof, of the Group CEO (or its equivalent) and other KMP of the Company and its key subsidiaries;
- to review and recommend the confirmation of the independence of the NEDs;
- to review the framework of remuneration for the Board and KMP; and
- to review the specific remuneration packages for each Director as well as for the KMP.

Six NRC meetings were held in 2025, excluding one meeting which was held (but subsequently adjourned) under the former NC. Invitations were extended to the Board Chairman, Group CEO and Group COO to attend the NRC meetings. The Company Secretaries maintained records of all NRC meetings, including records of discussions on key deliberations and decisions taken.

For the financial year under review, the NRC conducted a self-assessment of its own effectiveness in the discharge of its NC roles and responsibilities, which was facilitated with a self-assessment checklist ("**NRC Self-Assessment Checklist**"). The NRC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the NRC under its terms of reference and also considered the contributions of the NRC members to the deliberation and decision-making process at NRC meetings.

Based on the self-assessment completed by the NRC in respect of 2025, the NRC, who had reviewed the same, was of the view that overall, the NRC had carried out its duties satisfactorily as set out in the NRC's terms of reference.

### Succession Planning for the Board, the Board Chairman and the KMP (Provision 4.1)

The Board believes in carrying out succession planning for itself, the Board Chairman and the KMP (including the Group CEO) to ensure continuity of leadership. It has in place a formal Board and KMP succession plan which is reviewed annually. Board renewal is a continuous process and in this regard, the NRC reviews annually the composition of the Board and Committees, which includes size and mix, and recommends to the Board the selection and appointment of new Directors, whether in addition to the existing Board

members or as replacement of retiring Board members, with a view to identify any gaps in the Board's skills set taking into account the Group's strategy and business operations. The Board will be able to function smoothly notwithstanding any resignation or retirement of any Director given the present number of members and mix of competencies on the Board.

Two new IDs, namely Ms Wong Su Yen and Ms Jennifer Young were appointed on 7 February 2025. The NRC was constituted on 21 February 2025 and changes were also made to the membership of the ARC and the BSC on the same day, taking into consideration the Directors' skills set and the requirement of the relevant Committees. The process on the nominations and appointments of Ms Wong and Ms Young as IDs and on the changes to the Committees were previously disclosed in the paragraphs titled 'Nomination of Directors and Determination of Independence (Provisions 4.3 and 4.4)' and 'Criteria and Process for Nomination and Selection of New Directors (Provision 4.3)' under the Corporate Governance Report section of the Annual Report 2024 of the Company (the "Annual Report 2024"). Please refer to the Annual Report 2024 for details.

#### **Nomination of Directors and Determination of Independence (Provisions 4.3 and 4.4)**

In reviewing and recommending to the Board any new Director appointments, including appointments to the appropriate Committees, the NRC would consider the following as well as factors prescribed under the Company's BDP, details of which as set out under the sub-header 'Board Composition, Size and Diversity (Provision 2.4)':

- (a) the candidate's track record, experience and capabilities or such other factors including age and gender, as may be determined by the NRC to be relevant and which would contribute to the Board's collective skill set;
- (b) any competing time commitments if the candidate has multiple listed company board representations and/or other principal commitments;
- (c) the candidate's independence, in the case of the appointment of an ID; and
- (d) the composition requirements for the Board and Committees after matching the candidate's skill set to the requirement of the relevant Committees (if the candidate is proposed to be appointed to any of the Committees).

Two new IDs, namely Ms Wong and Ms Young were appointed as IDs to strengthen the corporate governance of the Company and to meet the diversity targets of the Company. Factors set out above as well as the test on independence were also considered in the nomination and selection process in connection with their appointments, details of which are set out in the paragraph titled 'Criteria and Process for Nomination and Selection of New Directors (Provision 4.3)' under the Corporate Governance Report section of the Annual Report 2024.

The NRC also reviewed the nomination of the relevant Directors for re-election as well as the independence of Directors annually. When considering the nomination of Directors for re-election at the 63rd Annual General Meeting ("2026 AGM"), the NRC took into account their contribution to the effectiveness of the Board (which includes their participation and candour at Board and Committee meetings) as well as their time commitment especially for Directors who have multiple board representations and/or other principal commitments, and also reviewed their independence with regard to the provisions in the applicable Rule 210(5)(d) of the Listing Manual and Provision 2.1 of the CG Code. The recommendation of the NRC on the annual nomination of the Directors for re-election was submitted to the Board for deliberation and thereafter is to be tabled at the 2026 AGM for consideration and approval by shareholders of the Company.

The Constitution of the Company provides that not less than one-third of the Directors for the time being shall retire as Directors at each AGM. All new Directors appointed by the Board shall hold office until the next AGM and are eligible for election at the said AGM.

In accordance with the Constitution of the Company, Mr Kwek Leng Beng, Mr Sherman Kwek, Mr Chong Yoon Chou and Mrs Carol Fong are due to retire by rotation at the 2026 AGM, and being eligible, have offered themselves for re-election at the 2026 AGM. The NRC has considered their contribution and performance and recommended to the Board to support their re-election for shareholders' approval at the 2026 AGM.

The relevant Directors who are seeking re-election have abstained from the deliberation concerning their own re-election.

#### **Criteria and Process for Nomination and Selection of New Directors (Provision 4.3)**

Based on NRC's terms of reference, the NRC would review all nominations and interview candidates before formally considering and recommending them for appointment to the Board and where applicable, to the Committees. Besides Ms Wong and Ms Young, no new appointments were made in 2025.

Searches for potential candidates generally consider recommendations from the Directors and various other sources, and if required, an external search would be performed to identify qualified candidates for the NRC and the Board's consideration. Shortlisted candidates would be required to furnish their curriculum vitae containing information on their academic/professional qualification, work experience, employment history and experience (if any) as directors of listed companies.

# CORPORATE GOVERNANCE

## Key Information on Directors (Provision 4.5)

Please refer to the 'Board of Directors' section in the annual report for key information on the Directors, including the dates of their first appointment and last re-election to the Board (if applicable), their academic/professional qualifications, major appointments/principal commitments, directorships held in listed companies for both the current and in the preceding five years, and other relevant information; 'Additional Information on Directors seeking re-election'; and the 'Notice of Annual General Meeting' for information on Directors proposed for re-election at the 2026 AGM.

## Board Development (Provision 4.5)

The NRC reviewed the training and development of the Directors to ensure that Directors receive appropriate development on a continuing basis, to perform their roles on the Board and where applicable, the Committees. The Directors are provided with updates and/or briefings to assist them to properly discharge their duties. The briefings were conducted either internally with invited speakers, or externally, at the Company's expense. A separate programme is established for new Directors, details of which together with details of the internal briefing and updates provided to the Directors in 2025 are set out in the paragraph under the subject heading 'Board Orientation and Training' in this report.

The Board is kept apprised twice yearly on the list of training programmes attended by the Directors during the year.

## Principle 5: Board Performance

### Board Evaluation Process (Provision 5.1)

The Company has in place a formal process for assessment of the effectiveness of the Board as a whole, the various Committees and the contribution by each Director (including the Group CEO) and the Board Chairman. No external facilitator has been used for 2025. The Board's performance for 2025 was assessed by the NRC as a whole, using objective and appropriate criteria which were recommended by the NRC and approved by the Board. When assessing the overall Board performance, the NRC took into consideration the feedback from individual Directors on areas relating to the Board's role on strategy and performance, the Board's process and governance (including oversight of internal controls and risk management), the Board's competencies and effectiveness and the effectiveness of the Board Chairman. The results of the overall evaluation of the Board by the NRC, including its recommendation for improvements, if any, were presented to the Board.

The NRC also undertook an evaluation of the performance of the Committees for 2025 with the assistance of self-assessment checklists completed by these Committees.

The annual performance evaluation of the Board Chairman and of the respective Director's performance comprises two parts: (a) review of background information concerning the Director including his attendance records at Board, Committee and NEDs' (where applicable) meetings; and (b) the NRC's evaluation based on certain assessment parameters, which were recommended by the NRC and approved by the Board.

When deliberating on the performance of a particular Director who is also a member of the NRC, that member abstained from the discussions to avoid any conflict of interest. The results of the performance evaluation for the individual Directors were also presented to the Board.

### Board Evaluation Criteria (Provision 5.2)

The qualitative criteria used by the NRC to evaluate the Board covers five key areas relating to Board structure, the Board's review of the Company's strategy and performance, Board's oversight on the Company's governance, including risk management and internal controls, and the effectiveness of the Board Chairman and Board processes.

The quantitative criteria used to evaluate the overall Board performance comprises performance indicators which include a comparison of the Group's performance (including segmental performance) for the financial period under review against the Group's performance for the corresponding period in previous years, and other indicators such as the Company's share price performance over a historical period.

### Individual Director Evaluation Criteria (Provision 5.2)

Factors taken into account in the assessment of Directors' performance include their abilities and competencies, their objectivity and the level of participation at Board and Committee meetings including their knowledge and contribution to Board processes and the business strategies and performance of the Group. The performance evaluation of each Director is taken into account in the NRC's consideration with regard to his/her re-election as Director.

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

#### NRC Composition and Role (Provisions 6.1, 6.2, 6.3 and 6.4)

The function of the RC has been subsumed under the NRC as detailed above.

Please refer to the composition of the NRC shown on page 33 above and the key responsibilities of the NRC under paragraph titled 'NRC Composition and Role' of this report.

The key responsibilities of the NRC relating to remuneration matters, as set out in its written terms of reference approved by the Board, include, *inter alia*, the review and recommendation for endorsement by the Board, a framework of remuneration for the Directors and KMP, including their respective remuneration packages. Further, in consultation with Management, the NRC also considered the talent management framework so as to align with its review of the overall remuneration framework.

The Company has in place a remuneration framework (which covers all aspects of remuneration) for the NEDs, Executive Chairman and the ExCo members. On an annual basis, the NRC reviews and recommends the fees payable to the Directors for the Board's consideration before approval is sought from the shareholders at the AGM. The NRC also reviews and recommends annually specific remuneration packages for the Executive Chairman and the ExCo members, including the annual increments, short-term and long-term incentives, for approval by the Board. The NRC also considers the termination terms in the contracts of employment of the ExCo members to ensure that they are not unfair or unreasonable.

In 2025, Aon Solutions Singapore Pte Ltd, external remuneration consultants, provided total compensation benchmark data on the remuneration for the Executive Chairman and ExCo members in Singapore to help the NRC in its consideration and proposal of the appropriate level of remuneration for the Executive Chairman and ExCo members to attract, retain and motivate for sustained performance and value creation. The Company has no relationship with the appointed remuneration consultants other than their engagement in providing such benchmark data, which could affect the said consultants' independence.

The Company Secretaries maintain records of all NRC meetings including records of discussions on key deliberations and decisions taken. The RC held one meeting in 2025, prior to its merger into the NRC.

As set out under paragraph titled 'NRC Composition and Role (Provisions 4.1 and 4.2' above, based on a self-assessment completed by the NRC in respect of 2025, the NRC was of the view that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

### Principle 7: Level and Mix of Remuneration of Directors and KMP (Provisions 7.1, 7.2 and 7.3)

The Company's remuneration policy for Directors comprises the following distinct objectives:

- to ensure that the procedure for determining remuneration for Directors is formal and transparent;
- to ensure that the level of remuneration is sufficient (without being excessive) to attract and retain Directors to exercise oversight over the Company; and
- to ensure that no Director is involved in deciding on his/her own remuneration.

In reviewing the remuneration packages of the Executive Chairman, Group CEO and the other ExCo members for 2025, the NRC, with the assistance of external remuneration consultants, considered the level of remuneration based on the Company's remuneration policy which comprises the following distinct objectives:

- to reward employees for achieving corporate and individual performance targets in a fair and equitable way; and
- to ensure that the remuneration reflects employees' duties and responsibilities.

The Company advocates a performance-based remuneration system that is flexible and responsive to the market, and the performance of the Group's business units and individual employees. In designing the compensation structure, the Company seeks to ensure that the level and mix of remuneration is competitive, relevant and appropriate in finding a balance between the current and long-term objectives of the Company.

# CORPORATE GOVERNANCE

The 2025 remuneration packages for the Executive Chairman, Group CEO and the other ExCo members (who are not Directors) comprised the following components:

| Total Remuneration  |  |                      |               |                                      |   |                             |  |  |
|---|--|----------------------|---------------|--------------------------------------|---|-----------------------------|--|--|
| <b>Fixed Compensation:</b>  |  |                      |               |                                      |   |                             |  |  |
| (i) <b>Base salary</b>  | This is benchmarked to market to ensure that the remuneration commensurate with the position and responsibilities of the Executive Chairman and the ExCo members.  |                      |               |                                      |   |                             |  |  |
| (ii) <b>Annual Wage Supplement ("AWS"), fixed allowances and benefits-in-kind</b> | This is aligned with market practices and not linked directly to performance.<br><br>Fixed allowances and benefits-in-kind are also linked to the position and responsibilities of the Executive Chairman and ExCo members.  |                      |               |                                      |   |                             |  |  |
| <b>Variable Compensation:</b>   |  |                      |               |                                      |   |                             |  |  |
| (i) <b>Short-term incentive ("STI")</b>   | <p>The short-term incentive plans aim to incentivise short-term performance excellence. This is in the form of cash-based annual variable bonus.</p> <p>The Group CEO and other KMP are assessed using a balanced scorecard with pre-agreed focus areas and targets established at the beginning of each financial year. The scorecard consists of following dimensions:</p> <table border="1"> <thead> <tr> <th>Dimension</th> <th>Focus Areas</th> </tr> </thead> <tbody> <tr> <td><b>Financial</b></td> <td>Growth (Total Revenue) &amp; Profitability (PATMI &amp; EBITDA)<br/>Capital/Fund Management &amp; Divestments – AUM &amp; Divestment targets</td> </tr> <tr> <td><b>Non-Financial</b></td> <td>Customer Experience &amp; Brand related metrics<br/>Build and maintain engaged team<br/>Sustainability initiatives linked to Net Zero Carbon roadmap<br/>Enterprise risk &amp; compliance performance</td> </tr> </tbody> </table>   | Dimension            | Focus Areas   | <b>Financial</b>                     | Growth (Total Revenue) & Profitability (PATMI & EBITDA)<br>Capital/Fund Management & Divestments – AUM & Divestment targets | <b>Non-Financial</b>        | Customer Experience & Brand related metrics<br>Build and maintain engaged team<br>Sustainability initiatives linked to Net Zero Carbon roadmap<br>Enterprise risk & compliance performance |  |
| Dimension   | Focus Areas  |                      |               |                                      |   |                             |  |  |
| <b>Financial</b>  | Growth (Total Revenue) & Profitability (PATMI & EBITDA)<br>Capital/Fund Management & Divestments – AUM & Divestment targets  |                      |               |                                      |   |                             |  |  |
| <b>Non-Financial</b>  | Customer Experience & Brand related metrics<br>Build and maintain engaged team<br>Sustainability initiatives linked to Net Zero Carbon roadmap<br>Enterprise risk & compliance performance   |                      |               |                                      |   |                             |  |  |
| (ii) <b>Long-term incentive ("LTI")</b>   | <p>The LTI, in the form of cash awards, has a three-year performance period, and aligns Management's interest with Company's stakeholders.</p> <p>LTI payments are not guaranteed and are subject to Management achieving the performance conditions based on Board approved Performance Conditions. The awards are settled in cash and vested at the end of the performance period.</p> <p>The final Award will depend on the achievement against the pre-determined targets for the following performance measures over a three-year performance period:</p> <table border="1"> <thead> <tr> <th>Performance measures</th> <th>Vesting Level</th> </tr> </thead> <tbody> <tr> <td>1. Absolute Total Shareholder return</td> <td rowspan="4">0% to 200% of initial grant depending on achievement factor</td> </tr> <tr> <td>2. Earnings per share (EPS)</td> </tr> <tr> <td>3. Return on Average Capital Employed (ROACE)</td> </tr> <tr> <td>4. Reduction in Greenhouse gas emissions</td> </tr> </tbody> </table> <p>Being a cash-based award, the LTI is not dilutive to current shareholders. Claw-back provisions are included within the LTI plan which would give the right to the Company to reclaim incentive components from the EDs and KMPs in exceptional circumstances such as misstatement of financial results or misconduct resulting in financial loss to the Group.</p> | Performance measures | Vesting Level | 1. Absolute Total Shareholder return | 0% to 200% of initial grant depending on achievement factor   | 2. Earnings per share (EPS) | 3. Return on Average Capital Employed (ROACE)  | 4. Reduction in Greenhouse gas emissions |
| Performance measures  | Vesting Level  |                      |               |                                      |   |                             |  |  |
| 1. Absolute Total Shareholder return  | 0% to 200% of initial grant depending on achievement factor  |                      |               |                                      |   |                             |  |  |
| 2. Earnings per share (EPS)   |  |                      |               |                                      |   |                             |  |  |
| 3. Return on Average Capital Employed (ROACE)                                     |  |                      |               |                                      |   |                             |  |  |
| 4. Reduction in Greenhouse gas emissions  |  |                      |               |                                      |   |                             |  |  |

The total remuneration for 2025, including AWS, STI and LTI, is benchmarked to the market to ensure that it is commensurate with the position and responsibilities of the Executive Chairman and the ExCo members. The NRC also reviewed and approved the Company's balanced scorecard for 2025 which included the performance targets set out in the GET (Growth, Enhancement and Transformation) strategy to be achieved by the Company based on its short and long-term objectives, and includes non-financial measures such as on risk management and environment, social and governance issues which are similarly cascaded down to the employees of various business units.

The overall level of remuneration of the Executive Chairman, Group CEO and the other ExCo members is not considered to be at a level which is likely to promote behaviour contrary to the Group's risk profile. The NRC and the Board (excluding Executive Chairman and Group CEO, who have abstained from deliberating on their own remuneration) believe that the executive compensation framework is aligned with the short-term and long-term interests of the shareholders and stakeholders, and that it promotes the long-term success of the Company.

When reviewing the structure and level of Directors' fees, which comprise the base director fee and additional fees for services rendered on Committees and fee for the Lead ID, the NRC took into consideration the Directors' respective roles and responsibilities on the Board and Committees and the changes in the business, corporate governance practices and regulatory rules. The NRC also compared the Company's fee structure against industry practices annually. Other factors taken into consideration in the fee review include the frequency of Board and Committee meetings and the interval since the last fee revision. The NRC was mindful that the remuneration for IDs should not be excessive so as to compromise or reasonably be perceived to compromise their independence. The NRC had proposed, and the Board has approved that the BSC Chairman and members' fees be increased to \$20,000 (from \$17,000) and \$13,000 (from \$10,000) respectively. No Director is involved in deciding his/her own remuneration.

Each of the Directors receives a base Director's fee. The Lead ID also receives an additional fee to reflect his expanded responsibility. Directors who serve on the various Committees also receive additional fees in respect of each Committee that they serve on, with the chairmen of the Committees receiving a higher fee in respect of their service. Attendance fee is payable for attendance in person or via teleconference or video conference at each meeting of the Board or Committee in consultation with the NRC and the respective Committee chairmen.

At the 2025 AGM, shareholders had approved the payment of up to \$2,000,000.00 as Directors' fees and meeting attendance fees for FY 2025. The aggregate amount paid quarterly in arrears for FY 2025 was \$1,742,634.60. Approval of the shareholders will be sought at the 2026 AGM for an aggregate sum of up to \$2,000,000.00 as Directors' fees and meeting attendance fees for FY 2026, for payment on a quarterly basis in arrears. The quantum of the proposed Directors' fees for FY 2026 is calculated based on the number of expected Board and Committee meetings and the number of Directors expected to hold office during the year.

The Company currently does not discourage Directors from holding shares in the Company but notes that there is no requirement under the Company's Constitution for Directors to hold shares in order to be qualified to act as a Director.

Directors' fee structure for FY 2025 and the proposed structure for FY 2026:

| Appointment   | FY 2025                        | FY 2026                        |
|---|--------------------------------|--------------------------------|
|   | Per Annum                      | Per Annum (Proposed)           |
| Board of Directors  |                                |                                |
| – Base fee  | \$75,000                       | \$75,000                       |
| Audit & Risk Committee  |                                |                                |
| – ARC Chairman's fee  | \$105,000                      | \$105,000                      |
| – ARC Member's fee  | \$80,000                       | \$80,000                       |
| Nominating and Remuneration Committee (with effect from 21 February 2025) |                                |                                |
| – NRC Chairman's fee  | \$30,000                       | \$30,000                       |
| – NRC Member's fee  | \$18,000                       | \$18,000                       |
| Nominating Committee (up to 20 February 2025)                             |                                |                                |
| – NC Chairman's fee   | \$30,000                       | -                              |
| – NC Member's fee   | \$18,000                       | -                              |
| Remuneration Committee (up to 20 February 2025)                           |                                |                                |
| – RC Chairman's fee   | \$30,000                       | -                              |
| – RC Member's fee   | \$18,000                       | -                              |
| Board Sustainability Committee  |                                |                                |
| – BSC Chairman's fee  | \$17,000                       | \$20,000 <sup>(1)</sup>        |
| – BSC Member's fee  | \$10,000                       | \$13,000 <sup>(1)</sup>        |
| Lead Independent Director's fee   | \$15,000                       | \$15,000                       |
| Attendance fee  | <b>Per meeting</b><br>\$4,000* | <b>Per meeting</b><br>\$4,000* |

<sup>(1)</sup> Fees payable to the BSC Chairman and BSC members were increased to \$20,000 per annum and \$17,000 per annum respectively.

\* Payable in consultation with the NRC and the respective Committee chairmen.

# CORPORATE GOVERNANCE

## Principle 8: Disclosure of Remuneration

### Disclosure of Remuneration (Provisions 8.1(a) and 8.3)

The compensation packages for employees including the Executive Chairman, Group CEO and the other ExCo members, based on the Company's Remuneration Framework, also take into account amongst other factors, the individual's performance, the performance of the Group and industry practices.

During the year, there were no termination, retirement or post-employment benefits (other than CPF contributions) granted to any Director or any ExCo member.

The remuneration of each Director (including the Group CEO) for FY 2025, including a breakdown in percentage terms of the components of the remuneration, is set out below:

|                                     | Fixed Salary <sup>*</sup> | STI <sup>*</sup> | LTI <sup>**</sup> | Board/ Committee Fees <sup>***</sup> | Other Benefits | Total        |
|-------------------------------------|---------------------------|------------------|-------------------|--------------------------------------|----------------|--------------|
|                                     | %                         | %                | %                 | %                                    | %              | \$           |
| <b>Executive Directors</b>          |                           |                  |                   |                                      |                |              |
| Kwek Leng Beng <sup>^</sup>         | 20.4                      | 75.3             | -                 | 1.8                                  | 2.5            | 7,424,219.87 |
| Sherman Kwek <sup>^</sup>           | 19.5                      | 49.8             | 26.6              | 2.4                                  | 1.7            | 5,080,226.35 |
| <b>Non-Executive Directors</b>      |                           |                  |                   |                                      |                |              |
| Philip Lee                          | -                         | -                | -                 | 98.1                                 | 1.9            | 272,716.60   |
| Philip Yeo <sup>(2)</sup>           | -                         | -                | -                 | 100.0                                | -              | 55,817.93    |
| Colin Ong                           | -                         | -                | -                 | 96.1                                 | 3.9            | 132,716.60   |
| Daniel Desbaillets                  | -                         | -                | -                 | 100.0                                | -              | 211,083.33   |
| Chong Yoon Chou                     | -                         | -                | -                 | 100.0                                | -              | 128,583.33   |
| Carol Fong                          | -                         | -                | -                 | 97.7                                 | 2.3            | 221,166.60   |
| Tang Ai Ai Mrs Wong Ai Ai           | -                         | -                | -                 | 100.0                                | -              | 225,633.33   |
| Jennifer Duong Young <sup>(1)</sup> | -                         | -                | -                 | 100.0                                | -              | 184,541.67   |
| Wong Su Yen <sup>(1)</sup>          | -                         | -                | -                 | 100.0                                | -              | 123,325.00   |

#### Notes:

<sup>\*</sup> The fixed salary (inclusive of AWS) and STI, in the form of annual variable bonus, are inclusive of employer's central provident fund contributions.

<sup>\*\*</sup> The final payment of the LTI to be vested is contingent on the achievement of pre-determined stretched targets over a three-year performance period, which can range from 0% to 200% of the award commensurate with the level of performance delivered against the stretch targets.

<sup>\*\*\*</sup> These fees comprise Board and Committee fees as well as meeting attendance fees for FY 2025, which were approved by shareholders as a lump sum at the 2025 AGM.

<sup>^</sup> Remuneration of these Directors includes remuneration paid or payable by subsidiaries of the Company.

<sup>(1)</sup> Ms Jennifer Young and Ms Wong Su Yen were appointed as Directors of the Company with effect from 7 February 2025.

<sup>(2)</sup> Mr Phillip Yeo retired as a Director and his last day with the Company was 31 July 2025.

### Remuneration of KMP (not being a Director or CEO) (Provisions 8.1(b) and 8.3)

As described in 'Primary Functions of the Board' under Principle 1 above, members of the ExCo who are also identified as the Company's KMP are the Group CEO (also a Director), the Group COO, the Group GM, and the Group CFO. The aggregate remuneration paid to the KMP of the Company in respect of FY 2025, excluding the Directors and the Group CEO (whose remuneration have been disclosed in the Directors' and Group CEO's remuneration table above), is \$6,298,382.73, of which the amount included directors' fees paid or payable by subsidiaries of the Group.

The remuneration of the KMP (who are not Directors or the Group CEO) for FY 2025 is set out below in remuneration bands of \$250,000:

| Remuneration Bands         | Number of KMP | Fixed Salary* | STI* | LTI** | Board/ Committee Fees | Other benefits |
|----------------------------|---------------|---------------|------|-------|-----------------------|----------------|
|                            |               | %             | %    | %     | %                     | %              |
| \$1,500,001 to \$1,750,000 | 1             | 31.6          | 43.7 | 22.9  | -                     | 1.8            |
| \$2,000,001 to \$2,250,000 | 1             | 26.9          | 46.7 | 24.5  | 0.1                   | 1.8            |
| \$2,250,001 to \$2,500,000 | 1             | 25.6          | 44.6 | 26.0  | 2.9                   | 0.9            |

\* The fixed salary (inclusive of AWS) and STI, in the form of annual variable bonus, are inclusive of employer's central provident fund contributions.

\*\* The final payment of the LTI to be vested is contingent on the achievement of pre-determined stretched targets over a three-year performance period, which can range from 0% to 200% of the award commensurate with the level of performance delivered against the stretch targets.

The Board, on the recommendation of the NRC, has considered Provision 8.1 of the CG Code in the context of the Group and after careful consideration, believes that the disclosures provided above are sufficiently transparent in giving an understanding of the remuneration of the KMP (who are not Directors or the Group CEO), the procedure for determining remuneration and the linkages between remuneration, performance and value creation.

### Remuneration of Directors' Immediate Family Members for FY 2025 (Provision 8.2)

There are no other employees of the Company who are substantial shareholders of the Company or immediate family members of a Director or of the Group CEO, and whose remuneration exceeded \$100,000 during the year.

### Share Option Schemes (Provision 8.3)

In FY 2025, the Company does not have a share option scheme or share-based LTI plan in place, and its long-term incentives are delivered in cash. Following a review of the Company's remuneration framework and prevailing market practices, the Company is considering the adoption of a Performance Share Plan to further strengthen alignment with long-term shareholder interests.

Should the Company proceed with the proposed Performance Share Plan, Shareholders' approval will be sought accordingly.

## ACCOUNTABILITY AND AUDIT

### Principle 9: Risk Management and Internal Controls

The Company maintains an adequate and effective system of internal controls (including financial, operational, compliance and IT controls) and risk management systems to safeguard stakeholders' interests and the Group's assets. The Board has overall responsibility for the governance of risk, including determining the risk strategy, risk appetite and risk limits, as well as the risk policies.

#### Oversight of Risk Management (Provision 9.1)

The ARC assists the Board in carrying out the Board's responsibility of overseeing the Group's Enterprise Risk Management ("ERM") framework and policies for the Group and ensuring that Management maintains a sound system of internal controls and risk management.

The Management Risk Committee ("MRC") comprising Senior Management and key executives, meets with the ExCo to discuss material risks and the adequacy and effectiveness of mitigations on a regular, at least quarterly basis. The meeting is facilitated by the ERM function. Maintenance of the number of material enterprise risks within Management's control or influence was also included in the ExCo's KPI.

The ARC receives regular reports on the risk management activities of the Company and updates on the ERM framework. Key risks including Tier 1 risks are reviewed regularly or at least quarterly and refreshed to ensure that relevant emerging risks

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are being considered and included for proper assessment, monitoring and reporting as appropriate. Based on the reports of the MRC, the ARC is satisfied that significant risks identified are assessed, managed and monitored adequately within the Group's ERM Framework. The ERM Framework includes a periodic review of the risk appetite statements and risk appetite and tolerance limits for these key risks, which statements and limits are considered and endorsed by the ARC and the Board.

Having regard to the risks which the Group is exposed, the likelihood of such risks occurring and the risk tolerance accepted by the Group, a system of internal controls has been designed and put in place by the Management to provide reasonable assurance that assets are safeguarded, and transactions are authorised and properly recorded to enable the preparation of true and fair financial statements and maintain accountability of assets.

The internal and external auditors, pursuant to their respective terms of reference and appointment, report to the ARC any audit findings relating to internal controls, and the ARC reviews the adequacy of the actions taken by Management to address the recommendations of the internal and external auditors.

The ARC also receives regular reports, briefings and updates from the MRC, the Chief Technology Officer, the internal and external auditors and the Management team during its meetings to help the ARC review the adequacy and effectiveness of the Group's material internal controls that address the Group's financial, operational, compliance and IT controls.

## Assurances from the Key Management Personnel (Provision 9.2)

In relation to Provision 9.2 of the CG Code and Listing Rule 1207(10), the ARC received:

- (i) written assurance from the Group CEO and the Group CFO that the Group's financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (ii) written assurance from the KMP that the Group's risk management and internal controls systems in place were adequate and effective to address the principal risks (including financial, operational, compliance and IT risks) within the current scope of the Group's business operations for FY 2025.

The above written assurances on the Group's internal controls and risk management systems are provided half-yearly and are supported by similar written assurances provided by the heads of the Group's key operating divisions/functions and key operating subsidiaries.

The process of reviewing and strengthening the Group's control environment is an evolving process. When controls should be enhanced, the Board and Management take actions to rectify and strengthen the internal controls and risk management systems. The Board and Management will continue to devote resources and expertise to improve the internal policies and procedures to maintain a high level of governance and internal controls. However, the Board also notes that no system of internal controls and risk management can provide absolute assurance against poor judgement in decision-making, human errors, losses, frauds and other irregularities.

Based on the work performed by internal auditors, the external auditors and the periodic reports from the MRC and Management, as well as the written assurances from the KMP to support the opinion to be given by the ARC and the Board, the Board with the concurrence of the ARC, is of the opinion that the internal controls and risk management systems in place as at 31 December 2025 are adequate and effective to address principal risks (including financial, operational, compliance and IT risks) within the current scope of the Group's business operations.

Further details on the Group's Risk Management can be found on pages 62 to 69 of the annual report.

## Principle 10: Audit & Risk Committee

### Composition of the ARC (Provisions 10.2 and 10.3)

The ARC currently comprises five NEDs, all of whom including the chairman of the ARC are independent. The chairman of the ARC, Mr Philip Lee, and Ms Jennifer Young possess the relevant audit, accounting and related financial management and risk management expertise and experience. Mrs Carol Fong has financial and risk management experience as well as experience in investment banking and the financial markets. Mr Daniel Desbaillets and Mrs Wong Ai Ai also have risk management experience. Mr Chong Yoon Chou, who ceased to be a member of the ARC on 21 February 2025, has financial and risk management experience.

With the current composition, the ARC is of the opinion that it has the relevant accounting and related financial management expertise and experience to discharge its functions within its written terms of reference which have been approved by the Board.

Based on the terms of reference of the ARC, a former partner or director of the Company's existing auditing firm or auditing corporation should not act as a member of the ARC: (a) within a period of two years commencing on the date of his/her ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as he/she has any financial interest in the auditing firm or auditing corporation. Mr Lee ceased as a partner of KPMG LLP ("KPMG"),

the Company's existing auditors, in September 2018 and does not have any financial interest in KPMG. The other ARC members do not have any relationship with KPMG.

### Powers and Duties of the ARC (Provision 10.1)

The ARC is authorised by the Board to review or investigate any matters it deems appropriate within its terms of reference and has direct and unrestricted access to the external and internal auditors. It may invite any Director, Management, officer or employee of the Company to attend its meetings. It is also authorised to engage any firm of accountants, lawyers or other professionals as it sees fit to provide independent counsel and advice to assist in the review or investigation of such matters within its terms of reference as it deems appropriate at the Company's expense.

The principal responsibility of the ARC is to assist the Board in maintaining a high standard of corporate governance, particularly by providing an independent review of the adequacy and effectiveness of the Group's financial reporting process (including reviewing the accounting policies and practices of the Company and the Group on a consolidated basis) and key internal controls, including financial, operational, compliance, IT and risk management controls. Other duties within its written terms of reference include:

- to review with Management and the external auditors, where appropriate, the significant financial reporting issues and judgements to ensure the integrity of the half-year and full year financial statements of the Group to be issued by the Company before their submission to the Board and any other announcements relating to the Group's financial performance;
- to review, annually, the scope and results of the external audit and the independence and objectivity of the

external auditors, and in this regard to also review the nature and extent of any non-audit services provided by the external auditors to the Group;

- to make recommendations to the Board on the nomination for the appointment, re-appointment and removal of external auditors, and to approve the remuneration and terms of engagement of the external auditors;
- to assess the role and effectiveness of the internal audit function in the overall context of the Group's internal controls and risk management systems, and to consider the results of their review and evaluation of the Group's internal controls, including financial, operational, compliance and IT controls, and risk management policies and systems;
- to approve the appointment, resignation or dismissal of the Head of Internal Audit;
- to review interested person transactions falling within the scope of Chapter 9 of the Listing Manual; and
- to oversee the establishment and operation of the Company's whistle-blowing policy and arrangements put in place for raising concerns about possible improprieties on matters of financial reporting or any other matters.

In the review of the financial statements for the year ended 31 December 2025, the ARC has discussed with both Management and the external auditors, the accounting principles that were applied and their judgement of items that might affect the integrity of the financial statements. The following significant matters impacting the financial statements were discussed with Management and the external auditors:

| Significant Matters                               | How the ARC reviewed these matters and what decisions were made  |
|---|--|
| <p><b>Valuation of development properties</b></p> | <p>The ARC considered the approach and methodology applied in assessing the net realisable values of development properties especially those with low margins. Where appropriate, the ARC had inquired of Management on its basis and its strategy to dispose of the unsold units.</p> <p>The ARC reviewed either Management's or the valuers' underlying assumptions on estimated future selling prices by comparing them to recently transacted prices of subject properties or comparable properties located in the vicinity of the Group's development projects. The ARC also noted the historical accuracy of Management's estimates of future selling prices in assessing the reasonableness of the estimated future selling prices.</p> <p>The ARC was satisfied with the approach and assessment adopted by Management in arriving at the net realisable values of the development properties as at 31 December 2025.</p> <p>The valuation of the development properties was also an area of focus for the external auditors. The external auditors have included this item as a key audit matter in their audit report for the financial year ended 31 December 2025. Refer to page 109 of the annual report.</p> |

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| Significant Matters  | How the ARC reviewed these matters and what decisions were made   |
|--|---|
| <b>Valuation of hotel assets classified as property, plant and equipment</b> | <p>The ARC considered the approach and methodology applied in assessing the valuation of the hotel assets.</p> <p>The ARC reviewed Management’s approach and methodology in respect of the valuations of the hotel properties conducted by both internal and external valuers, including the review of the methodologies and key assumptions applied in the valuation of hotel properties such as occupancy rates, average room rate growth, discount rates and terminal rates in the valuation model.</p> <p>The ARC was satisfied with the valuation process and noted that the valuers are members of recognised professional bodies and have considered their independence in carrying out their work. The valuation methodologies used are in line with generally accepted market practices and the key assumptions used are generally comparable to market data.</p> <p>The valuation of the hotel assets was also an area of focus for the external auditors. The external auditors have included this item as a key audit matter in their audit report for the financial year ended 31 December 2025. Refer to pages 108 to 109 of the annual report.</p> |

## Internal Audit (Provisions 10.4 and 10.5)

The Internal Audit (“IA”) function is independent of the activities it audits. The Head of IA’s primary reporting line is to the ARC. The appointment, resignation and dismissal of the Head of IA is reviewed and/or approved by the ARC. The ARC also provides input on the annual performance appraisal of the Head of IA and reviews his compensation within the compensation policies of the Company. The ARC meets the Head of IA at least once annually without the presence of Management. The Head of IA has unfettered access to the ARC, the Board and Management as well as the Group’s documents, records, properties and personnel relevant for the performance of audits.

IA operates within the framework stated in its IA Charter which is approved and reviewed by the ARC on an annual basis. The standards of the IA Charter are consistent with the Global Internal Audit Standards (the IIA Standards) set by the Institute of Internal Auditors (“IIA”), an international professional association with global headquarters in the United States of America.

The Head of IA, Mr Benson Seah, is a Certified Internal Auditor and a member of various professional bodies, with over 20 years of experience. He has been with the Company since June 2019. All his team members have the relevant qualifications and experience and are members of The Institute of Internal Auditors of Singapore (“IIAS”) and/ or members of other relevant professional bodies. The IA function is a corporate member of IIAS, an affiliate of the IIA. Processes are in place to ensure that the professional competence of IA staff is maintained and upgraded through continuing professional education programmes which comprised technical and non-technical training for the development of the IA staff.

## Role and Activities of IA

The primary role of IA is to assist the Board to evaluate the reliability, adequacy and effectiveness of the internal controls and risk management processes of the Company, reviewing the internal controls of the Company to ensure prompt and accurate recording of transactions and proper safeguarding of assets and reviewing the Company’s compliance with the relevant laws, regulations and policies of the Company.

The ARC approved the annual IA plan and received regular reports during 2025 on the progress of the audit work under the IA plan. All IA reports are given to the ARC, the ExCo and the Heads of the relevant business divisions, with a summary report of IA results presented at the ARC meetings. IA observations on internal control, operational and control lapses and recommendations to address them were also reviewed and discussed at ARC meetings. The ARC was satisfied that recommendations made were dealt with by Management in a timely and appropriate manner, with outstanding exceptions or recommendations being closely monitored and reported back to the ARC.

The ARC reviewed the effectiveness and adequacy of the IA function including its resources through a review of the IA activities on a regular basis as well as its annual assessment of the IA function. The assessment was facilitated through the use of an evaluation framework which covers IA organisation, resources and continuing professional development, audit plans, work scope, quality of reports and recommendations, IA Charter and IA self-assessment. Based on the assessment conducted for the year under review, the ARC is satisfied with the quality and effectiveness of the IA function and that the IA function is currently adequately resourced and has appropriate independent standing within the Group to perform its functions effectively.

The IA function has a Quality Assurance and Improvement Programme (“QAIP”) in place to ensure that its audit activities conform to the IIA Standards. As part of the QAIP, internal Quality Assurance Reviews (“QAR”) are conducted annually, and an external QAR is carried out at least once every five years by qualified professionals from an external organisation. In 2023, Ernst & Young (“EY”) was appointed to conduct the external QAR. Based on EY’s assessment, the IA function has been rated to have conformed with the IIA Standards.

#### Provision 10.5

The ARC held six meetings during the year and carried out its duties as set out within its terms of reference. The Company Secretaries maintain records of all ARC meetings including records of discussions on key deliberations and decisions taken. The ARC meets with the internal and external auditors, each separately without the presence of Management, at least once annually. In 2025, the ARC met once privately with each of the internal and external auditors.

The ARC members continually keep themselves abreast of changes to accounting standards, risks and other issues which may have a material impact on financial statements.

For the financial year under review, the ARC conducted a self-assessment of its own effectiveness in the discharge of its roles and responsibilities, which was facilitated with a self-assessment checklist (“ARC Self-Assessment Checklist”).

The ARC Self-Assessment Checklist covered, *inter alia*, the responsibilities of the ARC under its terms of reference and considered the contribution of the ARC members to the ARC’s deliberation and decision-making process.

Based on the self-assessment, the ARC is of the view that it has fulfilled its responsibilities and discharged its duties as set out in its terms of reference.

#### External Auditors (Provisions 10.1(d) and 10.1(e))

Cognisant that the external auditors should be free from any business or other relationships with the Group that could materially interfere with their ability to act with integrity and objectivity, the ARC undertook a review of the independence of KPMG and gave careful consideration to the Group’s relationships with them during 2025. In determining the independence of KPMG, the ARC reviewed all aspects of the Group’s relationships with them including the policies, processes and safeguards adopted by the Group and KPMG to protect and preserve audit independence.

The ARC had considered the guidance from the International Ethics Standards Board for Accountants and adopted a Non-Assurance Services Pre-approval Policy to safeguard auditor independence. All non-prohibited non-assurance services

require the approval of the ARC with the exception of non-prohibited pre-approved services below certain fee thresholds.

The ARC also considered the nature and volume of the provision of the non-audit services by KPMG in 2025 and the corresponding fees and noted that the fees for non-audit services had not exceeded 50% of the aggregate amount of all fees paid/payable to KPMG in 2025. Based on the review, the ARC is of the opinion that KPMG is, and is perceived to be, independent for the purpose of the Group’s statutory financial audit.

Details of the fees paid and/or payable by the Group in respect of audit and non-audit services for FY 2025 are set out below:

|  | \$'million |
|--|------------|
| <b>Audit fees paid to:</b>   |            |
| – auditors of the Company and other firms affiliated with KPMG International Limited | 7.2        |
| – other auditors   | 0.3        |
| <b>Non-audit fees paid to:</b>   |            |
| – auditors of the Company and other firms affiliated with KPMG International Limited | 2.3        |
| – other auditors   | Nil        |

In reviewing the nomination of KPMG for re-appointment for the financial year ending 31 December 2026, the ARC had considered the adequacy of the resources and experience of KPMG and the audit engagement partners assigned to the audit, the size and complexity of the audit engagement for the Group, and the number and experience of the supervisory and professional staff assigned to the Group’s audit through a review of the curriculum vitae of the KPMG audit team. The ARC also considered the quality of discussions with the findings raised by KPMG, including the Audit Quality Indicators presented.

KPMG has confirmed that they are registered with Accounting and Corporate Regulatory Authority. The Company is thus in compliance with Rule 712 and Rule 715 (read with Rule 716) of the Listing Manual in relation to the appointment of its auditors.

Based on the above, the ARC has recommended to the Board the nomination of KPMG for re-appointment as external auditors at the 2026 AGM.

#### Whistle-blowing Policy (Provision 10.1(f))

CDL has in place a whistle-blowing policy and procedure where employees of the Company can in confidence, whether anonymously or otherwise, raise concerns on possible improprieties relating to accounting, financial reporting, internal controls and auditing matters or other matters without fear of reprisals in any form. The ARC has the responsibility of

# CORPORATE GOVERNANCE

overseeing this policy to ensure that it is properly administered with the assistance of the Head of IA. Under these procedures, arrangements are in place for independent investigation of such matters raised and for appropriate follow-up action to be taken.

The Company is committed to maintaining procedures for the confidential submission of reports and the identity of the whistle-blower concerned will not be disclosed if so requested by the whistle-blower who lodged the report. Investigations of such reports will be handled on a confidential basis to the extent permissible or deemed appropriate under the circumstances and involve persons who need to be involved in order to properly carry out the investigation and will, on a best-efforts basis, be carried out in a timely manner.

To facilitate and encourage the reporting of such matters, the whistle-blowing policy, together with the dedicated whistle-blowing communication channels (email and postal address as well as toll-free telephone contact numbers in various countries) are available on the Company's corporate website and intranet and are easily accessible by all employees.

The whistle-blowing policy and procedures are reviewed by the ARC from time to time to ensure that they remain current.

For more information on the said policy and procedures, please refer to the Company's corporate website.

## INTERESTED PERSON TRANSACTIONS

The Company had obtained shareholders' approval at its Annual General Meeting held on 23 April 2025 ("**2025 AGM**") for the Company, its subsidiaries and its associated companies not listed on SGX-ST or an approved exchange, over which the Company, its subsidiaries and/or interested persons have control, to enter into transactions within the categories of Interested Person Transactions set out in the Company's Letter to Shareholders dated 8 April 2025 ("**Letter to Shareholders**"), with such persons within the class or classes of Interested Persons as described in the Letter to Shareholders, provided that such transactions are entered into in accordance with the review procedures set out in the Letter to Shareholders (the "**IPT Mandate**"). The IPT Mandate is subject to annual renewal by the shareholders. Given that such Interested Person Transactions are expected to occur with some degree of frequency and may arise at any time, and to allow the Group to undertake such transactions in an expeditious manner, shareholders' approval will be sought at the 2026 AGM for the renewal of the IPT Mandate.

The ARC has confirmed that an independent financial adviser's opinion is not required for the renewal of the IPT Mandate as the methods or procedures for determining the transaction prices of the IPTs conducted under the IPT Mandate have remained appropriate since shareholders approved the renewal of the IPT Mandate at the 2025 AGM, and the methods or procedures continue to be sufficient to ensure that these IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

Particulars of interested person transactions required to be disclosed under Rule 907 of the Listing Manual are as follows:

| Name of Interested Person ("IP")  | Nature of Relationship  | Aggregate value of all interested person transactions conducted in FY 2025 under the IPT Mandate pursuant to Rule 920 (excluding transactions less than \$100,000)  | \$                    |
|---|---|---|-----------------------|
| Subsidiaries and associates of Hong Leong Investment Holdings Pte. Ltd. (" <b>HLIH</b> ") | HLIH is a controlling shareholder of the Company. The IPs are associates of HLIH. | <b>Property-Related Transactions</b>  | 531,734,118.81        |
|   |   | (a) Renewal of Master Lease Agreements with Interested Persons<br>(b) Provision to Interested Persons of:<br>(i) shared services;<br>(ii) carpet maintenance services;<br>(iii) cleaning and housekeeping services; and<br>(iv) laundry and dry-cleaning services.<br>(c) Lease of premises to Interested Persons |                       |
|   |   | <b>Management and Support Services</b>  | 747,021.51            |
|   |   | (a) Provision to and from Interested Persons of cluster revenue shared service payroll for participating properties; and<br>(b) Provision of investment management, consultancy services and corporate affairs services by Interested Person  |                       |
| <b>Total:</b>   |   |   | <b>532,481,140.32</b> |

| Name of IP  | Nature of Relationship  | Aggregate value of all interested person transactions in FY 2025 (excluding transactions less than \$100,000 and transactions conducted under the IPT Mandate pursuant to Rule 920)  | \$            |
|---|---|--|---------------|
| Subsidiaries and associates of HLIH   | HLIH is a controlling shareholder of the Company. The IPs are associates of HLIH. | Joint venture shareholders' loans  | 2,032,116.00* |
| Subsidiaries and associates of HLIH, including the following:<br>(a) CDL Hospitality Trusts<br>(b) Hong Leong Asia Ltd. Group<br>(c) Hong Leong Finance Limited Group | HLIH is a controlling shareholder of the Company. The IPs are associates of HLIH. | Provision of corporate secretarial services to IPs   | 1,382,700.00  |
| Mr Kwek Leng Beng   | Mr Kwek is a Director of the Company.   | Full offer made by CDL Hotels Holdings New Zealand Limited (" <b>CDLHH NZ</b> "), a wholly-owned subsidiary of CDL, under the Takeovers Regulations 2000 of New Zealand as amended, including any applicable exemption granted by the Takeovers Panel under the Takeovers Act 1993 of New Zealand, to purchase all of the fully paid ordinary shares (" <b>MCK Shares</b> ") in Millennium & Copthorne Hotels New Zealand Limited (" <b>MCK</b> ") not already held by CDLHH NZ (the " <b>Offer</b> ")<br>- Acceptance of the Offer in relation to MCK Shares held by Mr Kwek. | 1,953,336.00  |

**Note:**

\* The figure comprises the aggregate value of shareholders' loans extended to joint venture companies involving interested persons, and where applicable, interest accrued on shareholders' loans, in FY 2025, which were announced on 27 February 2026 pursuant to Rule 916(3) of the Listing Manual. The shareholders' loans referred herein have been extended by all the joint venture parties or shareholders in proportion to their respective equity interest in the joint venture and on the same terms and conditions, including the interest rate, if any, accrued or to be accrued on the shareholders' loans.

The above interested person transactions were carried out on normal commercial terms and were not prejudicial to the interests of the Company and its minority shareholders.

# CORPORATE GOVERNANCE

## Material Contracts

Except as disclosed above and in the financial statements for FY 2025, there were no material contracts entered into by the Company and its subsidiaries involving the interests of the Group CEO, Directors or controlling shareholders, which are either still subsisting at the end of FY 2025 or, if not then subsisting, entered into since the end of the previous financial year.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### Principle 11: Shareholder Rights and Conduct of General Meetings

Being committed to good corporate practices, the Company treats all shareholders fairly and equitably. To facilitate the exercise of shareholders' rights, the Company ensures that all material information relating to the Company and its financial performance is disclosed in an accurate and timely manner via SGXNet and uploaded at the Company's corporate website.

#### General Meetings (Provisions 11.1, 11.2 and 11.3)

Shareholders are informed of general meetings through notices sent to them via post. All shareholders are entitled to attend and vote at general meetings in person or by proxy or in the case of a corporate shareholder, through its appointed representative. At general meetings of the Company, shareholders are given the opportunity to communicate their views and are encouraged to ask the Directors and the Management questions regarding matters affecting the Company.

The rules for the appointment of proxies, including information that voting will be conducted by way of poll, are set out in the notice of general meetings. In accordance with the Constitution of the Company, shareholders who are not relevant intermediaries may appoint not more than two proxies to attend, speak and vote at general meetings in their absence, and shareholders who are relevant intermediaries may appoint more than two proxies to attend, speak and vote at general meetings. The proxy forms must be deposited at such place or places specified in the notice or document accompanying the notice convening the general meetings at least seventy-two hours before the time set for the general meetings.

The Company provides separate resolutions at general meetings on each substantial issue, including treating the re-election of each Director as a separate resolution. Detailed information on each item in the AGM agenda is provided in the explanatory notes to the notice of AGM.

All Directors, including the Board Chairman, the Lead ID, the chairmen of the respective Committees, Management, the external auditors and legal advisors (where necessary)

are present at general meetings to address queries from the shareholders. At each AGM, the Group CEO delivers presentations to update shareholders on the Company's operations and financial performance in the preceding year.

#### 2025 AGM

The 2025 AGM was held on 23 April 2025 in a hybrid mode, with physical attendance of shareholders at M Hotel, Singapore and using virtual meeting technology.

Shareholders who participated at the 2025 AGM whether physically or using virtual meeting technology, were able to vote in real-time. They were also able to submit questions in advance or during the 2025 AGM and/or appoint proxy(ies) to attend, speak and vote on their behalf at the 2025 AGM. Responses to substantial and relevant questions submitted by shareholders in advance prior to the 2025 AGM were released via SGXNet on 17 April 2025 and those received live, whether physically or using virtual meeting technology, were addressed by the Company at the meeting.

For the 2025 AGM, the Company also prepared an overflow room at M Hotel, Singapore with two-way live video feed facilities to ensure that all shareholders who attended the 2025 AGM physically were able to participate and exercise their right to vote and ask questions, similar to shareholders attending the 2025 AGM in the main meeting hall.

All the Directors, including the Board Chairman and the chairmen of the ARC, NRC and BSC, together with the KMP (who are not Directors) as well as the external auditors were in attendance at the 2025 AGM.

#### Forthcoming 2026 AGM

The forthcoming 2026 AGM will continue to be held in a hybrid mode with physical attendance of shareholders at M Hotel, Singapore on 29 April 2026 and using virtual meeting technology. Shareholders will be informed of arrangements for the 2026 AGM through a notification sent by post.

Shareholders will receive, via post, the Notice of the 2026 AGM together with a copy each of the detachable proxy form and annual report request form for shareholders' use. These documents will also be made available on the Company's corporate website. The Notice of the 2026 AGM and the accompanying proxy form will be published on the SGX website.

Further, as part of the Company's commitment towards environmental sustainability, printed annual reports will only be sent to shareholders upon receipt of duly completed annual report request forms. Arrangements relating to attendance at the 2026 AGM, either physically or using virtual meeting technology, submission of questions in advance of, or at

the 2026 AGM and voting at the 2026 AGM by shareholders or their duly appointed proxy(ies) or representative(s) in the case of corporate shareholder(s), are set out in a separate announcement to be released by the Company on SGXNet.

#### **Voting at General Meetings (Provision 11.4)**

Shareholders are given the opportunity to vote at general meetings either in person or in absentia by way of appointed proxy(ies). However, as the authentication of shareholder identity information and other related integrity issues still remain a concern, the Company has decided, for the time being, not to implement voting in absentia by electronic means.

Pursuant to Listing Rule 730A(2), all resolutions to be proposed at general meetings and at any adjournment thereof shall be put to the vote by way of poll.

Electronic poll voting will be conducted at the 2026 AGM. In support of greater transparency and to allow for a more efficient voting system, the Company has been conducting electronic poll voting since the 2012 AGM (except the 2020 AGM and the 2021 AGM in view of the Covid-19 situation). With electronic poll voting, shareholders present or represented by proxy (in person or using virtual meeting technology) at the meeting will be entitled to vote on a 'one-share, one-vote' basis. The voting results of all votes cast in respect of each resolution will also be instantaneously displayed on screen at the meeting. The detailed results setting out the number of votes cast for and against each resolution and the respective percentages will be announced via SGXNet after the AGM. An external firm is appointed as scrutineers for the AGM voting process, which is independent of the firm appointed to undertake the electronic poll voting process.

#### **Minutes of General Meetings (Provision 11.5)**

The Company also maintains minutes of its general meetings, which include the key comments and queries raised by shareholders and the responses from the Board, Management and/or the external auditors. The minutes of the general meetings are available on the Company's corporate website and the SGX website within one month after the meetings.

#### **Dividend Policy (Provision 11.6)**

To better align with shareholders' interests and enhance transparency and clarity of shareholder returns, the Board has enhanced its dividend policy and intends to declare ordinary cash dividends at least once annually, with a payout ratio of minimally 35% based on reported PATMI. The Group's financial performance, projected cash flow, capital requirements for business growth and external factors will be considered when determining the dividend payout.

For FY 2025, the Board recommended a final ordinary dividend of \$0.25 cents per share. Together with the special interim ordinary dividend of \$0.03 cents per share, which was paid in September 2025, the total ordinary dividend for FY 2025 amounts to \$0.28 per share, representing a dividend payout ratio of 40%. The dividend payouts in the current and past four years are set out in the 'Five Year Financial Summary' section of the annual report.

### **Principle 12: Engagement with Shareholders**

The Company provides advance notification of its financial results release dates via SGXNet. In 2025, the half year results were released within 45 days of 30 June 2025 and the full year results within 60 days of the financial year ended 31 December 2025. Details are set out in the 'Calendar of Financial Events' section of this Annual Report.

When presenting the Group's financial results, the Board aims to provide investors with a balanced and clear assessment of the Group's performance and financial position, including commentary on significant trends and competitive conditions in the industries where the Group operates, as of the announcement date.

For the financial year under review, the Group CEO and Group CFO provided assurance to the ARC and Board on the integrity of the half year unaudited financial statements. The Board, in turn, provided a negative assurance confirmation on these statements in accordance with regulatory requirements.

The Company ensures that investors are notified of all material information in an accurate and timely manner. If an inadvertent disclosure is made to a select group, the Company will release the same information as promptly as possible via SGXNet. Financial statements and materials presented at the Company's general meetings, including any price-sensitive information, are also released via SGXNet. Shareholders are notified of general meetings in accordance with regulatory requirements, and relevant documents are made available on the Company's and SGX websites.

In 2025, the following documents were made available to shareholders solely through electronic means, published on the (i) Company's corporate website and (ii) SGXNet:

- Notice of the Company's 2025 AGM;
- Proxy Form for 2025 AGM;
- Annual Report 2024, including the Corporate Governance Report; and
- Letter to Shareholders dated 8 April 2025, in relation to the (a) proposed renewal of the share purchase mandate; and (b) proposed renewal of the IPT mandate for interested person transactions.

# CORPORATE GOVERNANCE

## Shareholder Communication (Provision 12.1)

Shareholders and investors can contact the Company or access information via its corporate website ([www.cdl.com.sg](http://www.cdl.com.sg)), which has a dedicated 'Investor Relations' ("IR") section that provides, *inter alia*, information on the Board of Directors, Management team, the Company's Corporate Governance Reports, Sustainability Reports, Annual Reports, Corporate Policies, Announcements, Press Releases and Financial Results released by the Company on SGXNet, as well as other information relevant to investors.

In addition, the Company leverages other communication platforms, including its online newsroom ([www.cdl.com.sg/newsroom](http://www.cdl.com.sg/newsroom)) and social media channels such as LinkedIn, X and Instagram, to provide the latest updates on the Group's business and performance milestones. Investors can subscribe to email alerts via the Company's corporate website or follow its social media channels for updates on its latest news.

The Board Chairman and the ExCo conduct briefings with sell-side analysts and the media during the release of the Group's half year and full year financial results. Shareholders and investors can attend a live webcast of these financial results briefings on the Company's corporate website. The presentation materials for these briefings are also released on SGXNet and the Company's corporate website. Additionally, the ExCo and Senior Management actively engage in IR by regularly meeting with fund managers and analysts, and participating in local and overseas investor roadshows and conferences. The Head of IR and Corporate Communications manages the Group's IR function, which includes engaging with the financial community, research analysts and other relevant stakeholders.

## Investor Relations (IR) Policy (Provisions 12.2 and 12.3)

The Company is committed to building investor confidence and trust, and values open communication with shareholders and the investment community. Its IR Policy, available on the Company's corporate website ([www.cdl.com.sg](http://www.cdl.com.sg)), outlines the processes and mechanisms for engaging stakeholders, including the communication channel for queries. The IR Policy outlines the principles and framework for how the Company communicates and engages with investors, analysts and other IR stakeholders to provide balanced, clear and pertinent information. To enhance investors' understanding of the Group's business and growth drivers, regular updates on its strategies, operations and financial performance are provided across multiple platforms.

Further information on the Company's IR policy and activities can be found on pages 70 to 71 of the annual report.

## Principle 13: Engagement with Stakeholders

### Sustainability

Since 2014, the Company started conducting materiality assessments annually which are facilitated by a third party, to determine the key economic, environmental, social and governance ("EESG") issues that are important to the Company's stakeholders. These issues are foundational to the Company's sustainability strategy, focus and mid-term target setting in its annual sustainability reporting. Corresponding EESG targets, metrics, initiatives, and progress are reviewed by the ExCo, Senior Management and Heads of Departments ("HODs"), and reported to the BSC before they are published annually in the Company's Integrated Sustainability Report ("ISR").

In 2025, in alignment with the IFRS S1 and S2, the Company continued its double materiality assessment looking at both impact and financial materiality, including climate-related risks and opportunities (CrROs) affecting the organisation's financials.

CDL's stakeholders, including the Company's ExCo, senior management and staff, ranked 16 prioritised ESG issues based on both impact and financial materiality. Online surveys were circulated to key stakeholder groups, including the BSC. More than 425 responses were received. Interviews with selected management staff of CDL headquarters and key subsidiaries, investors, regulators, industry and sustainability experts, tenants and suppliers, provided insights into how CDL can manage and strategically address its ESG issues. The preliminary material issues were validated by the Company's ExCo, senior management and key executives from business units and were reviewed by the BSC thereafter.

With the ever-evolving business landscape and externalities, the annual assessment of CDL's key material issues is critical to help the Group sharpen its sustainability strategy and focus resources on areas that are deemed most material to its business and future growth using a forward-looking lens.

On a quarterly basis, CDL publishes an online Sustainability Report on its microsite at [www.cdlsustainability.com](http://www.cdlsustainability.com). Since 2017, this voluntary initiative updates stakeholders of CDL's progress towards key goals and targets set under its Future Value 2030 Sustainability Blueprint, and sets benchmarks for the transparency and timeliness of ESG disclosures to investors and stakeholders.

The BSC assists the Board in the review and consideration of the Company's sustainability issues and approach to sustainability reporting, complementing the Company's corporate business strategy. During the year under review, the BSC had comprised five Directors, of which four are independent Directors, namely Mrs Carol Fong in the Chair, Mr Chong Yoon Chou, Ms Jennifer Young and Ms Wong Su Yen, together with CDL's Group CEO.

The BSC's terms of reference sets out, *inter alia*, the objectives, roles and responsibilities of the BSC. It also includes the BSC's purview over matters relating to the Company's ESG strategy, ESG targets, the sustainability reporting framework and also the Company's policies, practices and performance on its material ESG factors which are significant and contribute to the Company's performance, business activities and/or reputation as a good corporate citizen.

The annual ISR is dedicated to reporting on CDL's sustainability efforts and performance that addresses the social and environmental impacts pertinent to the Company's stakeholders and business. Over the years, CDL's robust sustainability reporting has evolved into a unique blended model using the Global Reporting Initiative ("GRI") Standards as its core since 2008. To address the diverse expectations of stakeholders, CDL embraced CDP since 2010, Global Real Estate Sustainability Benchmark since 2013, the Integrated Reporting Framework since 2015, Sustainable Development Goals ("SDG") Reporting since 2016, Task Force on Climate-related Financial Disclosures ("TCFD") framework since 2017, Sustainability Accounting Standards Board ("SASB") Standards for Real Estate Sector and the Climate Disclosure Standards Board ("CDSB") Framework since 2020. In September 2023, the Taskforce on Nature-related Financial Disclosures ("TNFD") released its final recommendations, providing a framework for how organisations can address nature-related risks and opportunities. As biodiversity loss has been highlighted as an existential global threat, CDL has stepped up on its management of nature loss and is one of the pioneering companies in Singapore to report in alignment with the TNFD standards.

CDL's ISRs are available on both its corporate website and the dedicated sustainability microsite. To enhance data credibility and instill confidence in readers, external assurance of its report started since 2009. ISR 2022, ISR 2023 and ISR 2024's external audit has been further elevated in its scope against the GRI Standards, SASB Standards, as well as the TCFD and CDSB frameworks.

Further information on the Company's approach to stakeholder engagement and its materiality assessment can be found on pages 73 to 81 of the annual report.

### Rights of Creditors

The rights of the CDL Group's creditors, comprising *inter alia* lending banks, contractors, service providers and vendors, are protected with an effective cash and liquidity management system. This includes processes to maintain an adequate level of cash and cash equivalents and available credit facilities, monitor debt maturity and financial metrics including gearing and interest cover ratios. Regular internal reviews are also conducted to ensure that the various capital management metrics and loan covenants are complied with.

## CORPORATE VALUES AND CONDUCT OF BUSINESS

The Board and Management are committed to conducting business with integrity and consistent with high standards of business ethics, and in compliance with all applicable laws and regulatory requirements. The Company has in place an Internal Code of Business Conduct and Ethics crystallising the Company's business principles and practices with respect to matters which may have ethical implications.

The code, which provides a framework for employees to observe the Company's principles such as honesty, integrity, responsibility and accountability at all levels of the organisation and in the conduct of the Company's business in their relationships with customers, suppliers and amongst employees, is available on the Company's intranet and is easily accessible by all employees.

The code provides guidance on issues such as:

- conflicts of interest and the appropriate disclosures to be made;
- the Company's zero-tolerance stance against corruption and bribery;
- compliance with applicable laws and regulations including those relating to the protection of the environment and the conservation of energy and natural resources;
- compliance with the Company's policies and procedures, including those on internal controls and accounting;
- safeguarding and proper use of the Company's assets, confidential information and intellectual property rights, including the respect of the intellectual property rights of third parties; and
- competition and fair dealing in the conduct of the Company's business, in its relationships with customers, suppliers, competitors and towards its employees.

In line with the Board's commitment to maintain high ethical standards which are integral to its corporate identity and business, the Company has the following three key corporate policies in place:

- (i) Anti-Corruption Policy & Guidelines which sets out the responsibilities of the Group companies and of each employee in observing and upholding CDL's 'zero-tolerance' position against all forms of corruption, bribery and extortion and provides information and guidance to employees on how to recognise, address, resolve, avoid and prevent instances of corruption, bribery and extortion which may arise in the course of their work.
- (ii) Fraud Policy & Guidelines which provides guidance on actions which may constitute fraudulent conduct and highlights the importance of the implementation,

# CORPORATE GOVERNANCE

maintenance and compliance with the internal controls framework of the Group and its policies and procedures.

- (iii) Competition Policy & Guidelines which states the Company's policy to compete fairly and ethically in the conduct of business in all its markets and provides direction and guidance to employees in their relationships and communications with competitors and customers.

These policies are available on the Company's corporate website, intranet and have also been disseminated to officers and employees of the Group's key subsidiaries. Selected policies have also been translated into Mandarin and Thai for dissemination to employees of the Group in the People's Republic of China and in Thailand.

The Company's policy on how it manages and protects personal data in accordance with the applicable regulatory requirements are set out in the CDL Personal Data Policy.

The Company has also set out the following sustainability policies which are available on the Company's corporate website:

- *Environmental, Health & Safety ("EHS") Policy* – Established in 2003 and further updated in May 2023, the EHS Policy sets the strategic direction for all departments and employees towards creating a "Safe & Green" corporate culture by adhering to regulatory compliance, reducing environmental impact, and ensuring a safe, fair and inclusive workplace.
- *Human Rights Policy* – Sets out the Company's commitment in upholding fundamental principles of human and workplace rights in places where the Company operates. Beyond compliance with the local government's policies and regulations in protecting human rights, CDL is committed to respecting human rights in all aspects of its stakeholder engagement such as equitable employment practices, non-discrimination, welfare and fair compensation, as well as workplace safety and health within its developments.
- *Climate Change Policy* – In line with CDL's sustainability strategy and commitment to its ethos of "Conserving as We Construct" since 1995, the Company is dedicated to climate action and achieving low carbon operations. CDL became the first real estate conglomerate in Southeast Asia to sign the World Green Building Council's ("**WorldGBC**") Net Zero Carbon Buildings Commitment in February 2021. This is a global pledge to achieve net zero operational carbon by 2030, covering new and existing wholly-owned assets under CDL's direct management and operational control. In November 2021, during COP26, CDL extended its pledge towards a net zero whole life carbon emissions approach. Through this expanded commitment, the Company pledged to achieve maximum reduction of embodied carbon in new developments, compensating for any remaining residual operational and upfront embodied emissions via offsetting for new developments by 2030 and advocating for all buildings to be net zero carbon by 2050. In 2018, CDL was the first real estate company in Singapore to set Science Based Targets initiative ("**SBTi**")-validated carbon reduction targets based on a 2°C warmer scenario with 2007 baseline year. CDL renewed its SBTi-validated targets in December 2021 by aligning with a more stringent 1.5°C warmer scenario and 2016 baseline year.
- *Green Building Policy* – CDL is committed to incorporating decarbonisation, innovation, inclusivity, health and well-being into the design and operation of its buildings, and reducing its carbon footprint and environmental impact in line with its net zero whole life carbon buildings commitment and the Singapore Green Plan 2030.
- *Biodiversity Policy* – CDL supports Singapore's "City in Nature" vision towards higher living standards while co-existing with flora and fauna. The Company aims to minimise and mitigate the impacts of its developments on natural habitats and to protect wildlife biodiversity. The policy complements Singapore's "City in Nature" vision and takes reference from national frameworks, such as the new Biodiversity Impact Assessment guidelines set by URA and NParks.
- *Supplier Code of Conduct* – CDL is committed to promoting a mutually beneficial business relationship with our vendors that can flourish and bring sustainable and optimum economic value to the relationship. The policy provides comprehensive guiding principles for our vendors and suppliers to comply with CDL's expectations of ethical standards. It covers Business Integrity, Fair Competition, Conflict of Interest, Gifts & Entertainment, Health & Safety, Legal Compliance, Reciprocity, Open Communication, Environmental Sustainability and Human Rights.
- *Sustainable Investment Principles ("SIP")* – As a responsible developer with a longstanding ESG commitment, the Company is focused on taking proactive action in assessing potential portfolio risks and opportunities for sustainable investment decisions via globally aligned principles set out in the policy. The SIP is formulated in line with the Glasgow Climate Pact and aligned with the global-best practices laid out in the UN SDGs, UN Principles for Responsible Investment, TCFD and UN Environment Programme Finance Initiative. It also complements CDL's existing ESG policies and guidelines, including the Climate Change Policy, EHS Policy, Green

Building Policy, Biodiversity Policy and Human Rights Policy.

- *Diversity, Equity and Inclusion Policy* - CDL Group is committed to ensuring a dignity-centred workplace where our employees are always mutually respected. We seek to address discrimination on all grounds, notably in gender identity, ethnicity, race, religion, age, disability, national origin, socio-economic status, familial/marital status, and sexual orientation by ensuring fairness in our employment practices, and fair compensation. Our Global DEI policy outlines CDL Group's responsibility to embed DEI into our value chain, organisational culture and activities worldwide. We strive to ensure that these principles are understood, observed and adhered to by all employees as far as is reasonably practicable.
- *Workplace Anti-harassment and Anti-bullying policy* – CDL is committed to maintaining a work environment that is safe from harassment for its employees. Every employee shall be treated with respect and dignity. No employee shall be subject to any physical, psychological, verbal or sexual abuse. Employees should be culturally sensitive, tolerant and respectful towards each other, taking into consideration the workplace environment and multi-culturalism. This policy extends to dealing with incidents involving external customers/stakeholders who conduct themselves in a manner that constitutes harassment of its employees, within and beyond company premises.
- *Green Procurement Policy* – CDL is committed to integrating sustainability considerations into its procurement practices to drive responsible sourcing and reduce environmental impacts across its supply chain. The policy consolidates existing supplier sustainability requirements and sets clear expectations on areas such as carbon management, responsible material selection and nature-related considerations. Suppliers and contractors are expected to align with CDL's environmental standards and support efforts to reduce emissions, conserve resources and protect biodiversity. Through responsible procurement and supplier engagement, CDL seeks to strengthen the resilience of its value chain while advancing its broader sustainability commitments.

## **INTERNAL CODE ON DEALINGS IN SECURITIES**

The Company has in place an internal code on securities trading which sets out the implications of insider trading and provides guidance and internal regulation with regard to dealings in the Company's securities by the Company, its Directors and employees. These guidelines prohibit dealing in the Company's securities (a) on short-term considerations; (b) during the "closed period", commencing one month before the date of announcement of the Company's half-year and full year financial results and ending on the date of the announcement of the relevant results; and (c) while in possession of unpublished material price-sensitive information in relation to such securities. The Directors and employees of the Company are notified in advance of the commencement of each "closed period" relating to dealing in the Company's securities. The internal code on securities trading is available on the Company's intranet and is easily accessible by all employees.